



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM  
WASHINGTON, DC 20551

October 26, 2015

Mr. Thomas Riggs  
The Goldman Sachs Group, Inc.  
200 West Street  
New York, New York 10282

Dear Mr. Riggs:

This letter responds to your request dated March 2, 2015, on behalf of The Goldman Sachs Group, Inc., New York, New York, and certain of its subsidiaries and affiliates (collectively, the “Goldman Sachs Group”), for relief from commitments that the Goldman Sachs Group made to the Board in connection with its acquisition of approximately 9.8 percent of the voting shares of Avenue Financial Holdings, Inc. (“Avenue Financial”), the parent of Avenue Bank (“Bank”), both of Nashville, Tennessee. The requested relief would relieve the Goldman Sachs Group from the commitments on which the Board relied in determining that the Goldman Sachs Group would not exercise a controlling influence over Avenue Financial for purposes of the Bank Holding Company Act of 1956, as amended.<sup>1</sup>

The Goldman Sachs Group acquired approximately 9.8 percent of the voting shares of Avenue Financial in connection with Avenue Financial’s private equity offering in February 2007. The Goldman Sachs Group’s application to retain the Avenue Financial shares as a bank holding company was approved on March 11, 2011, and in connection therewith, the Goldman Sachs Group provided the commitments to the Board. As of February 2015, the Goldman Sachs Group had completely divested its equity interests in Avenue Financial.

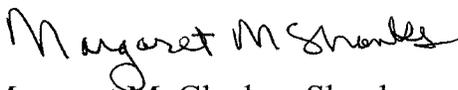
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<sup>1</sup> 12 U.S.C. § 1841 *et seq.*

The Goldman Sachs Group does not own any voting stock of, or other interests in, Avenue Financial. The Goldman Sachs Group does not have the right to appoint a director to the board of directors of Avenue Financial or Bank or have representation on either board. Further, there are no existing or contemplated business relationships or employee interlocks between the Goldman Sachs Group and Avenue Financial or Bank. The Goldman Sachs Group does not have any formal or informal agreements with Avenue Financial or Bank relating to their management or policies. In addition, the Goldman Sachs Group does not have any attributed interests in Avenue Financial or the ability to influence Avenue Financial through any relationships with other stockholders of Avenue Financial. The Goldman Sachs Group has provided a written representation that it will not exercise or attempt to exercise a controlling influence over Avenue Financial without the prior approval of the Board.

Based on all the facts of record, the director of the Division of Banking Supervision and Regulation, acting pursuant to authority delegated by the Board under section 265.7(a)(2) of the Board's Rules Regarding Delegation of Authority (12 CFR 265.7(a)(2)), and after consulting with the General Counsel, has approved your request on behalf of the Goldman Sachs Group for relief from the commitments provided in connection with its investment in Avenue Financial. This action is based on the representations and commitments set forth in all of your communications and in correspondence related to your request, including the representations discussed above. Any change in the facts presented could result in a different conclusion and should be reported to Board staff immediately. This determination should not be construed as granting relief from any other conditions or commitments to which the Goldman Sachs Group may be subject.

Very truly yours,

  
Margaret McCloskey Shanks  
Deputy Secretary of the Board

cc: Ivan Hurwitz, Vice President  
Federal Reserve Bank of New York