

- (1) In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release.
- (2) The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to which there are limits on their voting or investment authority or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partners, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.
- (3) This statement is being filed by GS Investment Strategies, LLC ("GSIS"), FBDC Investors Offshore Holdings, L.P. ("FBDC"), FBDC

Advisors Offshore, Inc. ("FBDC Advisors"), Goldman Sachs Investment Partners Master Fund, L.P. ("GSIP Master"), Goldman Sachs Investment Partners GP, LLC ("GSIP GP"), Goldman Sachs Investment Partners Private Opportunities Holdings, L.P. ("GSIP Private Opportunities") and Goldman Sachs Investment Partners Private Opportunities Holdings Advisors, Inc. ("GSIP Advisors" and together with GSIS, FBDC, FBDC Advisors, GSIP Master, GSIP GP and GSIP Private Opportunities, the "Reporting Persons").

- (4) FBDC beneficially owns directly 48,123,195 shares of Class A common stock, par value \$0.000006 (the "Common Stock"), of Facebook, Inc., which may be deemed to be beneficially owned indirectly by FBDC's general partner, FBDC Advisors. GSIP Master beneficially owns directly 2,598,652 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GSIP Master's general partner, GSIP GP. GSIP Private Opportunities beneficially owns directly 1,010,587 shares of Common Stock, which may be deemed to be beneficially owned indirectly by GSIP Private Opportunities' general partner, GSIP Advisors.
- (5) GSIS may be deemed to beneficially own, indirectly, in the aggregate, all of the Common Stock owned directly by FBDC, GSIP Master and GSIP Private Opportunities because GSIS is the investment manager of each of FBDC, GSIP Master and GSIP Private Opportunities. In addition, affiliates of GSIS may be deemed to have an indirect pecuniary interest in the shares of Common Stock held by FBDC and GSIP Private Opportunities by virtue of a profits interest based on the investment performance of such shares.
- (6) The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GS INVESTMENT STRATEGIES, LLC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS MASTER FUND, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS GP, LLC 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS ADVISORS, INC. 200 WEST STREET NEW YORK, NY 10282		X		
FBDC INVESTORS OFFSHORE HOLDINGS, L.P. 200 WEST STREET NEW YORK, NY 10282		X		
FBDC ADVISORS OFFSHORE, INC. 200 WEST STREET NEW YORK, NY 10282		X		

Signatures

/s/ Yvette Kosic, Attorney-in-fact

5/17/2012

** Signature of Reporting Person

Date

/s/ Yvette Kosic, Attorney-in-fact

5/17/2012

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Date

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5/17/2012

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Date

/s/ Yvette Kosic, Attorney-in-fact

5/17/2012

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS INVESTMENT STRATEGIES, LLC (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Anthony DeRose, Andrea Louro DeMar, Yvette Kotic, Rachel Parrish, Justine Hansen and Kevin P. Treanor, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall law fully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 30, 2009.

GS INVESTMENT STRATEGIES, LLC

By: /s/ Jonathan M. Lamm

Name: Jonathan m. Lamm

Title: Vice President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS INVESTMENT PARTNERS MASTER FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Anthony DeRose, Yvette Kasic, and Kevin P. Treanor (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by Bruce Albert or Yvette Kasic), acting individually, as its true and lawful attorney, to approve, execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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THIS POWER OF ATTORNEY shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents this 14th day of May, 2012.

GOLDMAN SACHS INVESTMENT PARTNERS MASTER FUND, L.P.

By: GOLDMAN SACHS INVESTMENT PARTNERS
GP, LLC, its general partner

By: /s/ Kenneth Eberts

Name: Kennth Eberts

Title: Vice President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS INVESTMENT PARTNERS GP, LLC (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Anthony DeRose, Yvette Kasic, and Kevin P. Treanor (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by Bruce Albert or Yvette Kasic), acting individually, as its true and lawful attorney, to approve, execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents this 14th day of May, 2012.

GOLDMAN SACHS INVESTMENT PARTNERS GP, LLC

By: /s/ Kenneth Eberts

Name: Kennth Eberts
Title: Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS, L.P. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Anthony DeRose, Yvette Kasic, and Kevin P. Treanor (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by Bruce Albert or Yvette Kasic), acting individually, as its true and lawful attorney, to approve, execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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**GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE
OPPORTUNITIES HOLDINGS, L.P.**

**By: GOLDMAN SACHS INVESTMENT PARTNERS
PRIVATE OPPORTUNITIES HOLDINGS
ADVISORS, INC., its general partner**

By: /s/ Kenneth Eberts

Name: Kennth Eberts
Title: Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS ADVISORS, INC. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Anthony DeRose, Yvette Kotic, and Kevin P. Treanor (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by Bruce Albert or Yvette Kotic), acting individually, as its true and lawful attorney, to approve, execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents this 14th day of May, 2012.

GOLDMAN SACHS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES HOLDINGS ADVISORS, INC.

By: /s/ Kenneth Eberts

Name: Kennth Eberts
Title: Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that FBDC INVESTORS OFFSHORE HOLDINGS, L.P. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Anthony DeRose, Yvette Kasic, and Kevin P. Treanor (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by Bruce Albert or Yvette Kasic), acting individually, as its true and lawful attorney, to approve, execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents this 14th day of May, 2012.

FBDC INVESTORS OFFSHORE HOLDINGS, L.P.

By: FBDC ADVISORS OFFSHORE INC.,
its general partner

By: /s/ Kenneth Eberts

Name: Kennth Eberts

Title: Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that FBDC ADVISORS OFFSHORE, INC. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Anthony DeRose, Yvette Kasic, and Kevin P. Treanor (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by Bruce Albert or Yvette Kasic), acting individually, as its true and lawful attorney, to approve, execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents this 14th day of May, 2012.

FBDC ADVISORS OFFSHORE INC.

By: /s/ Kenneth Eberts

Name: Kennth Eberts
Title: Director