

**GOLDMAN SACHS REPORTS RECORD EARNINGS
PER COMMON SHARE OF \$11.21 FOR 2005**



FOURTH QUARTER RECORD EARNINGS PER COMMON SHARE WERE \$3.35

NEW YORK, December 15, 2005 - The Goldman Sachs Group, Inc. (NYSE: GS) today reported net earnings of \$5.63 billion for the year ended November 25, 2005. Diluted earnings per common share were \$11.21, an increase of 26% compared with \$8.92 for the year ended November 26, 2004. Return on average tangible common shareholders' equity ⁽¹⁾ was 27.6% and return on average common shareholders' equity was 21.8% for 2005.

Fourth quarter net earnings were \$1.63 billion. Diluted earnings per common share were \$3.35 compared with \$2.36 for the same 2004 quarter and \$3.25 for the third quarter of 2005. Annualized return on average tangible common shareholders' equity ⁽¹⁾ was 31.7% and annualized return on average common shareholders' equity was 25.2% for the fourth quarter.

Annual Business Highlights

- Goldman Sachs achieved its best annual results in 2005, generating record net revenues, net earnings and diluted earnings per common share.
- Investment Banking generated net revenues of \$3.67 billion, its best annual performance in four years.
- The firm continued its leadership in global advisory and equity underwriting for the calendar year-to-date, ranking first in both worldwide announced and completed mergers and acquisitions as well as worldwide equity and equity-related offerings. ⁽²⁾
- Fixed Income, Currency and Commodities (FICC) generated record net revenues of \$8.48 billion, 16% higher than the previous record set in 2004.
- Equities generated record net revenues of \$5.65 billion, 21% higher than 2004.
- Asset Management achieved record net revenues of \$2.96 billion, 16% higher than the previous record set in 2004. Assets under management increased 18% to a record \$532 billion, with net asset inflows of \$63 billion in 2005.
- Securities Services achieved record net revenues of \$1.79 billion, 38% higher than the previous record set in 2004.

"We are very pleased to report another record year for the firm, with virtually every area producing strong results," said Henry M. Paulson, Jr., Chairman and Chief Executive Officer. "Looking forward, we are optimistic that global growth will continue to create opportunities for our clients, and we will remain intensely focused on serving their needs."

Net Revenues

Investment Banking

Full Year

Net revenues in Investment Banking were \$3.67 billion for the year, 9% higher than 2004. Net revenues in Financial Advisory were \$1.91 billion, 10% higher than 2004, primarily reflecting an increase in industry-wide completed mergers and acquisitions. Net revenues in the firm's Underwriting business were \$1.77 billion, 8% higher than 2004, reflecting higher net revenues in debt underwriting, primarily due to an increase in leveraged finance and mortgage activity, partially offset by lower net revenues in equity underwriting. The firm's investment banking backlog was significantly higher at year end than at the end of 2004.

Fourth Quarter

Net revenues in Investment Banking were \$948 million, 23% higher than the fourth quarter of 2004 and 7% lower than the third quarter of 2005. Net revenues in Financial Advisory were \$546 million, 32% higher than the fourth quarter of 2004, primarily reflecting an increase in industry-wide completed mergers and acquisitions. Net revenues in the firm's Underwriting business were \$402 million, 14% higher than the fourth quarter of 2004, reflecting higher net revenues in equity underwriting and, to a lesser extent, debt underwriting. The firm's investment banking backlog increased significantly during the quarter.

Trading and Principal Investments

Full Year

Net revenues in Trading and Principal Investments were \$16.36 billion for the year, 23% higher than 2004.

Net revenues in FICC were \$8.48 billion for the year, 16% higher than 2004, primarily reflecting significantly higher net revenues in credit products (which includes distressed investing) and, to a lesser extent, interest rate products and currencies. Net revenues in commodities and mortgages were strong, but essentially unchanged compared with 2004. During 2005, FICC operated in an environment generally characterized by strong customer-driven activity, tight, but volatile, credit spreads, higher energy prices and a flatter yield curve.

Net revenues in Equities were \$5.65 billion for the year, 21% higher than 2004, reflecting significantly higher net revenues in the firm's customer franchise and principal strategies businesses. The increase in the firm's customer franchise businesses reflected improved results in derivatives and shares, particularly in Europe and Asia, as well as in convertibles. In addition, results in principal strategies reflected strength across all regions. During 2005, Equities operated in an environment characterized by generally higher equity prices, improved customer-driven activity and continued low levels of market volatility.

