GOLDMAN SACHS BANK USA RESOLUTION PLAN

Public Filing

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Introduction

On January 17, 2012, the Federal Deposit Insurance Corporation (the “FDIC”) released the final rule (12 CFR Part 360.10 (“IDI Rule”)) requiring insured depository institutions (“IDI”) with over $50 billion in assets, including Goldman Sachs Bank USA (together with its subsidiaries, “GS Bank” or “Bank”), a wholly-owned subsidiary of The Goldman Sachs Group, Inc. (“Group Inc.” and together with its consolidated subsidiaries “Goldman Sachs,” “GS Group,” or the “Firm”), to periodically submit a resolution plan (the “Bank Plan”).

On October 17, 2011, the FDIC, together with the Board of Governors of the Federal Reserve System (the “Federal Reserve Board”), (collectively, our “Supervisors”), released its final rule (the “Final Rule”) implementing the requirement within Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, that covered companies, including Goldman Sachs prepare resolution plans (the “Firm Plan”). These resolution plans are intended to help covered companies, the FDIC, the Federal Reserve Board and the Financial Stability Oversight Council better respond to the financial distress of a systemically important financial company.

On April 15, 2013, our Supervisors issued additional guidance (the “Guidance”) for the preparation of the Firm’s 2013 annual resolution plan submission. The Firm Plan for 2013 is required to be responsive to, and consistent with, the Guidance. This Guidance has been incorporated into the Bank Plan as applicable.

The Bank Plan does not rely on the provision of any extraordinary support by the U.S. or any other government to the Bank and we believe would result in no loss to the FDIC’s Deposit Insurance Fund (“DIF”).

The Bank Plan has been submitted to our Supervisors and provides a detailed plan for the orderly resolution of GS Bank under economic scenarios that include baseline, adverse and severely adverse economic conditions.

We believe that the resolution planning process, as required by our Supervisors, is a critical building block in the development of orderly resolution plans for major financial institutions that will address the “too big to fail” problem, an objective we fully support. We also support the goal that all financial institutions, regardless of size or complexity, should be able to be resolved without cost to the taxpayer.

Our Supervisors require that a summary of the Bank Plan be made publicly available and have provided a standardized format. This public document follows that format in the subsequent pages.

A. Names of Material Entities

"Material Entity" is a term defined in the IDI Rule as a company that is significant to the activities of a Critical Service or Core Business Line. The Material Entities identified in the 2013 Bank Plan that meet these criteria are:

- Goldman Sachs Bank USA
  (FDIC-insured U.S. bank)
- Goldman Sachs Mortgage Company
  (a New York limited partnership)
- Goldman Sachs Mitsui Marine Derivative Products, L.P. ("GSMMDP")
  (a Delaware limited partnership and 50-50 joint venture with Mitsui Sumitomo Insurance Co., Ltd.)

B. Description of Core Business Lines

Introduction

GS Bank is a New York State-chartered bank and a member of the Federal Reserve System. It is supervised by the Federal Reserve Board, the New York State Department of Financial Services and the Consumer Financial Protection Bureau, and is a member of the FDIC. As a registered swap dealer, GS Bank is also regulated by the U.S. Commodity Futures Trading Commission (the "CFTC"). In March 2013, the Financial Services Authority authorized the Bank to operate a branch in London, United Kingdom (the "London Branch"). The London Branch is regulated by the Financial Conduct Authority ("FCA") and the Prudential Regulation Authority ("PRA").

The Bank's activities include the acceptance of client and brokered deposits; lending to high-net-worth individuals, institutional and corporate clients; the origination of bank loans and mortgage loans; entering into interest rate, credit, currency and other derivatives; and agency lending.

GS Bank has a number of business lines that are core to its franchise, allow it to serve its clients, and achieve its strategic objectives. The IDI Rule defines "Core Business Lines" as those business lines of the IDI, including associated operations, functions, services and support, that upon failure, in the IDI's view, would result in a material loss of revenue, profit, or franchise value. Based on this definition, the Bank has identified five businesses as Core Business Lines. These are: Deposit Taking, Private Bank Lending, Credit Origination, Mortgages and Interest Rate Derivative Products.

