

United States

The Mortgage Analyst

Credit Strategy Research

How much upside to purchase mortgage originations?

Purchase mortgage originations in focus

The recent rise in interest rates has naturally led to a decline in the refinance share of mortgage applications and originations. In June 2012, 75% of conventional mortgages had a 100bp or greater refinance incentive, vs. only 30% today. Maintaining significant mortgage origination volumes going forward will thus depend crucially on growth in the number and size of purchase originations.

Purchase originations are low and cash transactions are key

Purchase origination volumes totaled only \$500 billion in 2012 vs. over \$1,500 billion in 2005. The lower level of purchase volumes is obviously due to fewer home sale transactions and, to a lesser degree, lower house prices. But it is also significantly impacted by a growth in cash transactions (or, equivalently, a decline in home purchases which are financed with mortgages). We estimate that over 50% of 2012-13 housing purchases were financed with cash, compared with just 10% in 2005. The large share of cash transactions is being driven by the significant role that investors are playing in the current housing market, combined with the challenges all home-buyers face in qualifying for a mortgage given the tightened lending standards.

We expect purchase originations to exceed \$1 trillion in 2016

We project an increase in purchase origination volumes from today's low levels: growth will come from an increase in home sale transaction counts, house price growth leading to larger loan sizes per home sale, and a slow return of the share of home sales financed by cash back to more historically normal levels. By 2016, we project purchase originations of \$1.1 trillion, roughly equal to the level seen in 2002.

Charles P. Himmelberg

(917) 343-3218 charles.himmelberg@gs.com
Goldman, Sachs & Co.

Marty Young

(917) 343-3214 marty.young@gs.com
Goldman, Sachs & Co.

Hui Shan

(212) 902-4447 hui.shan@gs.com
Goldman, Sachs & Co.

Chris Henson

(801) 741-5755 chris.henson@gs.com
Goldman, Sachs & Co.

This research is focused on investment themes across markets, industries and sectors. It does not attempt to distinguish between the prospects or performance of, or provide analysis of, individual companies within any industry or sector we describe. Investors should consider this research as only a single factor in making investment decisions. For Reg AC certification and other important disclosures, see the Disclosure Appendix, or go to www.gs.com/research/hedge.html.

How much upside to purchase mortgage originations?

Mortgage interest rates increased 100bp from May to July, leaving many borrowers who would have been able to refinance out-of-the-money for refinancing. In June 2012, 75% of conventional mortgages had a 100bp or greater refinance incentive, vs. only 30% today. Although July prepay prints came in faster than many expected, refinance speeds are almost certain to fall in the coming months. With refinancing volume declining, many investors ask to what extent purchase mortgage originations can make up the shortfall. In this *Mortgage Analyst*, we revisit our outlook for purchase mortgage originations.

Purchase mortgage originations are currently very low

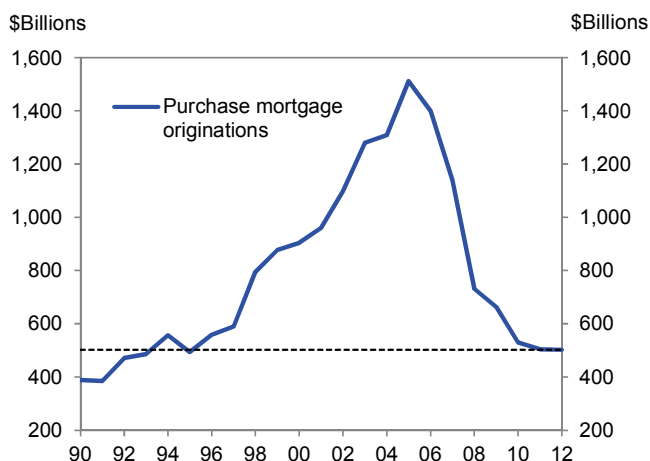
According to statistics published by the Mortgage Bankers Association (MBA), purchase mortgage originations totaled \$503 billion in 2012. This level is comparable to the origination levels seen in the mid-1990s when the mortgage market was only one third of today's size (Exhibits 1 and 2).