Principal Investments recorded net revenues of \$2.23 billion, due to a \$1.48 billion gain related to the firm's investment in the convertible preferred stock of Sumitomo Mitsui Financial Group, Inc. (SMFG) and \$753 million in gains and overrides from other corporate and, to a lesser extent, real estate principal investments.

Fourth Quarter

Net revenues in Trading and Principal Investments were \$4.10 billion, 43% higher than the fourth quarter of 2004 and 19% lower than the third quarter of 2005.

Net revenues in FICC were \$1.85 billion, 27% higher than the fourth quarter of 2004, primarily due to higher net revenues in interest rate products, credit products and, to a lesser extent, mortgages. Net revenues in commodities and currencies were strong, but lower compared with the fourth quarter of 2004. During the quarter, FICC operated in an environment characterized by solid customer-driven activity, generally narrow credit spreads, a flat yield curve and generally high energy prices.

Net revenues in Equities were \$1.40 billion, 37% higher than the fourth quarter of 2004, due to higher net revenues in the firm's customer franchise businesses, partially offset by lower net revenues in principal strategies. The increase in the firm's customer franchise businesses primarily reflected higher net revenues in derivatives, shares and convertibles. During the quarter, Equities operated in an environment characterized by strong customer-driven activity and higher equity prices. In addition, market volatility levels increased, but remained low.

Principal Investments recorded net revenues of \$852 million, reflecting a \$723 million gain related to the firm's investment in SMFG and \$129 million in gains and overrides from other corporate and real estate principal investments.

Asset Management and Securities Services

Full Year

Net revenues in Asset Management and Securities Services were \$4.75 billion for the year, 23% higher than 2004.

Asset Management net revenues were \$2.96 billion for the year, 16% higher than 2004, primarily due to higher management fees, driven by growth in assets under management. During the year, assets under management increased 18%, reflecting net asset inflows of \$63 billion across all asset classes as well as market appreciation of \$17 billion, primarily in equity assets.

Securities Services net revenues were \$1.79 billion for the year, 38% higher than 2004, primarily reflecting significantly higher global customer balances in securities lending and margin lending.

Fourth Quarter

Net revenues in Asset Management and Securities Services were \$1.23 billion, 32% higher than the fourth quarter of 2004 and 2% higher than the third quarter of 2005.

Asset Management net revenues were \$787 million, 32% higher than the fourth quarter of 2004, reflecting higher management fees, driven by growth in assets under management, and higher incentive fees. During the quarter, assets under management increased 2%, reflecting net asset inflows of \$8 billion, primarily in equity and money market assets as well as market appreciation of \$4 billion, primarily in equity assets.

Securities Services net revenues were \$447 million, 32% higher than the fourth quarter of 2004, as the firm's prime brokerage business continued to generate strong results, primarily reflecting significantly higher global customer balances in securities lending and margin lending.

Expenses

Operating expenses were \$16.51 billion for 2005, 19% higher than 2004.

Compensation and Benefits

Compensation and benefits expenses were \$11.69 billion for 2005, 21% higher than 2004. The ratio of compensation and benefits to net revenues for 2005 was 47.2% compared with 46.7% ⁽³⁾ for 2004. Employment levels increased 8% compared with the end of 2004 and 2% during the fourth quarter.

Non-Compensation Expenses

Full Year

Non-compensation expenses were \$4.82 billion for 2005, 14% higher than 2004. Excluding non-compensation expenses related to consolidated entities held for investment purposes ⁽⁴⁾, non-compensation expenses were 8% higher than 2004, primarily due to higher brokerage, clearing and exchange fees, reflecting higher transaction volumes in FICC and Equities, increased professional fees, reflecting higher legal and consulting fees, and higher other expenses, primarily reflecting increased levels of business activity and higher charitable contributions.

Non-compensation expenses in 2005 included \$37 million of net provisions for litigation and regulatory proceedings (included in other expenses) and \$36 million of real estate costs associated with the relocation of office space (included in occupancy). Non-compensation expenses in 2004 included \$103 million of net provisions for litigation and regulatory proceedings, \$62 million in connection with the firm's establishment of a joint venture in China (included in market development) and \$41 million of real estate exit costs associated with reductions in the firm's office space (included in occupancy and depreciation and amortization).

Fourth Quarter

Non-compensation expenses were \$1.37 billion, 9% higher than the fourth quarter of 2004 and 10% higher than the third quarter of 2005. Excluding non-compensation expenses related to consolidated entities held for investment purposes ⁽⁴⁾, non-compensation expenses were 2% higher than the same prior year period, primarily due to higher brokerage, clearing and exchange fees, reflecting higher transaction volumes in Equities and FICC, and increased professional fees, reflecting higher consulting and legal fees.

