SECURITIES LITIGATION & CONSULTING GROUP

Structured Products Research Report

Report Prepared On: 10/29/12

Structured Product Details

Name	Reverse Exchangeable Notes linked to OmniVision Technologies, Inc.
Issue Size	$1.80 million
Issue Price	$1,000
Term	6 Months
Annualized Coupon	20.13%
Pricing Date	April 28, 2011
Issue Date	May 3, 2011
Valuation Date	October 31, 2011
Maturity Date	November 3, 2011
Issuer	Goldman Sachs
CDS Rate	28.71 bps
Swap Rate	0.43%
Reference Asset	OmniVision Technologies, Inc.'s stock
Initial Level	$33.44
Conversion Price	$16.31
Trigger Price	$23.41
Dividend Rate	0.00%
Implied Volatility	55.66%
Delta[1]	0.44
Fair Price at Issue	$961.04
Realized Return	-67.41%
CUSIP	48125XPD2
SEC Link	www.sec.gov/Archives/edgar/data/19617/000119312511121237/d424b2.htm

Reverse Exchangeable Notes linked to OmniVision Technologies, Inc.

Description

Goldman Sachs issued $1.80 million of Reverse Exchangeable Notes linked to OmniVision Technologies, Inc. on May 3, 2011 at $1,000 per note.

These notes are Goldman Sachs-branded reverse convertibles. Reverse convertibles pay periodic interest coupons and at maturity convert into shares of the reference security if the price of the reference stock at the notes' maturity is below its price when the notes were issued and had closed below a specified "trigger" during the term of the notes.

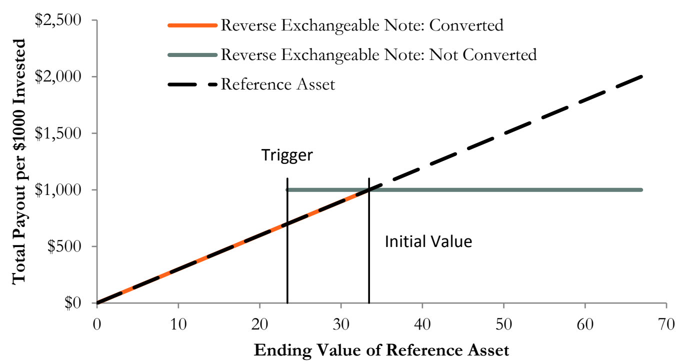
These 6-month notes pay monthly coupons at an annualized rate of 20.13%. In addition to the monthly coupons, at maturity on November 3, 2011 investors will receive the market value of 29.90 shares of OmniVision Technologies, Inc.'s stock if on October 31, 2011 OmniVision Technologies, Inc.'s stock price closes below $33.44 (OmniVision Technologies, Inc.'s stock price on April 28, 2011) and had ever closed at or below $23.41 during the term of the notes. Otherwise, investors will receive the $1,000 face value per note.

Valuation

This Goldman Sachs reverse convertible linked to OmniVision Technologies, Inc.'s stock can be valued as a combination of a note from Goldman Sachs and a short down-and-in, at-the-money put option on OmniVision Technologies, Inc.'s stock. For reasonable valuation inputs this note was worth $961.04 per $1,000 when it was issued on May 3, 2011 because investors were effectively being paid only $96.80 for giving Goldman Sachs an option which was worth $135.77.

There is no active secondary market for most structured products. Structured products, including this note, therefore are much less liquid than simple stocks, bonds, notes and mutual funds. Investors are likely to receive less than the structured product's estimated market value if they try to sell the structured product prior to maturity. Our valuations do not incorporate this relative lack of liquidity and therefore should be considered an upper bound on the value of the structured product.

Payoff Curve at Maturity



The payoff diagram shows the final payoff of this note given OmniVision Technologies, Inc.'s stock price (horizontal axis). For comparison, the dashed line shows the payoff if you invested in OmniVision Technologies, Inc.'s stock directly.

Related Research

Research Papers:

www.slcg.com/research.php

- *"Are Structured Products Suitable for Retail Investors?"* December 2006.
- *"Structured Products in the Aftermath of Lehman Brothers,"* November 2009.
- *"What TiVo and JP Morgan Teach Us about Reverse Convertibles,"* June 2010.

