



Information Circular 08-148

Date: November 3, 2008

**Re: Goldman Sachs Group, Inc. GS Connect S&P GSCI Enhanced
Commodity Total Return Strategy Index-Linked Notes**

BATS Exchange, Inc. ("BATS") commenced operating as a national securities exchange for trading non-BATS listed securities on October 24, 2008. As a result, in the near future the following ETN will be traded by BATS as an exchange on an unlisted trading privileges (UTP) basis for the first time:

Exchange-Traded Note	Symbol
Goldman Sachs Group, Inc. GS Connect S&P GSCI Enhanced Commodity Total Return Strategy Index-Linked Notes due 2037	GSC

Background Information on the Securities

The GS Connect S&P GSCI Enhanced Commodity Total Return Strategy Index-Linked Notes due 2037 issued by Goldman Sachs Group, Inc. ("Goldman Sachs") are linked to the performance of the S&P GSCI Enhanced Commodity Total Return Strategy Index (the "Index"). The purpose of this memorandum is to outline various rules and policies that will be applicable to trading in this new product, including certain exemptive, interpretive and no-action positions taken by the Securities and Exchange Commission ("SEC"), as well as to highlight the characteristics and risk of the Notes. For a more complete description of the Notes, consult the prospectus used in connection with the offering of the Notes ("Prospectus").

The Notes are linked to the performance of the Index. The Index is a total return index which reflects the excess returns and the interest on funds that are potentially available through an unleveraged investment in the same futures contracts as are included in the index, calculated by Standard & Poor's (the "Sponsor") on a basis similar to the index, but modified to apply certain dynamic and seasonal rolling rules. The excess return component of the index reflects the price movements in the underlying futures contracts as well as the discount or premium obtained by "rolling" hypothetical positions in such contracts forward as they approach expiration. The Index is disseminated every 15 seconds through Bloomberg under the symbol "SPGSCISI". An intraday indicative value for the Notes will also be disseminated through Bloomberg every 15 seconds during the Exchange's regular trading hours.

The Notes are not principal protected. The Notes may be redeemed in whole or in part on a weekly basis. The Notes may be redeemed only in amounts of 50,000 Notes or more. The Notes will pay an amount in cash, if any, on the stated maturity date, equal to the greater of (i) zero and (ii) the result of (1) the product of the outstanding face amount of the notes times the index factor (the quotient of the closing level of the index on such day divided by the initial index level) for the determination date minus (2) the investor fees for the determination date.

The determination date is expected to be five trading days before the originally scheduled stated maturity date unless the calculation agent determines that a market disruption event occurs or is continuing on that designated trading day.

Upon early redemption, the Notes will pay an amount in cash, if any, on the applicable redemption date, equal to the greater of (i) zero and (ii) the redemption value for the applicable valuation date. The redemption value is an amount in cash, if any, equal to the greater of (i) zero and (ii) the result of (1) the

product of the face amount of the notes being redeemed times the index factor for such valuation date minus (2) the investor fees for such valuation date.

Risk Factors Related to Investing in the Notes

The Notes are unsecured promises of Goldman Sachs Group, Inc. and are not secured debt. The Notes are riskier than ordinary unsecured debt securities. As stated in the Prospectus, an investment in the Notes includes certain risks including, but not limited to, the following:

- The Notes are not principal protected. At maturity or upon redemption, the Notes may pay less than the principal amount.
- Even If the Level of the Index on the Determination Date or on the Applicable Valuation Date Exceeds the Initial Index Level, The Holders May Receive Less than the Face Amount of Their Notes.
- Except that the Investor Fees on the Notes Accumulate on a Daily Basis, The Amount Payable on the Notes Is Not Linked to the Index Level at Any Time Other than the Determination Date Or the Applicable Valuation Date, As Applicable.
- The Notes Will Not Bear Interest.
- The Market Value of the Notes May Be Influenced by Many Factors That Are Unpredictable and Interrelated in Complex Ways.
- If the Level of the Index Changes, the Market Value of the Notes May Not Change in the Same Manner.
- Trading and Other Transactions by Goldman Sachs & Co. Relating to the Index and Commodities Futures Contracts and Their Underlying Commodities May Adversely Affect the Value of the Notes.
- There Are Restrictions on the Minimum Number of Notes a Holder May Redeem and on the Dates on Which the Holder May Redeem Them.
- Holders Have No Rights with Respect to Commodities or Commodities Contracts or Rights to Receive Any Commodities.
- Our Business Activities May Create Conflicts of Interest Between Holders' Interest in their Notes and Us.
- As Calculation Agent, Goldman Sachs International Will Have the Authority to Make Determinations that Could Affect the Value of the Notes and the Amount Holders May Receive On the Stated Maturity Date or Any Redemption Date, As Applicable.
- The Policies of the Index Sponsor and Changes That Affect the S&P GSCI™ and the S&P GSCI™ Commodities Could Affect the Amount Payable on the Notes and Their Market Value.
- Suspensions or Disruptions of Market Trading in the Commodity and Related Futures May Adversely Affect the Value of the Notes.
- The Index May in the Future Include Contracts That Are Not Traded On Regulated Futures Exchanges.
- Higher Future Prices of Commodities Included in the Index Relative to Their Current Prices May Decrease the Amount Payable on the Notes.