Non-compensation expenses in the fourth quarter of 2005 included \$6 million of net provisions for litigation and regulatory proceedings (included in other expenses). Non-compensation expenses in the fourth quarter of 2004 included \$62 million in connection with the firm's establishment of a joint venture in China (included in market development), \$40 million of net provisions for litigation and regulatory proceedings and \$4 million of real estate exit costs associated with the relocation of office space (included in occupancy and depreciation and amortization).

Provision For Taxes

The effective income tax rate was 32.0% for 2005, up from 31.1% for the first nine months of 2005. Excluding the impact of audit settlements in 2005, the effective income tax rate for 2005 would have been 33.3%, up from 32.9% for the first nine months of 2005 and 31.8% for 2004. Excluding the impact of audit settlements, the change in the effective income tax rate compared with 2004 was primarily due to a lower benefit from tax credits in 2005.

Capital

As of November 25, 2005, total capital was \$128.01 billion, consisting of \$28.00 billion in total shareholders' equity (common equity of \$26.25 billion and preferred equity of \$1.75 billion) and \$100.01 billion in long-term borrowings.⁽⁵⁾ Book value per common share was \$57.02 based on common shares outstanding, including restricted stock units granted to employees with no future service requirements, of 460.4 million at year end. Tangible book value per common share was \$45.72.⁽¹⁾

On October 31, 2005, The Goldman Sachs Group, Inc. issued \$800 million of perpetual 6.20% Non-Cumulative Preferred Stock, Series B (Series B Preferred Stock) and \$200 million of perpetual Floating Rate Non-Cumulative Preferred Stock, Series C (Series C Preferred Stock).

The firm repurchased 63.7 million shares of its common stock at an average price of \$111.57 per share during 2005, including 20.5 million shares of its common stock at an average price of \$120.45 per share in the fourth quarter. The remaining share authorization under the firm's existing common stock repurchase program is 42.7 million shares.

Dividends

The Board of Directors of The Goldman Sachs Group, Inc. (the Board) declared a dividend of \$0.25 per common share to be paid on February 23, 2006 to common shareholders of record on January 24, 2006. The Board also declared dividends of \$323.28, \$430.56 and \$353.68 per share of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, respectively (represented by depositary shares, each representing a 1/1000th interest in a share of preferred stock), to be paid on February 10, 2006 to preferred shareholders of record on January 26, 2006.

Goldman Sachs is a leading global investment banking, securities and investment management firm that provides a wide range of services worldwide to a substantial and diversified client base that includes corporations, financial institutions, governments and high net worth individuals. Founded in 1869, it is one of the oldest and largest investment banking firms. The firm is headquartered in New York and maintains offices in London, Frankfurt, Tokyo, Hong Kong and other major financial centers around the world.

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements." These statements are not historical facts but instead represent only the firm's belief regarding future events, many of which, by their nature, are inherently uncertain and outside of the firm's control. It is possible that the firm's actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. For a discussion of some of the risks and important factors that could affect the firm's future results, see "Business – Certain Factors That May Affect Our Business" in Part I, Item 1 of the firm's Annual Report on Form 10-K for the fiscal year ended November 26, 2004.

Statements about the firm's investment banking transaction backlog also may constitute forward-looking statements. Such statements are subject to the risk that the terms of these transactions may be modified or that they may not be completed at all; therefore, the net revenues that the firm expects to earn from these transactions may differ, possibly materially, from those currently expected. Important factors that could result in a modification of the terms of a transaction or a transaction not being completed include, in the case of underwriting transactions, a decline in general economic conditions, volatility in the securities markets generally or an adverse development with respect to the issuer of the securities and, in the case of financial advisory transactions, a decline in the securities markets, an adverse development with respect to a party to the transaction or a failure to obtain a required regulatory approval. For a discussion of other important factors that could adversely affect the firm's investment banking transactions, see "Business – Certain Factors That May Affect Our Business" in Part I, Item 1 of the firm's Annual Report on Form 10-K for the fiscal year ended November 26, 2004.

Conference Call

A conference call to discuss the firm's results, outlook and related matters will be held at 11:00 am (ET). The call will be open to the public. Members of the public who would like to listen to the conference call should dial 1-888-281-7154 (U.S. domestic) and 1-706-679-5627 (international). The number should be dialed at least 10 minutes prior to the start of the conference call. The conference call will also be accessible as an audio webcast through the Investor Relations section of the firm's Web site, http://www.gs.com/our_firm/investor_relations/. There is no charge to access the call. For those unable to listen to the live broadcast, a replay will be available on the firm's Web site or by dialing 1-800-642-1687 (U.S. domestic) or 1-706-645-9291 (international) passcode number 2915286, beginning approximately two hours after the event. Please direct any questions regarding obtaining access to the conference call to Goldman Sachs Investor Relations, via e-mail, at gs-investor-relations@gs.com.