- **Deposit Taking**. The Bank accepts deposits from clients of Goldman, Sachs & Co. ("GSCO"), from affiliates and through deposit sweep agreements with third-party broker-dealers. The Bank also issues term certificates of deposit ("CDs"). These term CDs are in FDIC-insurable amounts and are distributed through third-party broker-dealers and GSCO.

- **Private Bank Lending**. The Bank provides loans and residential mortgages to high-net-worth clients.

- **Credit Origination**. The Bank provides loans and loan commitments to investment grade and non-investment grade borrowers. The Bank's loan commitments typically are agreements to lend with fixed termination dates and depend on the satisfaction of all contractual conditions to borrowing. The loans and loan commitments may be syndicated to third party institutional investors or retained by the Bank.

- **Mortgages**. The Bank originates commercial mortgage loans and purchases commercial and residential mortgage loans and other consumer loan assets for securitization and market-making.

- **Interest Rate Derivative Products**. The Bank makes markets in over-the-counter ("OTC") derivatives, including cash-settled swap agreements, caps, collars, floors, options and forward settlement contracts, in interest rates and related products, with counterparties that include corporations, financial institutions, investment funds, governments and high-net-worth clients.

C. Summary of Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources

Set out on the following pages is financial information extracted from the Bank's Consolidated Financial Statements as of, and for the years ended, December 31, 2012 and December 31, 2011 ("Bank's Financial Statements").

- Set forth below are the consolidated statements of earnings from the Bank's Financial Statements[1]:

in millions	Year Ended December **2012**	2011
Revenues		
Interest income	**$ 960**	$ 797
Interest expense	**584**	635
Net interest income	**376**	162
Gains and losses from financial instruments, net	**2,493**	3,054
Other revenues	**270**	262
Total non-interest revenues	**2,763**	3,316
Net revenues, including net interest income	**3,139**	3,478
Operating expenses		
Compensation and benefits	**96**	174
Service charges	**481**	603
Other expenses	**207**	451
Total operating expenses	**784**	1,228
Pre-tax earnings	**2,355**	2,250
Provision for taxes	**906**	915
Net earnings	**$ 1,449**	$ 1,335

The notes accompanying our consolidated statements of earnings are an integral part of our consolidated financial statements.

[1] *The Bank's Financial Statements are available on our website at www.goldmansachs.com*

- Set forth below are the consolidated statements of financial condition from the Bank's Financial Statements[1]:

in millions, except share and per share amounts	As of December 2012	As of December 2011
Assets		
Cash	**$ 59,442**	$ 41,270
Collateralized agreements:		
Securities purchased under agreements to resell (includes $1,692 and $5,248 at fair value as of December 2012 and December 2011, respectively)	**1,695**	5,248
Loans receivable, net	**5,969**	3,096
Receivables from customers and counterparties, brokers, dealers and clearing organizations	**3,730**	5,910
Financial instruments owned, at fair value (includes $6,873 and $5,345 pledged as collateral as of December 2012 and December 2011, respectively)	**46,676**	46,574
Other assets	**1,117**	1,421
Total assets	**$ 118,629**	$103,519
Liabilities and shareholder's equity		
Deposits (includes $3,022 and $2,179 at fair value as of December 2012 and December 2011, respectively)	**$ 66,294**	$ 44,830
Collateralized financings:		
Securities sold under agreements to repurchase, at fair value	**15,072**	15,275
Other secured financings (includes $176 and $109 at fair value as of December 2012 and December 2011, respectively)	**276**	209
Payables to customers and counterparties, brokers, dealers and clearing organizations	**4,311**	4,103
Financial instruments sold, but not yet purchased, at fair value	**10,292**	17,641
Other liabilities and accrued expenses (includes $182 and $269 at fair value as of December 2012 and December 2011, respectively)	**1,717**	2,247
Total liabilities	**97,962**	84,305
Commitments, contingencies and guarantees		
Shareholder's equity		
Shareholder's equity (includes common stock, par value $100 per share; 80,000,000 shares authorized, issued and outstanding as of December 2012 and December 2011)	**20,667**	19,214
Total liabilities and shareholder's equity	**$ 118,629**	$103,519

The notes accompanying our consolidated statements of earnings are an integral part of our consolidated financial statements.

