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**COMP/M.4959 - GOLDMAN SACHS / MATLINPATTERSON / BANKENSERVICE
KASSEL**

SECTION 1.2

Description of the concentration

The Goldman Sachs Group, Inc., and MatlinPatterson LLC acquire indirectly from DBI Bankenservice Holding GmbH within the meaning of Article 3(1)(b) of Council Regulation (EC) No. 139/2004 joint control of Bankenservice Kassel GmbH by way of purchase of 100% of this company's shares.

On 13 December 2007, the Commission received a notification of a proposed concentration pursuant to Article 4 of Council Regulation (EC) No. 139/2004, by which The Goldman Sachs Group, Inc. ("Goldman Sachs", United States) and MatlinPatterson LLC ("MatlinPatterson", United States) – via its indirect 50/50 joint venture Gero Investments Lux S.à.r.l. ("Gero Investments", Luxemburg) – intend to acquire 100% of the shares and other securities of Bankenservice Kassel GmbH. After the consummation of the proposed transaction, Bankenservice will thus be an indirect 50/50 joint venture of Goldman Sachs and MatlinPatterson.

The business activities of the undertakings involved in the proposed transaction are:

for Goldman Sachs: investment banking and securities;

for MatlinPatterson: an investment fund which invests globally in the securities and obligations of companies in financial difficulties with the objective of acquiring corporate control and subsequently directing the reorganization process;

for Bankenservice: the provision of banking services (i.e., essentially, the handling of all cashless payment transaction vouchers) in Germany.

Following completion of the intended transaction, Goldman Sachs and MatlinPatterson will indirectly exercise joint control over Bankenservice