There are good reasons to believe that normalized purchase originations should not go back to the peak year of 2005 when purchases originations totaled \$1.5 trillion. For example, the homeownership rate was 69% in 2005, 5 percentage points above the long-run average of 64%. House prices were far above the fair value determined by fundamental factors such as income and population. Lending standards were exceedingly loose with many lenders extending mortgage credit on the expectation that house prices would continue to rise.

In all likelihood, underwriting standards should not deteriorate to the levels seen in 2005 any time soon and house prices should not return to the 2006 peak over the next few years. But what purchase origination levels should we expect in a normalized environment?

Exhibit 1: Purchase originations are low in levels...

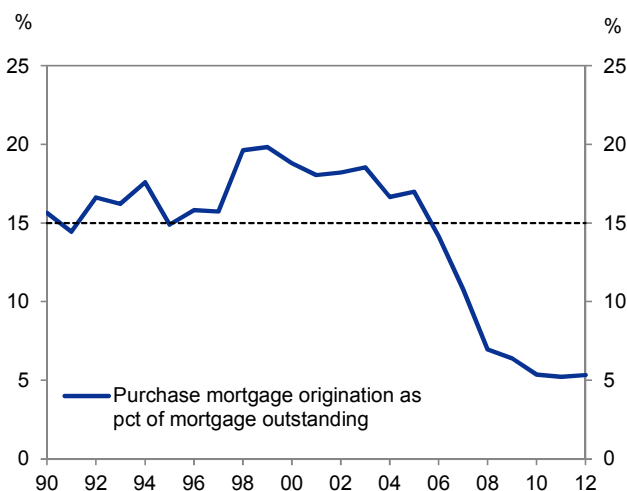
Annual purchase mortgage originations from 1990 to 2012



Source: MBA.

Exhibit 2: ... and as percent of mortgage outstanding

Annual purchase mortgage originations as percent of total mortgage outstanding from 1990 to 2012



Source: MBA, Federal Reserve, Goldman Sachs Global Investment Research.

The share of cash transactions is the key

To answer this question, it is instructive to think through the determinants of purchase mortgage originations. Mechanically, purchase origination volume can be decomposed

into three pieces: (1) total number of home purchases, (2) the average dollar price of the home purchase, and (3) the dollars of mortgage originated per dollar of home purchase:

$$\text{purchase originations} =$$

$$(\text{number of sales}) * (\text{average sales price}) * (\text{mortgage dollars per dollar of home purchase})$$

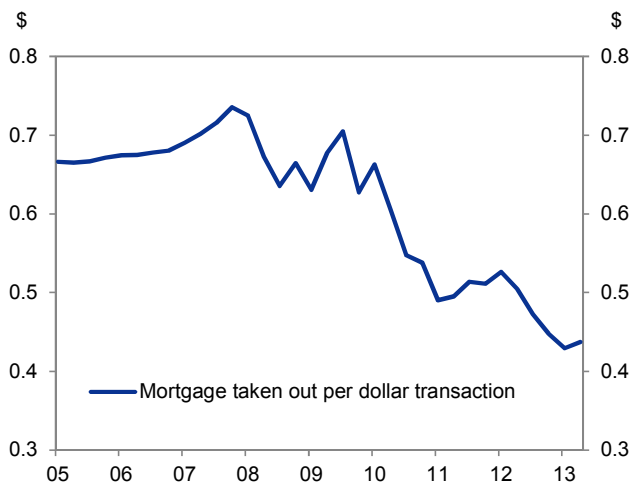
A forecast of mortgage purchase origination volume, then, can be derived from forecasts of these three factors.

Combining the MBA data on mortgage originations and the sales and price data provided by the Census Bureau and the National Association of Realtors (NAR), we can back out the last piece of the above equation—mortgages taken out per dollar of home purchase. Exhibit 3 shows this measure from 2005 to 2013. Before the crisis, for each dollar of home sales transaction, 67 cents were taken out to finance the transaction. Currently, only 44 cents are being borrowed to finance each dollar transaction. This decline in the amount of mortgage financing explains roughly 40% of the total decline in mortgage origination volume from 2005 to 2012.