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES
SEGMENT NET REVENUES
(UNAUDITED)
\$ in millions

	Year Ended		% Change From
	Nov. 25, 2005	Nov. 26, 2004	
Investment Banking			
Financial Advisory	\$ 1,905	\$ 1,737	10 %
Equity underwriting	704	819	(14)
Debt underwriting	1,062	818	30
Total Underwriting	<u>1,766</u>	<u>1,637</u>	8
Total Investment Banking	<u>3,671</u>	<u>3,374</u>	9
Trading and Principal Investments			
FICC	8,484	7,322	16
Equities trading	2,675	1,969	36
Equities commissions	2,975	2,704	10
Total Equities	<u>5,650</u>	<u>4,673</u>	21
SMFG	1,475	771	91
Other corporate and real estate gains and losses	569	456	25
Overrides	184	105	75
Total Principal Investments	<u>2,228</u>	<u>1,332</u>	67
Total Trading and Principal Investments	<u>16,362</u>	<u>13,327</u>	23
Asset Management and Securities Services			
Asset Management	2,956	2,553	16
Securities Services	1,793	1,296	38
Total Asset Management and Securities Services	<u>4,749</u>	<u>3,849</u>	23
Total net revenues	<u>\$ 24,782</u>	<u>\$ 20,550</u>	21

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES
SEGMENT NET REVENUES
(UNAUDITED)
\$ in millions

	Three Months Ended			% Change From	
	Nov. 25, 2005	Aug. 26, 2005	Nov. 26, 2004	Aug. 26, 2005	Nov. 26, 2004
Investment Banking					
Financial Advisory	\$ 546	\$ 559	\$ 414	(2) %	32 %
Equity underwriting	205	199	169	3	21
Debt underwriting	197	257	185	(23)	6
Total Underwriting	402	456	354	(12)	14
Total Investment Banking	948	1,015	768	(7)	23
Trading and Principal Investments					
FICC	1,850	2,626	1,459	(30)	27
Equities trading	602	872	370	(31)	63
Equities commissions	800	721	655	11	22
Total Equities	1,402	1,593	1,025	(12)	37
SMFG	723	498	254	45	185
Other corporate and real estate gains and losses	109	205	126	(47)	(13)
Overrides	20	140	15	(86)	33
Total Principal Investments	852	843	395	1	116
Total Trading and Principal Investments	4,104	5,062	2,879	(19)	43
Asset Management and Securities Services					
Asset Management	787	731	595	8	32
Securities Services	447	477	339	(6)	32
Total Asset Management and Securities Services	1,234	1,208	934	2	32
Total net revenues	\$ 6,286	\$ 7,285	\$ 4,581	(14)	37

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(UNAUDITED)

In millions, except per share amounts

	Year Ended		%
	Nov. 25, 2005	Nov. 26, 2004	Change From Nov. 26, 2004
Revenues			
Investment banking	\$ 3,599	\$ 3,286	10 %
Trading and principal investments	15,452	11,984	29
Asset management and securities services	3,090	2,655	16
Interest income	21,250	11,914	78
Total revenues	<u>43,391</u>	<u>29,839</u>	<u>45</u>
Interest expense	18,153	8,888	104
Cost of power generation ⁽⁶⁾	456	401	14
Revenues, net of interest expense and cost of power generation	<u>24,782</u>	<u>20,550</u>	<u>21</u>
Operating expenses			
Compensation and benefits ⁽³⁾	11,688	9,652	21
Brokerage, clearing and exchange fees	1,109	952	16
Market development	378	374	1
Communications and technology	490	461	6
Depreciation and amortization	501	499	-
Amortization of identifiable intangible assets	124	125	(1)
Occupancy	728	646	13
Professional fees	475	338	41
Other expenses	1,016	827	23
Total non-compensation expenses	<u>4,821</u>	<u>4,222</u>	<u>14</u>
Total operating expenses	<u>16,509</u>	<u>13,874</u>	<u>19</u>
Pre-tax earnings	8,273	6,676	24
Provision for taxes	2,647	2,123	25
Net earnings	<u>5,626</u>	<u>4,553</u>	<u>24</u>
Preferred stock dividend	17	-	N.M.
Net earnings applicable to common shareholders	<u>\$ 5,609</u>	<u>\$ 4,553</u>	<u>23</u>
Earnings per common share			
Basic	\$ 11.73	\$ 9.30	26
Diluted	11.21	8.92	26
Average common shares outstanding			
Basic	478.1	489.5	(2)
Diluted	500.2	510.5	(2)
Selected Data			
Ratio of compensation and benefits to net revenues	47.2%	46.7% ⁽³⁾	

