

**Must be Postmarked
No Later Than
January 14, 2011**

**Goldman Sachs Securities Litigation
Claims Administrator
c/o The Garden City Group, Inc.
PO Box 9652
Dublin, OH 43017-4952
1-866-682-1768**



Claim Number:

Control Number:

PROOF OF CLAIM FORM AND RELEASE

MUST BE POSTMARKED NO LATER THAN JANUARY 14, 2011

<u>TABLE OF CONTENTS</u>	<u>PAGE #</u>
PART I - CLAIMANT IDENTIFICATION	2
PART II - TRANSACTIONS IN GS GROUP COMMON STOCK	3
PART III - GENERAL INSTRUCTIONS & DEFINITIONS	4-5
PART IV - RELEASE & SIGNATURE	6



PART I - CLAIMANT IDENTIFICATION

Claimant Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):

Account Number: (not required)

Last 4 digits of Claimant Social Security Number/Taxpayer ID Number:

Name of the Person you would like the Claims Administrator to Contact Regarding This Claim (if different from the Claimant Name(s) listed above):

Claimant or Representative Contact Information:

The Claims Administrator will use this information for all communications relevant to this Claim (including the check, if eligible for payment). If this information changes, you MUST notify the Claims Administrator in writing at the address above.

Street Address:

City:

State and Zip Code:

Country (Other than U.S.):

Daytime Telephone Number: () -

Evening Telephone Number: () -

Email Address:

(Email address is not required, but if you provide it you authorize the Claims Administrator to use it in providing you with information relevant to this claim.)

NOTICE REGARDING ELECTRONIC FILES: Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. To obtain the mandatory electronic filing requirements and file layout, you may visit the website at www.gardencitygroup.com or you may e-mail the Claims Administrator at eClaim@gardencitygroup.com. Any file not in accordance with the required electronic filing format will be subject to rejection. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues an email after processing your file with your claim numbers and respective account information. Do not assume that your file has been received or processed until you receive this email. If you do not receive such an email within 10 days of your submission, you should contact the electronic filing department at eClaim@gardencitygroup.com to inquire about your file and confirm it was received and acceptable.

NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (e.g., a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (e.g., a Corporation with multiple brokerage accounts should include all transactions in GS Group common stock) during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in.



PART II-TRANSACTIONS IN GS GROUP COMMON STOCK

A. BEGINNING HOLDINGS: State the number of shares of GS Group common stock the Claimant owned at the close of trading on **June 30, 1999:** (Must be documented.
If none, write "0" or zero):

B. PURCHASES/ACQUISITIONS: List all purchases/acquisitions of GS Group common stock made between **July 1, 1999** through **May 7, 2002**, inclusive. (Must be documented):

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Purchased/Acquired	Purchase/Acquisition Price Per Share	Total Purchase/Acquisition Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

C. TOTAL PURCHASES/ACQUISITIONS AFTER CLASS PERIOD: State the total number of shares of GS Group common stock purchased during the period **May 8, 2002** through **August 5, 2002.**

D. SALES: List all sales of GS Group common stock made between **July 1, 1999**, through **August 5, 2002**, inclusive. (Must be documented):

Trade Date(s) (List Chronologically) Month/Day/Year	Number of Shares Sold	Sale Price Per Share	Total Sale Price (excluding commissions, transfer taxes or other fees)
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.
/ /		\$.	\$.