What explains the sharp decline in the fraction of home purchase transactions financed by mortgages? The key explanation lies in cash transactions: home sales that are financed with all cash and no mortgage. Although we do not have data to measure the number of cash transactions directly, we can estimate the percent of cash transactions indirectly by comparing the home sales data reported by the Census Bureau and NAR with the mortgage origination data reported by MBA and the Lender Processing Services (LPS). Because we have to combine several different data sources and make certain assumptions in calculating the cash transaction series, the *level* of our estimates may be inaccurate. But the *change* in the series over time should provide useful information about the underlying market trend that we care about.

Exhibit 3: Mortgage origination dollars per dollar of home purchase fell significantly over the past few years...

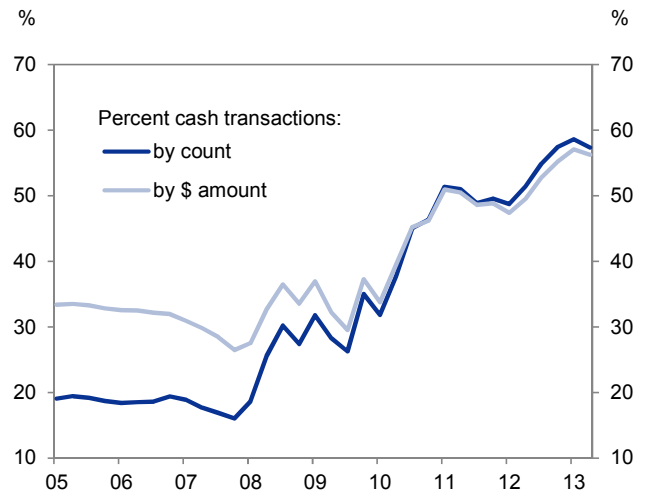
Purchase mortgage origination dollars per dollar of home purchase (4-quarter moving average)



Source: Goldman Sachs Global Investment Research.

Exhibit 4: ...reflecting the sharply rising share of cash transactions

Estimated percent cash transactions by count and by dollar amount (4-quarter moving average)



Source: Goldman Sachs Global Investment Research.

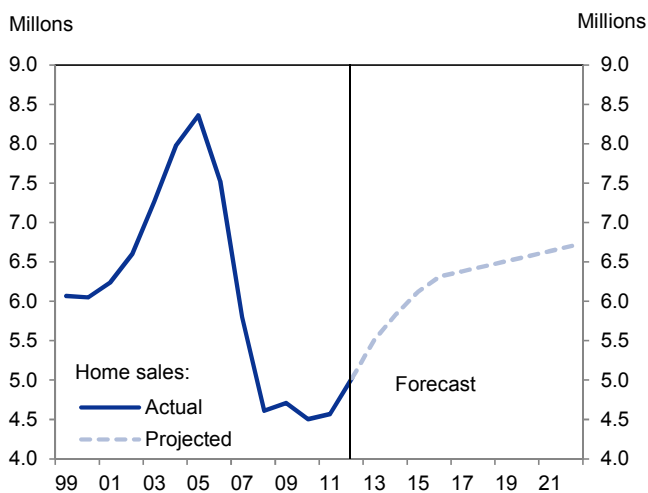
Exhibit 4 shows the estimated cash transactions as percent of total home sales both by transaction count and by transaction dollar amount. Relative to the pre-crisis years, percent cash transactions has risen by about 30 percentage points. This change is broadly in line with the increases suggested by DataQuick data. The 30 percentage point increase in

percent cash transactions explains almost the entire decline in the “mortgage per dollar transaction” series (with the remainder explained by small changes in average LTV ratios per mortgage). We do not have data to assess who these all-cash homebuyers are, but presumably investors who have been purchasing distressed properties and turning them into rental units have played an important role.