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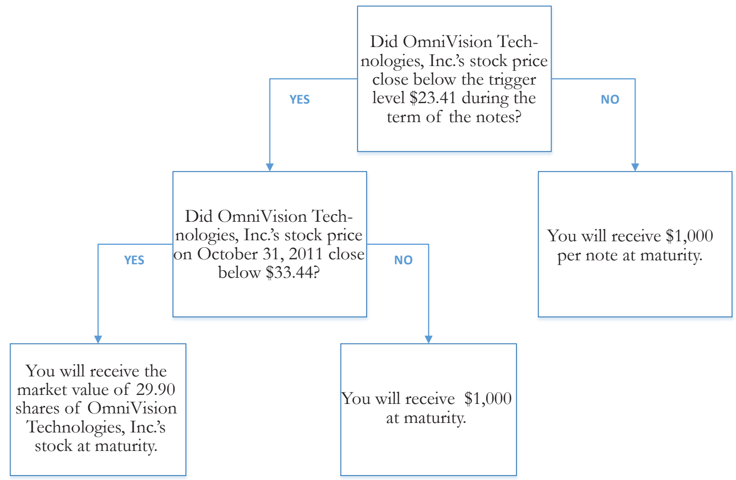
Principal Payback Table

OmniVision Technologies, Inc.'s Stock	Converted Note Payoff	Non-Converted Note Payoff
$0.00	$0.00	
$3.34	$100.00	
$6.69	$200.00	
$10.03	$300.00	
$13.38	$400.00	
$16.72	$500.00	
$20.06	$600.00	
$23.41	$700.00	$1,000.00
$26.75	$800.00	$1,000.00
$30.10	$900.00	$1,000.00
$33.44	**$1,000.00**	**$1,000.00**
$36.78	$1,000.00	$1,000.00
$40.13	$1,000.00	$1,000.00
$43.47	$1,000.00	$1,000.00
$46.82	$1,000.00	$1,000.00
$50.16	$1,000.00	$1,000.00

Maturity Payoff Diagram



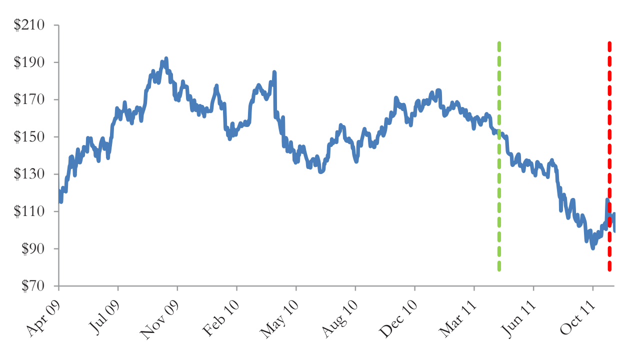
The contingent payoffs of this Reverse Exchangeable Note.

Analysis

This reverse convertible's 20.13% coupon rate is higher than the yield Goldman Sachs paid on its straight debt but, in addition to Goldman Sachs's credit risk, investors bear the risk that they will receive shares of OmniVision Technologies, Inc.'s stock when they are worth substantially less than the face value of the note at maturity.

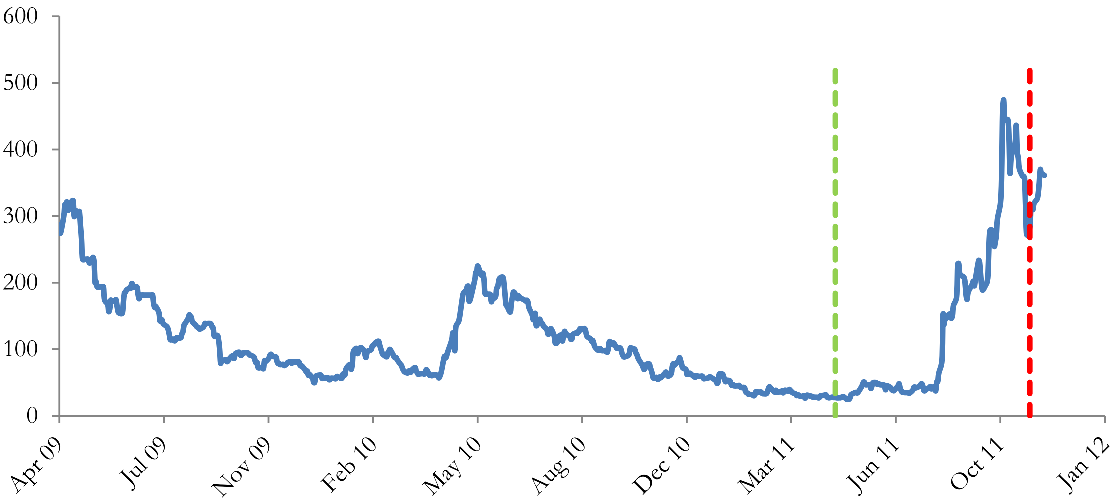
Investors purchasing reverse convertibles effectively sell put options to Goldman Sachs and post the note's issue price as collateral to secure satisfaction of the investors' obligations under the option contracts. Goldman Sachs pays investors a "coupon" that is part payment for the put options and part interest on the investors' posted collateral. This reverse convertible is fairly priced if and only if the excess of the reverse convertible's "coupon rate" above the interest Goldman Sachs pays on its straight debt equals the value of the put option investors are giving to Goldman Sachs. Whether the reverse convertible is suitable or not is equivalent to whether selling put options on the reference stock at the option premium being paid by Goldman Sachs was suitable for the investor.