E. UNSOLD HOLDINGS: State the number of shares of GS Group common stock the Claimant owned at the Close of trading on **August 5, 2002.** (Must be documented.
If none, write "0" or zero):

**IF YOU NEED ADDITIONAL SPACE TO LIST YOUR TRANSACTIONS
PLEASE PHOTOCOPY THIS PAGE AND CHECK THIS BOX
IF YOU DO NOT CHECK THIS BOX THESE ADDITIONAL PAGES MAY NOT BE REVIEWED**



PART III - GENERAL INSTRUCTIONS & DEFINITIONS

GENERAL INSTRUCTIONS

1. To recover as a Member of the Class based on your claims in the action entitled *Lapin v. Goldman, Sachs & Co., et al.*, Civil Action No. 04-CV-02236 (the "Action"), you must complete and, on page 6 hereof, sign this Proof of Claim and Release. Even if you do not fill out this Proof of Claim and Release, any and all claims you may have against the Defendants in this Action are released to the full extent defined below by virtue of your participation in this Class Action as a non-excluded Class Member. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.
2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of Settlement in the Action.
3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE JANUARY 14, 2011, ADDRESSED AS FOLLOWS:

Goldman Sachs Securities Litigation
 Claims Administrator
 c/o The Garden City Group, Inc.
 P.O. Box 9652
 Dublin, OH 43017-4952

If you are NOT a Member of the Class, as defined in the Notice of Proposed Settlement of Class Action, Motion for Attorneys' Fees and Settlement Fairness Hearing ("Notice"), DO NOT submit a Proof of Claim and Release form.

4. If you are a Member of the Class, you are bound by the terms of any Judgment entered in the Action, including the Release included in the Settlement Agreement, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

DEFINITIONS

1. "Claims Administrator" means The Garden City Group, Inc.
2. "Class" means

All persons and entities that purchased The Goldman Sachs Group, Inc. common stock on the open market between July 1, 1999 and May 7, 2002 and were purportedly damaged thereby. Excluded from the Class are Defendants herein, the officers and directors of The Goldman Sachs Group, Inc. and Goldman Sachs & Co., members of their immediate families, and the heirs, successors or assigns of any of the foregoing.

Also excluded from the Class are those Persons who timely and validly request exclusion from the Class by the November 24, 2010 deadline, pursuant to the Notice of Proposed Settlement of Class Action.
3. "Class Member" or "Member of the Class" means a Person who falls within the definition of the Class.
4. "Defendants" means The Goldman Sachs Group, Inc. and Goldman, Sachs & Co.
5. "Goldman Sachs" means Goldman, Sachs & Co.
6. "GS Group" means The Goldman Sachs Group, Inc.
7. "Parties" means, collectively, each of the Defendants, and the Lead Plaintiff on behalf of himself and the Class Members.
8. "Related Parties" means parents, subsidiaries and affiliates, and all their past, present and future respective directors, officers, employees, partners, insurers, co-insurers, reinsurers, agents, controlling shareholders, attorneys, accountants, auditors, advisors, investment advisors, personal or legal representatives, predecessors, successors, divisions, joint ventures, assigns, spouses, heirs, related or affiliated entities, or any entity in which GS Group, Goldman Sachs or Henry M. Paulson has a controlling interest.
9. "Released Claims" shall collectively mean all claims (including "Unknown Claims" as defined in ¶ 11 hereof), demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, suspected or unsuspected, contingent or non-contingent, matured or unmatured, whether or not concealed or hidden, which now exist, or heretofore have existed, asserted or that might have been asserted by the Class or any Member of the Class, including, without limitation, class, derivative, direct actions, claims for negligence, gross negligence, breach of duty of care and/or breach of duty of loyalty, fraud, breach of fiduciary duty, or violations of any state or federal statutes, rules or regulations including, without limitation, the federal securities laws and the regulations promulgated pursuant to the federal securities laws, or common law principles against the Released Persons or any of them, arising out, based upon or in any way related to the purchase, acquisition or holding of the common stock of GS Group during the Class Period and the acts, failures to act, facts, transactions, events, disclosures, statements or omissions that were or could have been alleged by the Class or any Member of the Class in the Action.
10. "Released Persons" means The Goldman Sachs Group, Inc., Goldman, Sachs & Co., and Henry M. Paulson and each and all of their Related Parties.