Purchase originations expected to exceed \$1 trillion in 2016

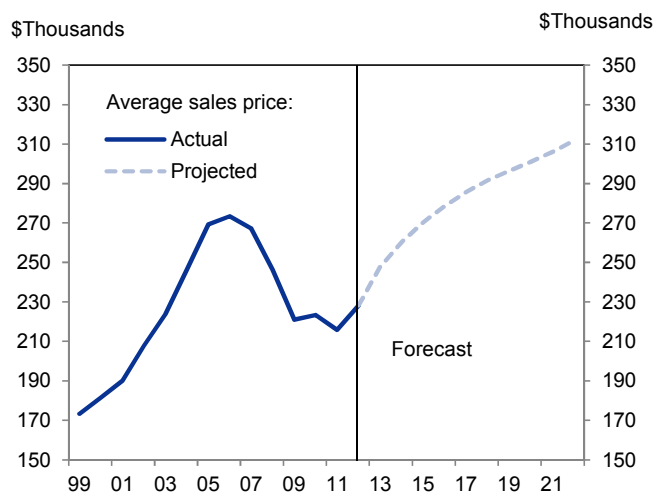
Forecasting purchase mortgage originations requires forward views on (1) the number of home sales, (2) the average price of home sales, and (3) the future path of the “mortgage per dollar transaction” series. For home sales, we apply our published forecasts for existing and new home sales for 2013-2016 (see appendix forecast table for detail). We assume 1% annual growth rate for 2017-2022 which is roughly the long-run population growth rate (Exhibit 5). For average price of home sales, we apply our national house price forecast over the next 10 years based on a bottom-up house price model¹ (Exhibit 6). Over the next 10 years, we expect total home sales and average home prices to each increase 30% cumulatively.

Exhibit 5: We expect home sales to continue to recover
Actual and projected total home sales (existing and new)



Source: Census Bureau, NAR, Goldman Sachs Global Investment Research.

Exhibit 6: We expect house prices to grow further
Actual and projected sales price (weighted average of existing and new)



Source: Census Bureau, NAR, Goldman Sachs Global Investment Research.

In our previous research on projecting purchase mortgage originations, we applied similar house price and home sales forecasts.² But we used the Federal Reserve Senior Loan Officer Opinion Survey (SLOOS) to construct a lending standard measure, a proxy for the mortgage per dollar transaction measure. We also made a conservative assumption that lending standards remain unchanged during the forecasting period. The percent of cash transactions is unusually high at present. In our view, investor activity should slowdown as house prices increase and rental yields compress, and banks should be more willing to extend mortgage credit as the housing market recovers and the regulatory landscape becomes less uncertain. Since it is difficult to precisely estimate the future evolution of all-cash home sales, we present three scenarios: our baseline scenario is for the amount of

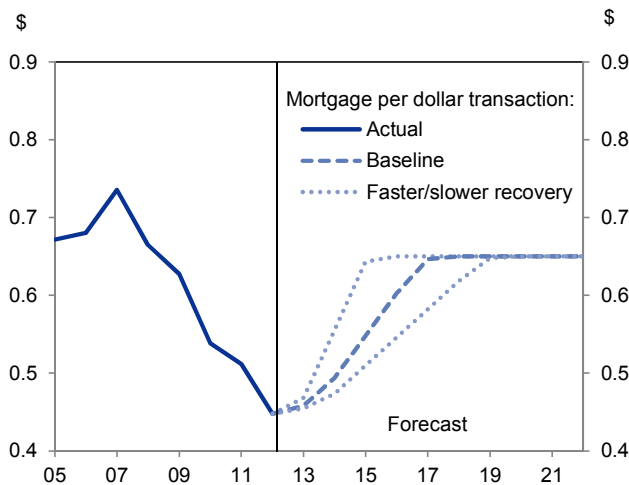
¹ See “House prices to decelerate, but should resist slow growth scenario”, *The Mortgage Analyst*, July 12, 2013.

² See “Mortgage Originations will Stay High in the Next 4-8 Quarters,” *The Mortgage Analyst*, November 2, 2012.

mortgage taken out to finance each dollar transaction to return to normal in four years. In a faster/slower recovery scenario, this measure returns to normal in two/six years instead (Exhibit 7).

Exhibit 7: We expect mortgage origination dollars per dollar of home purchase to return to pre-cycle levels

