



GOLDMAN SACHS INTERNATIONAL
(Incorporated with unlimited liability in England)

GOLDMAN SACHS (JERSEY) LIMITED
(Incorporated with limited liability in Jersey)

GOLDMAN, SACHS & CO. WERTPAPIER GMBH
(Incorporated with limited liability in Germany)

GOLDMAN SACHS BANK (EUROPE) PLC
(Incorporated with limited liability in Ireland)

**PROGRAMME FOR THE ISSUANCE OF
WARRANTS, NOTES AND CERTIFICATES**

in respect of which the payment and delivery
obligations of Goldman Sachs (Jersey) Limited
are guaranteed by

GOLDMAN SACHS INTERNATIONAL

and the obligations of Goldman Sachs International,
Goldman, Sachs & Co. Wertpapier GmbH and
Goldman Sachs Bank (Europe) plc are
guaranteed by

THE GOLDMAN SACHS GROUP, INC.
(A corporation organised under the laws of the State of Delaware)

This prospectus supplement (the "**Prospectus Supplement**") to the base prospectus dated 15 July 2010 (the "**Original Base Prospectus**") prepared by Goldman Sachs (Jersey) Limited ("**GSJ**") as issuer, Goldman, Sachs & Co. Wertpapier GmbH ("**GSW**") as issuer, Goldman Sachs Bank (Europe) plc ("**GSBE**") as issuer, Goldman Sachs International ("**GSI**") as issuer and as guarantor in respect of the payment and delivery obligations of GSJ, and The Goldman Sachs Group, Inc. as guarantor in respect of the obligations of GSI, GSW and GSBE under their programme for the issuance of warrants, notes and certificates with respect to the securities (the "**Programme**"), constitutes a supplement to the Base Prospectus for the purposes of Article 13 of Chapter 1 of Part II of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005 and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated 20 July 2010 and Prospectus Supplement No. 2, dated 10 August 2010 (the Original Base Prospectus as so supplemented, the "**Base Prospectus**"). Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement incorporates by reference the unaudited half-yearly financial report of GSI for the period ended 30 June 2010 (the "**GSI Interim Financial Statements**"), the unaudited half-yearly financial report of GSJ for the period ended 30 June 2010 (the "**GSJ Interim Financial Statements**") and the unaudited Interim Management Report of GSW for the period ended 30 June 2010 (the "**GSW Interim Financial Statements**").

The GSI Interim Financial Statements, the GSJ Interim Financial Statements and the GSW Interim Financial Statements are incorporated into, and form part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement, the GSI Interim Financial Statements, the GSJ Interim Financial Statements and the GSW Interim Financial Statements shall be deemed to update and, where applicable, supersede any information contained in the Base Prospectus, or any document incorporated by reference therein. This Prospectus Supplement and each of the documents incorporated by reference into this Prospectus Supplement will be available on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for the securities before this Prospectus Supplement is published have the right, exercisable within a time limit of a minimum of two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Prospectus Supplement, to withdraw their acceptances.

Amendments to the Base Prospectus

1. Documents incorporated by reference

The information below is included to provide investors with additional information about documents that have been incorporated by reference as of the date of this Prospectus Supplement.

The Original Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF, incorporates by reference the following documents in relation to Goldman Sachs International, Goldman Sachs (Jersey) Limited and Goldman, Sachs & Co. Wertpapier GmbH.

2. Goldman Sachs International

GSI files documents and information with the Commission de Surveillance du Secteur Financier (the "CSSF"). The following documents, which GSI has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus;

- (1) The Directors' Report and Financial Statements of GSI for the period ended 31 December 2009.
- (2) The Directors' Report and Financial Statements of GSI for the period ended 28 November 2008.
- (3) The unaudited half-yearly financial report of GSI for the period ended 30 June 2010.

Goldman Sachs International

| GSI Information in the Financial Statements | 30 June 2010 Interim Financial Statements | 31 December 2009 Financial Statements | 28 November 2008 Financial Statements |
|----------------------------------------------------|--------------------------------------------------|----------------------------------------------|----------------------------------------------|
| Management Report | pp 1-4 | pp 1-6 | pp 1-6 |
| Balance Sheet | p 6 | p 9 | p 9 |
| Profit and Loss Account | p 5 | p 8 | p 8 |
| Notes to the Financial Statements | pp 7-13 | pp 10-35 | pp 10-33 |
| Independent Auditors' Report | - | p 7 | p 7 |

Any information included in the documents incorporated by reference but not listed in the table above is given to provide investors with additional information.