- Although the Index Includes the Same Futures Contracts That Comprise the S&P GSCI™, Its Value and Returns Will Likely Differ from Those of the S&P GSCI™.
- Changes in the Composition and Valuation of the S&P GSCI™ May Adversely Affect the Value of the Notes.
- As Sponsor of the S&P GSCI™ Enhanced Commodity Total Return Strategy Index, Standard & Poor's Will Have the Authority to Make Determinations That Could Materially Affect the Notes in Various Ways And Create Conflicts of Interest.
- The Notes May Not Have an Active Trading Market.
- The Calculation Agent Can Postpone the Determination Date and the Stated Maturity Date or a Valuation Date If a Market Disruption Event Occurs.
- Certain Considerations for Insurance Companies and Employee Benefit Plans – The purchase or holding of the offered notes could become a “prohibited transaction” under ERISA, the Internal Revenue Code or any substantially similar prohibition.
- The Tax Consequences of an Investment in the Notes Are Uncertain.

Exchange Rules Applicable to Trading in the Shares

Trading in the Shares on BATS is subject to BATS equity trading rules.

Trading Hours

The values of the indexes underlying the Shares are disseminated to data vendors every 15 seconds. The Shares will trade on BATS between 8:00 a.m. and 4:00 p.m. ET. Please note that trading in the Securities during the Exchange's pre-opening session may result in additional trading risks which include: (1) that the current underlying indicative value may not be updated during the pre-opening session, (2) the indicative value may not be updated during the pre-opening session, (3) lower liquidity in the pre-opening session may impact pricing, (5) higher volatility in the pre-opening session may impact pricing, (6) wider spreads may occur in the pre-opening session, and (7) because the indicative value is not calculated or widely disseminated during the pre-opening session, an investor who is unable calculate an implied value for the Securities in that session may be at a disadvantage to market professionals.

Suitability

Trading in the Shares on BATS will be subject to applicable suitability rules.

Trading Halts

BATS will halt trading in the Shares of a Fund in accordance with BATS Rule 14.1(c)(4). The grounds for a halt under BATS Rule 14.1(c)(4) include a halt by the primary market because the intraday indicative value of the Fund and/or the value of its underlying index are not being disseminated as required, or a halt for other regulatory reasons. In addition, BATS will stop trading the Shares of a Fund if the primary market de-lists the Fund.

Delivery of a Prospectus

BATS Members are advised to consult the “Supplemental Plan of Distribution” in the Prospectus regarding prospectus delivery requirements.

No-Action Relief Under Federal Securities Regulations

The SEC has issued no-action relief from certain provisions of and rules under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), regarding trading in other Barclays iPath securities with structures similar to that of the Notes. See letter dated July 27, 2006, from James A. Brigagliano, Acting Associate Director, Office of Trading Practices and Processing, Division of Market Regulation, to George H. White (the “Letter”). As what follows is only a summary of the relief outlined in the Letter, the Exchange also advises interested members to consult the Letter, for more complete information regarding the matters covered therein.

Regulation M Exemptions

Generally, Rules 101 and 102 of Regulation M is an anti-manipulation regulation that, subject to certain exemptions, prohibits a “distribution participant” and the issuer or selling security holder, in connection with a distribution of securities, from bidding for, purchasing, or attempting to induce any person to bid for or purchase, any security which is the subject of a distribution until after the applicable restricted period, except as specifically permitted in Regulation M. The provisions of the Rules apply to underwriters, prospective underwriters, brokers, dealers, and other persons who have agreed to participate or are participating in a distribution of securities, and affiliated purchasers of such persons.

The Letters state that the SEC Division of Trading and Markets will not recommend enforcement action under Rule 101 of Regulation M against persons who may be deemed to be participating in a distribution of the notes to bid for or purchase the notes during their participation in such distribution.

Rule 102 of Regulation M prohibits issuers, selling security holders, or any affiliated purchaser of such person from bidding for, purchasing, or attempting to induce any person to bid for or purchase a covered security during the applicable restricted period in connection with a distribution of securities effected by or on behalf of an issuer or selling security holder. Rule 100 of Regulation M defines “distribution” to mean any offering of securities that is distinguished from ordinary trading transactions by the magnitude of the offering and the presence of special selling efforts and selling methods.

The Letters state that the SEC Division of Trading and Markets will not recommend enforcement action under Rule 102 of Regulation M against Barclays and its affiliated purchasers who bid for or purchase or redeem notes during the continuous offering of the notes.

Section 11(d)(1) of the Exchange Act; Exchange Act Rule 11d1-2

Section 11(d)(1) of the Exchange Act generally prohibits a person who is both a broker and a dealer from effecting any transaction in which the broker-dealer extends credit to a customer on any security which was part of a new issue in the distribution of which he or she participated as a member of a selling syndicate or group within thirty days prior to such transaction.

The Letters state that the SEC Division of Trading and Markets will not recommend enforcement action under Section 11(d)(1) of the Exchange Act against broker-dealers who treat the notes, for purposes of Rule 11d1-2, as “securities issued by a registered . . . open-end investment company as defined in the Investment Company Act” and thereby, extend credit or maintain or arrange for the extension or maintenance of credit on the notes that have been owned by the persons to whom credit is provided for more than 30 days, in reliance on the exemption contained in the rule.

This Information Circular is not a statutory prospectus. BATS Members should consult the prospectus for a Fund and the Fund’s website for relevant information.

Please contact Eric Swanson, 212.378.8523, eswanson@batstrading.com, with any inquiries regarding this Information Circular.