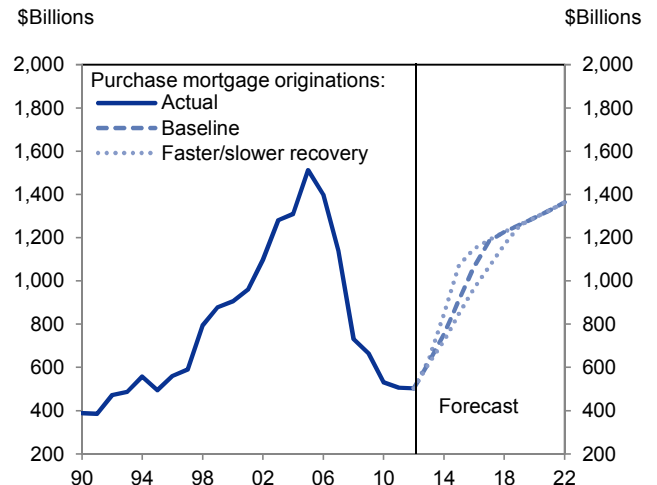
Mortgage origination dollars per dollar of home purchase returns to normal in 2 (faster recovery), 4 (baseline), or 6 (slower recovery) years



Source: Goldman Sachs Global Investment Research.

Exhibit 8: ...which drives purchase originations to exceed \$1 trillion in 2016

Mortgage origination dollars per dollar of home purchase returns to normal in 2 (faster recovery), 4 (baseline), or 6 (slower recovery) years



Source: MBA and Goldman Sachs Global Investment Research.

Putting all the pieces together, we expect purchase mortgage originations to reach \$750 billion in 2014 under our baseline scenario. If all-cash home sales normalize at a faster/slower pace, the projected originations in 2014 would be \$850/\$720 billion. In 2016, purchase originations should exceed \$1 trillion under our baseline scenario. Because our assumption on mortgage financing per dollar transaction converges among the three scenarios, purchase mortgage originations reach \$1.3 trillion in 2020 in all scenarios.

In summary, purchase mortgage originations are currently very low both in levels and as a fraction of total mortgage outstanding. Although the declines in home sales and house prices during the downturn contributed to the depressed purchase originations, the lower-than-normal level of mortgage financing per dollar transaction also played an important role. Indeed, purchase originations did not grow from 2011 to 2012 even though home sales and house prices each increased approximately 10%. In the coming years, we expect the percent of cash sales and the mortgage per dollar transaction level to return to normal, though with uncertainty about the recovery speed. As a result, we project purchase mortgage originations to double over the next four years, reaching \$1.1 trillion in 2016, a level comparable to the purchase origination volume seen in 2002.

Hui Shan, Marty Young and Charlie Himmelberg

Appendix Table

The outlook for housing measures, mortgage rates, and mortgage originations

	2012				2013				2014				Annual Data				
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	2012	2013	2014	2015	2016
Housing Measures																	
Housing Starts (SAAR, Thousands)	714	741	781	896	957	872	944	1,012	1,070	1,141	1,222	1,293	783	946	1,182	1,447	1,626
Single Family	486	517	547	597	630	593	647	699	744	799	862	918	537	642	831	1,046	1,208
Multi Family	228	224	235	299	328	279	297	313	326	342	360	374	247	304	351	400	418
Home Sales (SAAR, Thousands)																	
New Home Sales	351	360	376	386	449	470	451	489	522	560	603	644	368	465	582	736	854
Total Existing Home Sales	4,497	4,510	4,740	4,897	4,943	5,063	5,092	5,126	5,184	5,242	5,300	5,358	4,661	5,056	5,271	5,410	5,485
Case-Shiller National House Prices (YoY %Chg)	-1.4	1.0	2.7	5.4	7.7	7.3	7.4	7.0	5.5	5.2	4.9	4.6	5.4	7.0	4.6	3.5	2.8
Homeownership Rate (%)	65.6	65.6	65.3	65.3	65.2	65.1	64.9	64.8	64.7	64.7	64.6	64.5	65.3	64.8	64.5	64.7	64.8
Household Formation (Millions)													1.0	1.2	1.3	1.3	1.3
Interest Rates																	
10-Year Treasury (%)	2.2	1.7	1.7	1.8	1.9	2.5	2.7	2.8	2.9	3.0	3.2	3.3	1.8	2.8	3.3	3.5	4.0
PMMS 30-Year Fixed-Rate Mortgage (%)	4.0	3.7	3.4	3.4	3.6	4.5	4.5	4.5	4.5	4.7	4.8	4.9	3.4	4.5	4.9	5.3	5.9
Mortgage Originations																	
Total 1-4 Family (\$Billions)	373	395	471	511	482	494	341	313	279	320	296	265	1,750	1,630	1,160	1,080	1,073
Purchase Originations	119	132	129	123	125	178	168	151	134	221	211	189	503	622	755	913	1,066
Refinance Originations	254	263	342	388	357	316	175	159	140	118	108	95	1,247	1,008	462	337	286
Refinance Share (%)	68	67	73	76	74	64	51	51	50	37	36	36	71	62	40	31	27

Note 1: Annual data for housing starts and home sales are annual averages. Annual data for Case-Shiller National House Prices and Homeownership Rate are year-end numbers. Annual data for mortgage originations are the sum of quarterly originations.