In addition, such documents will be available free of charge from the Luxembourg listing agent, Dexia Banque Internationale à Luxembourg, société anonyme, from its principal office in Luxembourg and from

the Swiss Programme Agent and the Swiss Paying Agent. The Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

This section supersedes section 2 on page 52, section 2 of the Original Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF.

3. Goldman Sachs (Jersey) Limited

GSJ files documents and information with the CSSF. The following documents, which GSJ has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus.

- (1) The Directors' Report and Financial Statements of GSJ for the period ended 31 December 2009.
- (2) The Directors' Report and Financial Statements of GSJ for the period ended 28 November 2008.
- (3) The unaudited half-yearly financial report of GSJ for the period ended 30 June 2010.

Goldman Sachs (Jersey) Limited

| GSJ Information in the Financial Statements | 30 June 2010 Interim Financial Statements | 31 December 2009 Financial Statements | 28 November 2008 Financial Statements |
|----------------------------------------------------|----------------------------------------------------------|--------------------------------------------------|--------------------------------------------------|
| Management Report | p 1 | pp 1-2 | pp 1-2 |
| Balance Sheet | p 2 | p 5 | p 5 |
| Profit and Loss Account | p 2 | p 4 | p 4 |
| Notes to the Financial Statements | pp 4-6 | pp 7-11 | pp 7-11 |
| Independent Auditors' Report | - | p 3 | p 3 |
| Cash Flow Statement | p 3 | p 6 | p 6 |

Any information included in the documents incorporated by reference but not listed in the table above is given to provide investors with additional information.

In addition, such documents will be available free of charge from the Luxembourg listing agent, Dexia Banque Internationale à Luxembourg, société anonyme, from its principal office in Luxembourg. The Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

This section supersedes section 3 on page 53, section 3 of the Original Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF.

4. Goldman, Sachs & Co. Wertpapier GmbH

GSW files documents and information with the CSSF. The following documents, which GSW has filed with the CSSF, are hereby incorporated by reference into this Base Prospectus:

- (1) Financial Statements and Management Report for the business year from 1 December 2008 to 30 November 2009 and Auditors' Report.
- (2) Financial Statements and Management Report from 1 December 2009 to 31 December 2009 and Auditors' Report.
- (3) Financial Statements and Management Report for the business year from 1 December 2007 to 30 November 2008 and Auditors' Report.
- (4) The unaudited Interim Management Report of GSW for the period ended 30 June 2010.

Goldman, Sachs & Co. Wertpapier GmbH

| GSW Information in the Financial Statements | 30 June 2010 Interim Financial Statements | 31 December 2009 Financial Statements | 30 November 2009 Financial Statements | 30 November 2008 Financial Statements |
|----------------------------------------------------|--------------------------------------------------|----------------------------------------------|----------------------------------------------|----------------------------------------------|
| Management Report | pp 1-4 | pp 17-24 | pp 17-22 | pp 17-23 |
| Balance Sheet | p 5 | pp 1-2 | pp 1-2 | pp 1-2 |
| Profit and Loss Account/Income Statement | p 6 | pp 3-4 | pp 3-4 | pp 3-4 |
| Cash Flow Statement | p 7 | pp 5-6 | pp 5-6 | pp 5-6 |
| Notes to the Financial Statements | pp 8-9 | pp 7-16 | pp 7-16 | pp 7-16 |
| Independent Auditors' Report | - | pp 25-28 | pp 23-26 | pp 24-27 |

Both the English and German versions of the GSW Financial Statements are incorporated by reference into the Base Prospectus, however only the German language versions of the GSW Financial Statements are legally binding.

Any information included in the documents incorporated by reference but not listed in the table above is given to provide investors with additional information.

In addition, such documents will be available free of charge from the Luxembourg listing agent, Dexia Banque Internationale à Luxembourg, société anonyme, from its principal office in Luxembourg and from the Swiss Programme Agent and the Swiss Paying Agent. The Luxembourg Stock Exchange will publish such documents on its website at www.bourse.lu.

This section supersedes section 4 on pages 53-54 of the Original Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF.

References to the Original Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement, Prospectus Supplement No. 1, dated 20 July 2010 and Prospectus Supplement No. 2, dated 10 August 2010. Each of the Issuers and the Guarantor has taken all reasonable care to ensure that the information contained in the Base Prospectus, as supplemented by this Prospectus Supplement and any previous prospectus supplement, is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility accordingly.

This Prospectus Supplement is not for use in, and may not be delivered to or inside, the United States.

Prospectus Supplement, dated 24 September 2010