[1] *The Bank's Financial Statements are available on our website at www.goldmansachs.com*

Capital

As of December 31, 2012, the Bank's total shareholder's equity was $20.67 billion. As of December 31, 2011, the Bank's total shareholder's equity was $19.21 billion.

Regulatory Capital

The table below[1] presents information regarding the Bank's regulatory capital ratios under Basel 1 as implemented by the Federal Reserve Board.

	As of December	
$ in millions	**2012**	2011
Tier 1 capital	**$ 20,704**	$ 19,251
Tier 2 capital	**$ 39**	$ 6
Total capital	**$ 20,743**	$ 19,257
Risk-weighted assets	**$ 109,669**	$ 112,824
Tier 1 capital ratio	**18.9 %**	17.1 %
Total capital ratio	**18.9 %**	17.1 %
Tier 1 leverage ratio	**17.6 %**	18.5 %

The Bank's capital ratios are above the minimum regulatory capital ratios to which it is subject (8.0% Tier 1 Capital, 11.0% Total capital, and 6.0% Tier 1 Leverage).

[1] *The information on this page does not take into account the Federal Reserve Board's risk-based capital requirements which became effective on January 1, 2013.*

Funding Sources

GS Bank raises funding mainly through deposits and collateralized financings; in addition, the Bank has committed unsecured funding facilities from Group Inc.:

- The Bank accepts deposits from clients of GSCO, from affiliates and through deposit sweep agreements with third-party broker-dealers. The Bank also issues term CDs. These term CDs are in FDIC-insurable amounts and are distributed through third-party broker-dealers and GSCO. The table below presents the sourcing of our deposits:

	As of December 2012	
	Type of Deposit	
in millions	Savings and Demand[1]	Time[2]
Private bank deposits[3]	**$24,849**	**-**
Certificates of deposit	**-**	**21,506**
Deposit sweep programs	**15,998**	**-**
Institutional	**3,915**	**25**
Total[4]	**$44,762**	**$21,532**

[1] Represents deposits with no stated maturity.
[2] Weighted average maturity in excess of three years.
[3] Substantially all were from overnight deposit sweep programs related to private wealth management clients.
[4] Deposits insured by the FDIC as of December 2012 were approximately $42.77 billion.

- The Bank enters into collateralized financings, such as repurchase agreements and other secured financings, in order to finance certain Bank activities. As of December 31, 2012, the Bank had $15.07 billion in repurchase agreements.

- The Bank has committed unsecured funding facilities from Group Inc., including:
  - A senior debt facility of $8.5 billion maturing in 2014. As of December 31, 2012, there was an outstanding amount of $48 million borrowed under the facility.
  - A subordinated debt facility of $8.0 billion maturing in 2018. As of December 31, 2012, there was no outstanding amount under the facility.

Secured Funding. GS Bank has access to funding through the Federal Reserve Bank discount window, subject to conditions established by the Federal Reserve Board. While we do not rely on this funding in our liquidity planning and stress testing, and do not assume it in our resolution plan, we maintain policies and procedures necessary to access this funding and test discount window borrowing procedures.

D. Description of Derivative and Hedging Activities

Derivatives are instruments that derive their value from underlying asset prices, indices, reference rates and other inputs, or a combination of these factors. Derivatives may be traded on an exchange ("exchange-traded") or they may be privately negotiated contracts, which are usually referred to as OTC derivatives. Certain of the Bank's OTC derivatives are cleared and settled through central clearing counterparties (OTC-cleared), while others are bilateral contracts between two counterparties (bilateral OTC).