Note 2: The Case-Shiller National House Price index is a weighted average of metro-level HPIs for 366 metro cities where the weights are dollar values of single-family housing stock reported in the 2000 Census.

Note 3: Interest Rates refer to period end values.

Note 4: Sources of actual series are Census Bureau, NAR, Fiserv Case-Shiller, Federal Reserve, Freddie Mac and MBA.

Disclosure Appendix

Reg AC

We, Charles P. Himmelberg, Marty Young, Hui Shan and Chris Henson, hereby certify that all of the views expressed in this report accurately reflect our personal views about the subject company or companies and its or their securities. We also certify that no part of our compensation was, is or will be, directly or indirectly, related to the specific recommendations or views expressed in this report.

Disclosures

Regulatory disclosures

Disclosures required by United States laws and regulations

See company-specific regulatory disclosures above for any of the following disclosures required as to companies referred to in this report: manager or co-manager in a pending transaction; 1% or other ownership; compensation for certain services; types of client relationships; managed/co-managed public offerings in prior periods; directorships; for equity securities, market making and/or specialist role. Goldman Sachs usually makes a market in fixed income securities of issuers discussed in this report and usually deals as a principal in these securities.

The following are additional required disclosures: **Ownership and material conflicts of interest:** Goldman Sachs policy prohibits its analysts, professionals reporting to analysts and members of their households from owning securities of any company in the analyst's area of coverage. **Analyst compensation:** Analysts are paid in part based on the profitability of Goldman Sachs, which includes investment banking revenues. **Analyst as officer or director:** Goldman Sachs policy prohibits its analysts, persons reporting to analysts or members of their households from serving as an officer, director, advisory board member or employee of any company in the analyst's area of coverage. **Non-U.S. Analysts:** Non-U.S. analysts may not be associated persons of Goldman, Sachs & Co. and therefore may not be subject to NASD Rule 2711/NYSE Rules 472 restrictions on communications with subject company, public appearances and trading securities held by the analysts.

Additional disclosures required under the laws and regulations of jurisdictions other than the United States

The following disclosures are those required by the jurisdiction indicated, except to the extent already made above pursuant to United States laws and regulations. **Australia:** Goldman Sachs Australia Pty Ltd and its affiliates are not authorised deposit-taking institutions (as that term is defined in the Banking Act 1959 (Cth)) in Australia and do not provide banking services, nor carry on a banking business, in Australia. This research, and any access to it, is intended only for "wholesale clients" within the meaning of the Australian Corporations Act, unless otherwise agreed by Goldman Sachs. **Brazil:** Disclosure information in relation to CVM Instruction 483 is available at <http://www.gs.com/worldwide/brazil/area/gir/index.html>. Where applicable, the Brazil-registered analyst primarily responsible for the content of this research report, as defined in Article 16 of CVM Instruction 483, is the first author named at the beginning of this report, unless indicated otherwise at the end of the text. **Canada:** Goldman, Sachs & Co. has approved of, and agreed to take responsibility for, this research in Canada if and to the extent it relates to equity securities of Canadian issuers. Analysts may conduct site visits but are prohibited from accepting payment or reimbursement by the company of travel expenses for such visits. **Hong Kong:** Further information on the securities of covered companies referred to in this research may be obtained on request from Goldman Sachs (Asia) L.L.C. **India:** Further information on the subject company or companies referred to in this research may be obtained from Goldman Sachs (India) Securities Private Limited; **Japan:** See below. **Korea:** Further information on the subject company or companies referred to in this research may be obtained from Goldman Sachs (Asia) L.L.C., Seoul Branch. **New Zealand:** Goldman Sachs New Zealand Limited and its affiliates are neither "registered banks" nor "deposit takers" (as defined in the Reserve Bank of New Zealand Act 1989) in New Zealand. This research, and any access to it, is intended for "wholesale clients" (as defined in the Financial Advisers Act 2008) unless otherwise agreed by Goldman Sachs. **Russia:** Research reports distributed in the Russian Federation are not advertising as defined in the Russian legislation, but are information and analysis not having product promotion as their main purpose and do not provide appraisal within the meaning of the Russian legislation on appraisal activity. **Singapore:** Further information on the covered companies referred to in this research may be obtained from Goldman Sachs (Singapore) Pte. (Company Number: 198602165W). **Taiwan:** This material is for reference only and must not be reprinted without permission. Investors should carefully consider their own investment risk. Investment results are the responsibility of the individual investor. **United Kingdom:** Persons who would be categorized as retail clients in the United Kingdom, as such term is defined in the rules of the Financial Conduct Authority, should read this research in conjunction with prior Goldman Sachs research on the covered companies referred to herein and should refer to the risk warnings that have been sent to them by Goldman Sachs International. A copy of these risk warnings, and a glossary of certain financial terms used in this report, are available from Goldman Sachs International on request.