THE GOLDMAN SACHS GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(UNAUDITED)

In millions, except per share amounts and employees

	Three Months Ended			% Change From	
	Nov. 25, 2005	Aug. 26, 2005	Nov. 26, 2004	Aug. 26, 2005	Nov. 26, 2004
Revenues					
Investment banking	\$ 932	\$ 998	\$ 750	(7) %	24 %
Trading and principal investments	3,907	4,842	2,332	(19)	68
Asset management and securities services	820	772	619	6	32
Interest income	6,486	5,721	3,754	13	73
Total revenues	12,145	12,333	7,455	(2)	63
Interest expense	5,742	4,940	2,821	16	104
Cost of power generation ⁽⁶⁾	117	108	53	8	121
Revenues, net of interest expense and cost of power generation	6,286	7,285	4,581	(14)	37
Operating expenses					
Compensation and benefits ⁽³⁾	2,440	3,642	1,617	(33)	51
Brokerage, clearing and exchange fees	312	271	239	15	31
Market development	110	92	160	20	(31)
Communications and technology	125	124	118	1	6
Depreciation and amortization	130	125	126	4	3
Amortization of identifiable intangible assets	31	31	31	-	-
Occupancy	194	200	163	(3)	19
Professional fees	153	117	101	31	51
Other expenses	312	278	312	12	-
Total non-compensation expenses	1,367	1,238	1,250	10	9
Total operating expenses	3,807	4,880	2,867	(22)	33
Pre-tax earnings	2,479	2,405	1,714	3	45
Provision for taxes	847	788	520	7	63
Net earnings	1,632	1,617	1,194	1	37
Preferred stock dividend	8	9	-	(1)	N.M.
Net earnings applicable to common shareholders	\$ 1,624	\$ 1,608	\$ 1,194	1	36
Earnings per common share					
Basic	\$ 3.53	\$ 3.40	\$ 2.44	4	45
Diluted	3.35	3.25	2.36	3	42
Average common shares outstanding					
Basic	459.4	473.3	488.6	(3)	(6)
Diluted	485.2	494.2	506.2	(2)	(4)
Selected Data					
Employees at period end ^{(7) (8)}	22,425	22,032	20,722	2	8
Ratio of compensation and benefits to net revenues	38.8%	50.0%	35.1% ⁽⁹⁾		

**NON-COMPENSATION EXPENSES
(UNAUDITED)**

\$ in millions

	Year Ended		% Change From Nov. 26, 2004
	Nov. 25, 2005	Nov. 26, 2004	
Non-compensation expenses of consolidated investments ⁽⁴⁾	\$ 265	\$ 21	N.M. %
Non-compensation expenses excluding consolidated investments			
Brokerage, clearing and exchange fees	1,109	952	16
Market development	361	374	(3)
Communications and technology	487	461	6
Depreciation and amortization	467	499	(6)
Amortization of identifiable intangible assets	124	125	(1)
Occupancy	674	646	4
Professional fees	468	338	38
Other expenses	866	806	7
Subtotal	4,556	4,201	8
Total non-compensation expenses, as reported	\$ 4,821	\$ 4,222	14

	Three Months Ended			% Change From	
	Nov. 25, 2005	Aug. 26, 2005	Nov. 26, 2004	Aug. 26, 2005	Nov. 26, 2004
Non-compensation expenses of consolidated investments ⁽⁴⁾	\$ 101	\$ 100	\$ 7	1 %	N.M. %
Non-compensation expenses excluding consolidated investments					
Brokerage, clearing and exchange fees	312	271	239	15	31
Market development	103	86	160	20	(36)
Communications and technology	124	122	118	2	5
Depreciation and amortization	113	114	126	(1)	(10)
Amortization of identifiable intangible assets	31	31	31	-	-
Occupancy	166	186	163	(11)	2
Professional fees	150	114	101	32	49
Other expenses	267	214	305	25	(12)
Subtotal	1,266	1,138	1,243	11	2
Total non-compensation expenses, as reported	\$ 1,367	\$ 1,238	\$ 1,250	10	9

