



**Certificate of Approval of a Prospectus
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 1434**

To: Finanzmarktaufsicht, Austria
Commission Bancaire et Financière et des Assurances, Belgium
Finanstilsynet, Denmark
Finanssivalvonta, Finland
Autorité des Marchés Financiers, France
Bundesanstalt für Finanzdienstleistungsaufsicht, Germany
Commission de Surveillance du Secteur Financier,
Luxembourg
Autoriteit Financiële Markten, The Netherlands
Finanstilsynet, Norway
Comisión Nacional del Mercado de Valores, Spain
Finansinspektionen, Sweden
Financial Services Authority, United Kingdom

From: Central Bank of Ireland

We hereby certify that the Base Prospectus detailed below has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 01 March 2012.

Name of Issuer: GS Structured Funding Limited

Registered Office: PO Box 1984
Boundary Hall
Cricket Square
Grand Cayman KY1-1104
Cayman Islands

Type of Securities: Guaranteed Multi-Jurisdiction Repackaging Note Programme

(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up): Annexes VI, VII, VIII, XI & XIII

Guarantor (if any): The Goldman Sachs Group, Inc.

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information required under [Item _ of Annex _] on the following grounds: N/A

Signed: _____
For and on behalf of the: Central Bank of Ireland

Date: 02 March 2012

Attachments: (1) Base Prospectus