European Union: Disclosure information in relation to Article 4 (1) (d) and Article 6 (2) of the European Commission Directive 2003/126/EC is available at <http://www.gs.com/disclosures/europeanpolicy.html> which states the European Policy for Managing Conflicts of Interest in Connection with Investment Research.

Japan: Goldman Sachs Japan Co., Ltd. is a Financial Instrument Dealer registered with the Kanto Financial Bureau under registration number Kinsho 69, and a member of Japan Securities Dealers Association, Financial Futures Association of Japan and Type II Financial Instruments Firms Association. Sales and purchase of equities are subject to commission pre-determined with clients plus consumption tax. See company-specific disclosures as to any applicable disclosures required by Japanese stock exchanges, the Japanese Securities Dealers Association or the Japanese Securities Finance Company.

Ratings, coverage groups and views and related definitions

Credit Research assigns ratings to designated on-the-run ("OTR") debt securities of issuing companies. **Definitions of Ratings:** **OP = Outperform.** We expect the total return to outperform the median total return for the analyst's coverage group over the next 6 months. **IL = In-Line.** We expect the total return to perform in line with the median total return for the analyst's coverage group over the next 6 months. **U = Underperform.** We expect the total return to underperform the median total return for the analyst's coverage group over the next 6 months.

NR = Not Rated. The investment rating, if any, has been removed pursuant to Goldman Sachs policy when to Goldman Sachs is acting in an advisory capacity in a merger or strategic transaction involving this company and in certain other circumstances. **NC = Not Covered.** Goldman Sachs does not cover this company. **RS = Rating Suspended.** Goldman Sachs Research has suspended the investment rating for this credit, because there is not a sufficient fundamental basis for determining, or there are legal, regulatory or policy constraints around publishing, an investment rating. The previous investment rating is no longer in effect for this credit and should not be relied upon. **CS = Coverage Suspended.** Goldman Sachs has suspended coverage of this company. **NA = Not Available or Not Applicable.** The information is not available for display or is not applicable.

Coverage views: The coverage view represents each analyst's or analyst team's investment outlook on his/her/their coverage group(s). The coverage view will consist of one of the following designations: **Attractive (A)**. The investment outlook over the following 6 months is favorable relative to the coverage group's historical fundamentals and/or valuation. **Neutral (N)**. The investment outlook over the following 6 months is neutral relative to the coverage group's historical fundamentals and/or valuation. **Cautious (C)**. The investment outlook over the following 6 months is unfavorable relative to the coverage group's historical fundamentals and/or valuation.