- **Market-Making**. As a market maker, the Bank enters into derivative transactions to provide liquidity to clients and to facilitate the transfer and hedging of their risks. In this capacity, the Bank typically acts as principal and is consequently required to commit capital to provide execution. As a market marker, it is essential to maintain an inventory of financial instruments sufficient to meet expected client and market demands.

- **Risk Management.** The Bank also enters into derivatives to actively manage risk exposures that arise from its market-making and investing and lending activities in derivative and cash instruments. The Bank's holdings and exposures are hedged, in many cases on either a portfolio or risk-specific basis as opposed to an instrument-by-instrument basis. In addition, the Bank may enter into derivatives designated as hedges under U.S. GAAP. These derivatives are used to manage interest rate exposure in certain fixed-rate deposits.

The Bank enters into various types of derivatives, including:

- **Futures and Forwards.** Contracts that commit counterparties to purchase or sell financial instruments or currencies in the future.

- **Swaps.** Contracts that require counterparties to exchange cash flows such as currency or interest payment streams. The amounts exchanged are based on the specific terms of the contract with reference to specified rates, financial instruments, currencies or indices.

- **Options.** Contracts in which the option purchaser has the right, but not the obligation, to purchase from or sell to the option writer financial instruments or currencies within a defined time period for a specified price.

Derivatives are accounted for at fair value, net of cash collateral received or posted under credit support agreements. Derivatives are reported on a net-by-counterparty basis (i.e., the net payable or receivable for derivative assets and liabilities for a given counterparty) when a legal right of setoff exists under an enforceable netting agreement. Derivative assets and liabilities are included in "Financial instruments owned, at fair value" and "Financial instruments sold, but not yet purchased, at fair value," respectively.

E. Memberships in Material Payment, Clearing and Settlement Systems

Set forth below is a list of the Bank's direct memberships in material payment, clearing and settlement systems:

Market	Payment, Clearing and Settlement Systems	Description of Services
Europe	Euroclear	International Central Securities Depository and settlement services for cross-border transactions involving bonds, equities, derivatives and investment funds
	LCH.Clearnet Group	Central counterparty clearing provider for commodities (exchange traded and OTC), equities, fixed income, energy and freight, and interest rate and credit default swaps
United States	Depository Trust Company	Central depository providing depository and book-entry services for eligible securities and other financial assets
	FedWire	Electronic payment system for cash in the U.S.

F. Description of Foreign Operations

Effective March 21, 2013, GS Bank received authorization to operate a branch in London, United Kingdom. The London Branch became operational for clients in early July 2013. As of the filing date of the Bank Plan, there was limited activity in the London Branch.

G. Material Supervisory Authorities

Regulation Within the United States

The Bank is supervised and primarily regulated by the Federal Reserve Board, the FDIC, and the New York State Department of Financial Services. The Bank is also regulated by the Consumer Financial Protection Bureau.

Swaps, Derivatives and Commodities Regulation

We have registered the Bank and GSMMDP as “swap dealers” under the CFTC rules. We expect that these entities and our businesses more broadly, will be subject to significant and developing regulation and regulatory oversight in connection with swap-related activities. However, the full impact of the various regulatory developments will not be known with certainty until the rules are implemented and market practices and structures develop under the final rules.

Regulation Outside the United States

The London Branch is regulated by the FCA and the PRA.

H. Principal Officers

The following are the Bank's principal officers:

- Chief Executive Officer ("CEO"): Esta E. Stecher
- Chief Operating Officer ("COO"): Matthew T. Fremont-Smith
- Chief Administrative Officer ("CAO"): Thomas M. Dowling
- Chief Financial Officer ("CFO"): Kevin G. Byrne
- General Counsel ("GC"): Thomas S. Riggs

I. Resolution Planning Corporate Governance Structure and Processes Related to Resolution Planning

The Bank Plan's governing and oversight bodies consist of the following groups and individuals:

- The **Bank's Board of Directors** (the "Bank Board") is the body responsible for establishing the strategic direction of GS Bank and overseeing the performance of GS Bank's business and management. The Bank Board is responsible for providing general oversight for the Bank Plan. The Bank Board reviews and approves the Bank Plan initially and on an annual basis. In addition, at its regularly held or special meetings, the Bank Board will review and approve any significant changes to the Bank Plan that may occur during the year before submission to our Supervisors.