PART III - GENERAL INSTRUCTIONS & DEFINITIONS (CONTINUED)

11. "Unknown Claims" shall collectively mean all claims, demands, rights, liabilities, and causes of action of every nature and description which the Lead Plaintiff or any Class Member does not know or suspect to exist in his, her, or its favor at the time of the Release of the Released Persons which, if known by him, her, or it, might have affected his, her or its settlement with and release of the Released Persons, or might have affected his, her or its decision not to object to this Settlement. With respect to any and all Released Claims, the Parties stipulate and agree that, upon the Effective Date, the Lead Plaintiff shall expressly waive, and each of the Class Members shall be deemed to have waived, and by operation of the Judgment shall have waived, the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

The Lead Plaintiff shall expressly and each of the Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542. The Lead Plaintiff and Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but the Lead Plaintiff shall expressly fully, finally, and forever settle and release, and each Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. The Lead Plaintiff acknowledges, and the Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this Release is a part.

CLAIMANT IDENTIFICATION

1. If you purchased or acquired GS Group common stock and held the certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm through which you purchased the stock, you are the beneficial purchaser and the third party is the record purchaser.
2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of GS Group securities which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL PURCHASER/ACQUIROR OR PURCHASERS/ACQUIRORS, OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER/ACQUIROR OR PURCHASERS/ACQUIRORS OF THE GS GROUP COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**
3. All joint purchasers or acquirors must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The last four digits of the Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in GS Group Common Stock" to supply all required details of your transaction(s) in GS Group common stock. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.
2. On the schedules, provide all of the requested information with respect to all of your purchases/acquisitions and all of your sales of GS Group common stock which took place at any time between July 1, 1999 and May 7, 2002 (the "Class Period"), whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.
3. List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.
4. Broker confirmations, brokerage statements reflecting your purchases, or other documentation of your transactions in GS Group common stock should be attached to your claim. If you do not have documentation from your broker, you may also attach any documents or schedules that you attached to any federal tax return that reflect Class Period purchases of GS Group common stock, the sale of GS Group stock. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.
5. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information that it may, in its discretion, require to process the claim.



PART IV - RELEASE & SIGNATURE

SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Settlement Agreement and Release dated as of July 12, 2010 ("Settlement Agreement") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York, with respect to my (our) claim as a Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to Lead Counsel or the Claims Administrator to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases/acquisitions or sales of GS Group common stock during the Class Period and know of no other Person having done so on my (our) behalf.

RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever settle, release, relinquish and discharge, all of the Released Claims against each and all of the Defendants and each and all of their "Related Parties."
2. This Release shall be of no force or effect unless and until the Court approves the Settlement Agreement and it becomes effective on the Effective Date.
3. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this Release or any other part or portion thereof.

CERTIFICATION

Under penalty of perjury, I (we) hereby certify and represent that I (we) have included information about all of my (our) transactions in GS Group common stock that occurred during the Class Period as well as the number of shares of GS Group common stock held by me (us) at the close of trading on August 5, 2002. By executing this certification, I (we) acknowledge and agree to be bound by the Release set forth above.

Executed this _____ day of _____, in _____, _____.

(Month/Year) (City) (State/Country)

Signature of Claimant

Print Name of Claimant

Date

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Print Name of Person Completing Form

Date

Capacity of Person Signing (Executor, President, Trustee, etc.)

REMINDER CHECKLIST

1. Please sign the Certification Section of the Proof of Claim Form and Release.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. For an overview of what constitutes adequate supporting documentation please visit www.gardencitygroup.com/pages/cases/filing-tips.php.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim Form and Release and all documentation submitted for your records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim Form and Release by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at **1-866-682-1768**.
7. If you move, please send us your new address to:

**Goldman Sachs Securities Litigation
Claims Administrator
c/o The Garden City Group, Inc.
PO Box 9652
Dublin, OH 43017-4952**

8. **Do not use highlighter on the Proof of Claim Form and Release or supporting documentation.**

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