Global product; distributing entities

The Global Investment Research Division of Goldman Sachs produces and distributes research products for clients of Goldman Sachs on a global basis. Analysts based in Goldman Sachs offices around the world produce equity research on industries and companies, and research on macroeconomics, currencies, commodities and portfolio strategy. This research is disseminated in Australia by Goldman Sachs Australia Pty Ltd (ABN 21 006 797 897); in Brazil by Goldman Sachs do Brasil Corretora de Títulos e Valores Mobiliários S.A.; in Canada by Goldman, Sachs & Co. regarding Canadian equities and by Goldman, Sachs & Co. (all other research); in Hong Kong by Goldman Sachs (Asia) L.L.C.; in India by Goldman Sachs (India) Securities Private Ltd.; in Japan by Goldman Sachs Japan Co., Ltd.; in the Republic of Korea by Goldman Sachs (Asia) L.L.C., Seoul Branch; in New Zealand by Goldman Sachs New Zealand Limited; in Russia by OOO Goldman Sachs; in Singapore by Goldman Sachs (Singapore) Pte. (Company Number: 198602165W); and in the United States of America by Goldman, Sachs & Co. Goldman Sachs International has approved this research in connection with its distribution in the United Kingdom and European Union.

European Union: Goldman Sachs International authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, has approved this research in connection with its distribution in the European Union and United Kingdom; Goldman Sachs AG and Goldman Sachs International Zweigniederlassung Frankfurt, regulated by the Bundesanstalt für Finanzdienstleistungsaufsicht, may also distribute research in Germany.

General disclosures

This research is for our clients only. Other than disclosures relating to Goldman Sachs, this research is based on current public information that we consider reliable, but we do not represent it is accurate or complete, and it should not be relied on as such. We seek to update our research as appropriate, but various regulations may prevent us from doing so. Other than certain industry reports published on a periodic basis, the large majority of reports are published at irregular intervals as appropriate in the analyst's judgment.

Goldman Sachs conducts a global full-service, integrated investment banking, investment management, and brokerage business. We have investment banking and other business relationships with a substantial percentage of the companies covered by our Global Investment Research Division. Goldman, Sachs & Co., the United States broker dealer, is a member of SIPC (<http://www.sipc.org>).

Our salespeople, traders, and other professionals may provide oral or written market commentary or trading strategies to our clients and our proprietary trading desks that reflect opinions that are contrary to the opinions expressed in this research. Our asset management area, our proprietary trading desks and investing businesses may make investment decisions that are inconsistent with the recommendations or views expressed in this research.

We and our affiliates, officers, directors, and employees, excluding equity and credit analysts, will from time to time have long or short positions in, act as principal in, and buy or sell, the securities or derivatives, if any, referred to in this research.

Any trading recommendation in this research relating to a security or multiple securities within an industry or sector is reflective of the investment theme being discussed and is not a recommendation of any such security in isolation.

This research is not an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. Clients should consider whether any advice or recommendation in this research is suitable for their particular circumstances and, if appropriate, seek professional advice, including tax advice. The price and value of investments referred to in this research and the income from them may fluctuate. Past performance is not a guide to future performance, future returns are not guaranteed, and a loss of original capital may occur. Fluctuations in exchange rates could have adverse effects on the value or price of, or income derived from, certain investments.

Certain transactions, including those involving futures, options, and other derivatives, give rise to substantial risk and are not suitable for all investors. Investors should review current options disclosure documents which are available from Goldman Sachs sales representatives or at <http://www.theocc.com/about/publications/character-risks.jsp>. Transaction costs may be significant in option strategies calling for multiple purchase and sales of options such as spreads. Supporting documentation will be supplied upon request.

In producing research reports, members of the Global Investment Research Division of Goldman Sachs Australia may attend site visits and other meetings hosted by the issuers the subject of its research reports. In some instances the costs of such site visits or meetings may be met in part or in whole by the issuers concerned if Goldman Sachs Australia considers it is appropriate and reasonable in the specific circumstances relating to the site visit or meeting.

All research reports are disseminated and available to all clients simultaneously through electronic publication to our internal client websites. Not all research content is redistributed to our clients or available to third-party aggregators, nor is Goldman Sachs responsible for the redistribution of our research by third party aggregators. For all research available on a particular stock, please contact your sales representative or go to <http://360.gs.com>.

Disclosure information is also available at <http://www.gs.com/research/hedge.html> or from Research Compliance, 200 West Street, New York, NY 10282.

© 2013 Goldman Sachs.

No part of this material may be (i) copied, photocopied or duplicated in any form by any means or (ii) redistributed without the prior written consent of The Goldman Sachs Group, Inc.