- **Principal Officers** of the Bank, including the Bank's CEO, COO, CAO, CFO and GC, and other key members of the **Bank Risk Committee**, are responsible for oversight of the Bank Plan's development, maintenance, implementation, filing and compliance. Annually (and at other Bank Board meetings as needed), the Bank's Principal Officers are also responsible for presenting the Bank Plan to the Bank Board for its review and approval.

- The **Bank's CFO** is the senior management official of the Bank primarily responsible for overseeing the development, maintenance, implementation and filing of the Bank Plan and for the Bank's compliance with the IDI Rule. The Bank's CFO is responsible for the day-to-day maintenance of the workstream activities that develop specific components of the Bank Plan. The Bank's CFO and the team that supports the Bank CFO are the content experts and manage the overall Bank Plan activities, meet with our Supervisors, respond to requests for comments on various regulatory proposals, and engage directly with the Firm Plan's Steering Group, the Bank Board, the Bank Management Committee, and the Bank Risk Committee, as necessary. In addition, the CFO will meet and engage with outside legal counsel and consultants, as necessary.

- The Firm Resolution Plan's **Steering Group** is made up of key GS Group managing directors, including the Bank CFO, who are responsible for the Firm Plan's management oversight and control. The Steering Group actively works to develop and maintain the Firm Plan and to ensure that it contains information required by the relevant rules. Through the participation of the Bank CFO in this Steering Group, the Bank is able to ensure that the approach and assumptions in the Bank Plan are consistent with those of the Firm Plan. In addition, the Steering Group provides direction and strategy for the Firm and Bank Plans, helps to resolve issues and policy decisions, and approves scope changes and resolution planning deliverables. The Steering Group meets frequently (usually weekly).

- **Internal Audit** provides independent assurance over the relevant procedures and controls with respect to the Bank Plan.

General Process

The Bank Plan was developed under the direction of the Bank's CFO with oversight from the Principal Officers of the Bank and the Bank Risk Committee.

The Bank Plan was reviewed by the Bank Management Committee and reviewed and approved by the Bank Risk Committee and the Bank Board. On an annual basis, the Bank Plan will be updated and presented to the Bank Management Committee for review, and to the Bank Risk Committee and the Bank Board for review and approval, prior to submission to our Supervisors.

In addition, we expect that the Bank Plan will be updated as we obtain additional feedback from our Supervisors. As required by the IDI Rule, notification will be made to our Supervisors within 45 days in the event that a change in circumstances results in a requirement for a material change in the Bank Plan.

Process Steps

The various components of the Bank Plan were developed by the team that supports the Bank's CFO under his direction based on the underlying regulations, communications with our Supervisors, and information and communications with various divisions of GS Group and areas of the Bank.

Principal Officers of the Bank, the Bank Management Committee, and the Bank Risk Committee received presentations on various topics and discussed issues raised to formulate a direction for the Bank Plan.

This Bank Plan was updated, in coordination with the Firm Resolution Plan's Steering Group, and reviewed broadly across the Bank. This included discussions with subject matter experts, senior management and various internal governance committees across the Firm. Once vetted, the Bank Plan was presented to the Bank Management Committee for review, and to the Bank Risk Committee and Bank Board for review and approval.

The Bank Plan was submitted to our Supervisors on September 27, 2013.

J. Description of Material Management Information Systems

The Firm's Management Information Systems ("MIS") have been used extensively to prepare financial and other information used in the Bank Plan.

MIS are critical to the Bank's key functions, which involve loan origination, deposit sweeps, account opening, trade booking, trade processing, valuation, risk management, collateral management, funding, daily profit and loss calculation and reporting, accounting, financial reporting, and regulatory reporting. In most cases, a single application or information system supports a given function across businesses, product lines and entities; this allows for a significant level of consistency in the functionality and reporting available.

The majority of the software applications used by the Bank are internally developed proprietary applications by the Firm; although third-party vendor applications are also utilized.

