



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2007

Filing Period: January 1 - March 1 • Filing Fee: \$50.00* THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK
* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 114452		2. Name of Corporation THE GOLDMAN SACHS GROUP, INC.			
3. Street Address Principal Business Office 85 BROAD STREET			City NEW YORK	State NY	Zip 10004
4. Business Phone No. 212-902-1000		5. State of Incorporation DELAWARE			
6. Brief Description of the Character of Business Conducted in Rhode Island DIVERSIFIED FINANCIAL SERVICES					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name GARY D. COHN			Vice President Name ALAN M. COHEN		
Street Address 85 BROAD STREET			Street Address 85 BROAD STREET		
City NEW YORK	State NY	Zip 10004	City NEW YORK	State NY	Zip 10004
Secretary Name ESTA E. STECHER			Treasurer Name ELIZABETH E. BESHSEL		
Street Address 85 BROAD STREET			Street Address 85 BROAD STREET		
City NEW YORK	State NY	Zip 10004	City NEW YORK	State NY	Zip 10004
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name LORD BROWNE OF MADINGLEY			Director Name JOHN H. BRYAN		
Street Address c/o THE GOLDMAN SACHS GROUP, INC. 85 BROAD ST			Street Address c/o THE GOLDMAN SACHS GROUP, INC. 85 BROAD ST		
City NEW YORK	State NY	Zip 10004	City NEW YORK	State NY	Zip 10004
Director Name GARY D. COHN			Director Name CLAES DAHLBACK		
Street Address 85 BROAD STREET			Street Address c/o THE GOLDMAN SACHS GROUP, INC.		
City NEW YORK	State NY	Zip 10004	City NEW YORK	State NY	Zip 10004
9. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> AUTHORIZED SHARES			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
4,350,000,000	COMMON	\$0.01	599,697,200	COMMON	\$0.01
PLEASE SEE ATTACHED REGARDING SHARES			124,000	PREFERRED	\$0.01

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

FILED
MAR 27 2007
By: *[Signature]*
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Julie M. Abraham March 23, 2007
Signature Date

JULIE M. ABRAHAM
Assistant Secretary
Title

**ANNUAL REPORT FOR
THE GOLDMAN SACHS GROUP, INC.**

DIRECTORS

LORD BROWNE OF MADINGLEY
JOHN H. BRYAN
GARY D. COHN
CLAES DAHLBACK
STEPHEN FRIEDMAN
WILLIAM W. GEORGE
RAJAT K. GUPTA
JAMES A. JOHNSON
LOIS D. JULIBER
EDWARD M. LIDDY
RUTH J. SIMMONS
JON WINKELRIED

CORPORATE OFFICERS

FRANCES R. BERMANZOHN	DEPUTY GENERAL COUNSEL
LLOYD C. BLANKFEIN	CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
JOHN S. WEINBERG	VICE CHAIRMAN
GARY D. COHN	PRESIDENT AND CO-CHIEF OPERATING OFFICER
JON WINKELRIED	PRESIDENT AND CO-CHIEF OPERATING OFFICER
DAVID A. VINIAR	CHIEF FINANCIAL OFFICER AND EXECUTIVE VICE PRESIDENT
EDWARD C. FORST	CHIEF ADMINISTRATIVE OFFICER AND EXECUTIVE VICE PRESIDENT
ALAN M. COHEN	EXECUTIVE VICE PRESIDENT AND GLOBAL HEAD OF COMPLIANCE
GREGORY K. PALM	EXECUTIVE VICE PRESIDENT AND SECRETARY OF THE CORPORATION AND GENERAL COUNSEL
ESTA E. STECHER	EXECUTIVE VICE PRESIDENT AND SECRETARY OF THE CORPORATION AND GENERAL COUNSEL
KEVIN W. KENNEDY	EXECUTIVE VICE PRESIDENT-HUMAN CAPITAL MANAGEMENT
GWEN R. LIBSTAG	GLOBAL HEAD OF FIRMWIDE BUSINESS SELECTION AND CONFLICT CLEARANCE
TIMOTHY J. O'NEILL	SENIOR STRATEGY OFFICER
JOHN F. W. ROGERS	SECRETARY TO THE BOARD AND CHIEF OF STAFF
ELIZABETH E. BESHEL	TREASURER
JULIE ABRAHAM	ASSISTANT SECRETARY
RUSSELL A. BROOME	ASSISTANT SECRETARY
STEVEN M. BUNSON	ASSISTANT SECRETARY
CHRISTOPHER A. COLE	ASSISTANT SECRETARY
E. GERALD CORRIGAN	ASSISTANT SECRETARY
RICHARD A. FRIEDMAN	ASSISTANT SECRETARY
PHILIP GIUCA	ASSISTANT SECRETARY
KENNETH L. JOSSELYN	ASSISTANT SECRETARY AND ASSOCIATE GENERAL COUNSEL
PETER S. KRAUS	ASSISTANT SECRETARY
THOMAS K. MONTAG	ASSISTANT SECRETARY
BEVERLY L. O'TOOLE	ASSISTANT SECRETARY
BENJAMIN J. RADER	ASSISTANT SECRETARY
STUART M. ROTHENBERG	ASSISTANT SECRETARY
ERIC S. SCHWARTZ	ASSISTANT SECRETARY
HOWARD A. SILVERSTEIN	ASSISTANT SECRETARY
DAVID M. SOLOMON	ASSISTANT SECRETARY
MATTHEW E. TROPP	ASSISTANT SECRETARY

CORPORATE OFFICERS (CONTINUED)

SARAH E. SMITH	CONTROLLER
MANDA J. D'AGATA	ASSISTANT TREASURER
RAJASHREE DATTA	ASSISTANT TREASURER
ANDREW B. FONTEIN	ASSISTANT TREASURER
VERONICA W. FOO	ASSISTANT TREASURER
MELODY C. GO	ASSISTANT TREASURER
JASON M. GORER	ASSISTANT TREASURER
MOKYOUNG R. HUYN	ASSISTANT TREASURER
MICHAEL E. KURLANDER	ASSISTANT TREASURER
AMOL S. NAIK	ASSISTANT TREASURER
HENRY S. WEBB	ASSISTANT TREASURER
SCOTT L. WERTHEIMER	ASSISTANT TREASURER
CRAIG W. BRODERICK	CHIEF CREDIT OFFICER
TIMUR F. GALEN	ASSISTANT SECRETARY – CORPORATE SERVICES
RANDOLPH L. COWEN	ASSISTANT SECRETARY – TECHNOLOGY
C. DOUGLAS FUGE	DIRECTOR OF INTERNAL AUDIT
JOHN G. ANDREWS	DIRECTOR OF INVESTOR RELATIONS
SARAH E. SMITH	PRINCIPAL ACCOUNTING OFFICER

The Address for all Directors and Officers is:

85 BROAD STREET
NEW YORK, NEW YORK 10004

Authorized Shares:

As of November 2006, the breakdown of the authorized shares is as follows:

4,000,000,000 shares of common stock with a par value of \$0.01

150,000,000 shares of preferred stock with at par value of \$0.01

200,000,000 shares of nonvoting common stock with a par value of \$0.01