Goldman Sachs's Stock Price



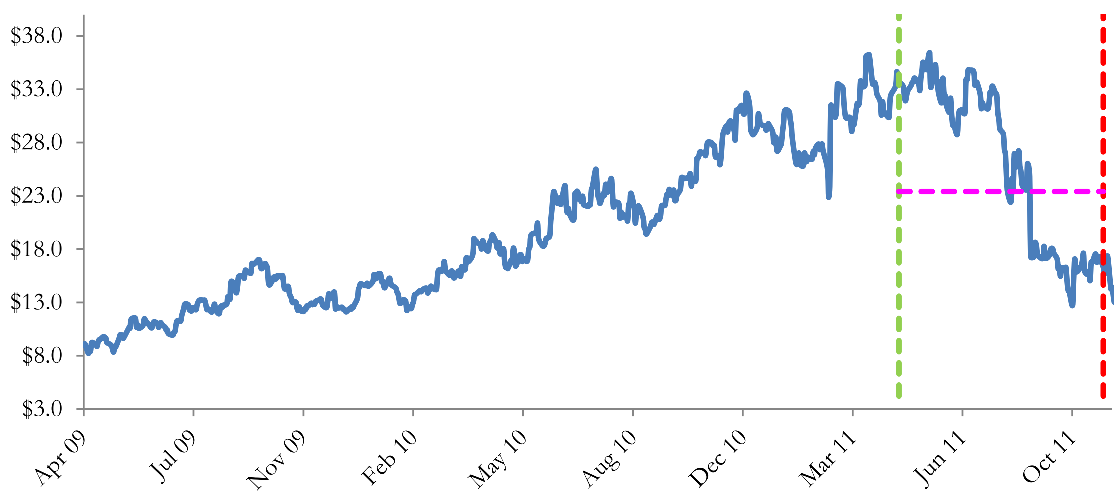
The graph above shows the adjusted closing price of the issuer Goldman Sachs for the past several years. The stock price of the issuer is an indication of the financial strength of Goldman Sachs. The adjusted price shown above incorporates any stock split, reverse stock split, etc.

Goldman Sachs's CDS Rate



Credit default swap (CDS) rates are the market price that investors require to bear credit risk of an issuer such as Goldman Sachs. CDS rates are usually given in basis points (bps). One basis point equals 0.01%. Higher CDS rates reflect higher perceived credit risk, higher required yields, and therefore lower market value of Goldman Sachs's debt, including outstanding Reverse Exchangeable Note. Fluctuations in Goldman Sachs's CDS rate impact the market value of the notes in the secondary market.

OmniVision Technologies, Inc.'s Stock Price

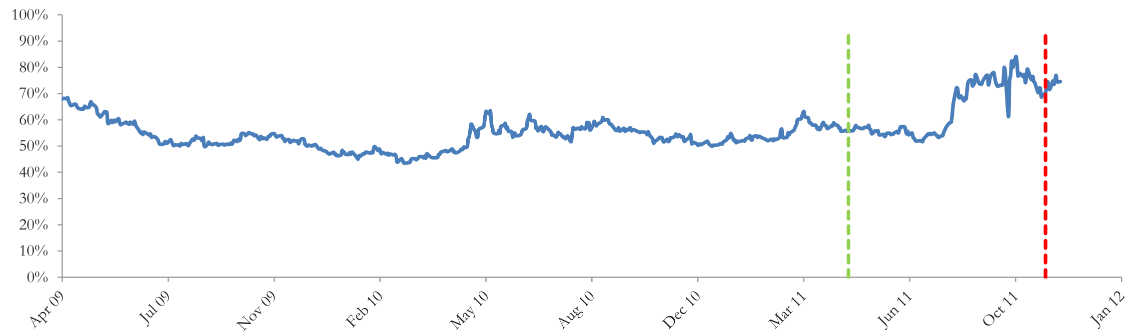


The graph above shows the historical levels of OmniVision Technologies, Inc.'s stock for the past several years. The final payoff of this note is determined by OmniVision Technologies, Inc.'s stock price at maturity. Higher fluctuations in OmniVision Technologies, Inc.'s stock price correspond to a greater uncertainty in the final payout of this Reverse Exchangeable Note.