The Firm focuses on the rigor and effectiveness of its risk and financial reporting systems. The goal of risk and financial reporting management technology is to provide the right information to the right people at the right time, which requires systems that are comprehensive, reliable and timely. The Firm devotes significant time and resources to risk management and financial reporting technology to ensure that it consistently provides complete, accurate and timely information.

The Firm's MIS have extensive ad hoc reporting capabilities, and most systems include legal entity information as part of the data they manage. As a result, the Bank does not believe that there are material gaps or weaknesses in its ability to provide relevant data in a crisis scenario.

The Firm's MIS are overseen by an extensive governance framework, with documented policies, standards and procedures.

The Bank has a broad business resilience program focused on mitigating a wide array of risks. For instance, the Bank has access to multiple data centers, resilient desktops and capacity support to enable home working. This business resilience program is designed to ensure that all critical applications are available for use in crisis scenarios.

GS Group has implemented a framework for managing access to systems and applications across the Bank. Access to each individual application must be requested and granted separately, in most cases by the business team responsible for the application's function.

In the area of information security, the Bank has developed and implemented a framework of principles, policies and technology to protect the information assets provided to us by our clients and those of the Bank from cyber attacks and other misappropriation, corruption or loss. Safeguards are applied to maintain the confidentiality and availability of information resources.

K. High-Level Description of Resolution Strategy, Covering Such Items as the Range of Potential Purchasers of the Company, its Material Entities and Core Business Lines

GS Bank has developed four strategies for the rapid and orderly resolution of the Bank in a manner that the Bank believes would not (i) pose a systemic risk to the U.S. financial system, (ii) require extraordinary government support, or (iii) require any taxpayer funds. The strategies have been prepared under the economic scenarios provided to GS Bank by our Supervisors. These strategies are developed to facilitate an orderly sale or disposition of the Bank's Core Business Lines and major assets in a manner that:

- Would not be expected to impact the DIF
- Is designed to ensure that depositors receive access to their insured deposits within one business day of the Bank's failure (two business days if the failure occurs on a day other than Friday)
- Maximizes the net present value return from the sale or disposition of assets
- Minimizes the amount of any loss realized by the creditors in the resolution

The four strategies include: (i) sale of the Bank as part of sale of the Firm, (ii) sale of the Bank as a stand-alone entity or in parts, (iii) orderly liquidation of assets and payment of claims in receivership or (iv) establishment of a bridge bank into which insured deposits and certain assets could be transferred. A sale of the Bank as a component of the Firm would need to be conducted quickly (within an assumed 30-day runway before a Group Inc. bankruptcy), and could require expedited and coordinated regulatory approvals to maintain the franchise value of the Bank.

Our preferred strategy would place GS Bank into an FDIC receivership under the FDIC's traditional resolution powers. The FDIA provides the FDIC with authority to stay qualified financial contracts for one business day and to establish a bridge institution chartered to assume insured deposits and certain assets. The bridge bank would either be sold in part or as a whole, or its businesses wound down over a period of time in an orderly manner. The Bank does not assume any government support beyond the utilization of the FDIC's traditional resolution powers in receivership proceedings under the FDIA. We believe that we would have access to the Federal Reserve Bank Discount Window, subject to conditions established by the Federal Reserve Board, but do not rely on these as funding sources within the Bank Plan.

We believe the potential buyers for the Bank's Material Entities and of the Core Business Lines or assets of the Bank may include global financial institutions, private equity funds, hedge funds or money managers. The Bank's insured deposits would need to be acquired by another IDI.

We believe that our Bank Plan, even under an assumed severely adverse economic scenario, in conjunction with the Bank's well-established risk management practices, conservative liquidity management practices and rigorous approach to determining the fair value of the Bank's assets, provides a process to enable a GS Bank resolution. This conclusion is also based upon:

- Our strong financial position on December 31, 2012 with a Tier I capital ratio of 18.9% and significant excess liquidity of $58.6 billion
- The provisions of the FDIA, which provide the FDIC with strong powers