Realized Payoff

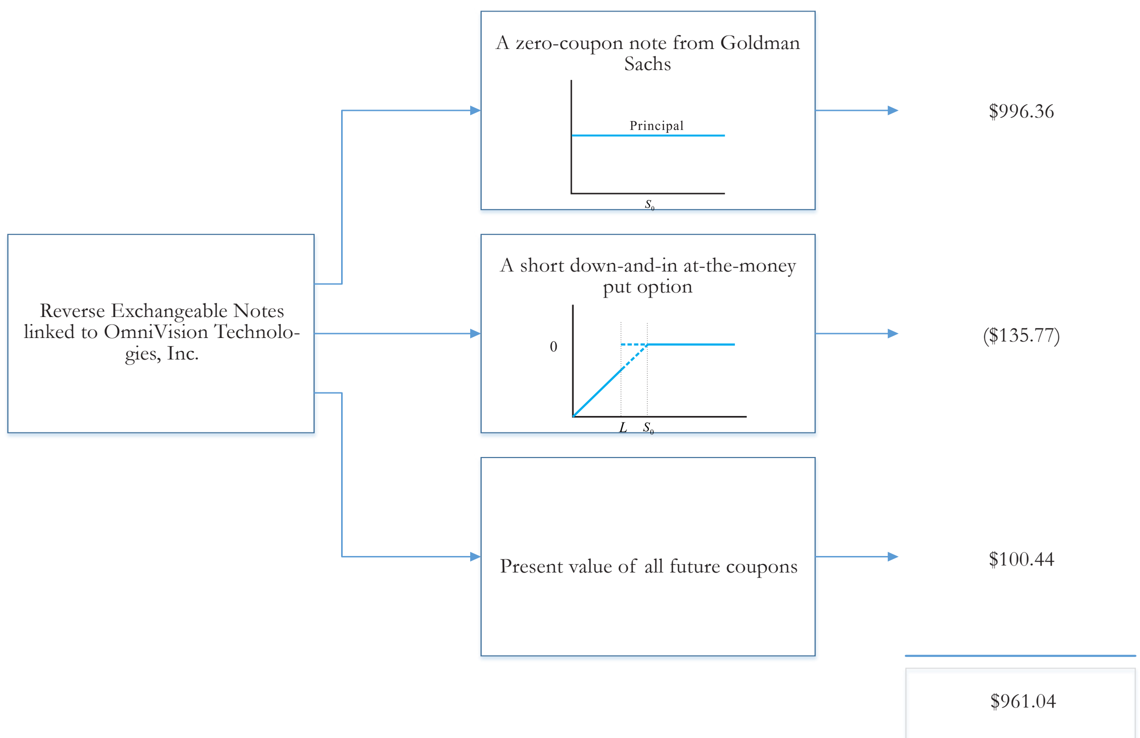
This note matured on November 3, 2011 and investors received $487.74 per note (or equal to the value of 29.90 shares of OmniVision Technologies, Inc. stock's closing price on October 31, 2011).

Reference Asset OmniVision Technologies, Inc.'s Stock's Implied Volatility



The annualized implied volatility of OmniVision Technologies, Inc.'s stock on April 28, 2011 was 55.66%, meaning that options contracts on OmniVision Technologies, Inc.'s stock were trading at prices that reflect an expected annual volatility of 55.66%. The higher the implied volatility, the larger the expected fluctuations of OmniVision Technologies, Inc.'s stock price and of the Note's market value during the life of the Notes.

Decomposition of this Reverse Exchangeable Note



This note can be decomposed into different components, and each component can be valued separately. The chart above shows the value of each component of this Reverse Exchangeable Note.

1. Delta measures the sensitivity of the price of the note to the OmniVision Technologies, Inc.'s stock price on April 28, 2011.
2. CDS rates can be considered a measure of the probability that an issuer will default over a certain period of time and the likely loss given a default. The lower the CDS rate, the lower the default probability. CDS rate is given in basis points (1 basis point equals 0.01%), and is considered as a market premium, on top of the risk-free rate, that investors require to insure against a potential default.
3. Fair price evaluation is based on the Black-Scholes model of the OmniVision Technologies, Inc.'s stock on April 28, 2011.
4. Calculated payout at maturity is only an approximation, and may differ from actual payouts at maturity.
5. Our evaluation does not include any transaction fees, broker commissions, or liquidity discounts on the notes.