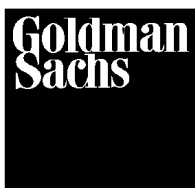


**PROSPECTUS SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS DATED 15 JULY 2011**



**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 2011 (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. ("**GSG**") 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 (the "**Luxembourg Law**") and should be read in conjunction therewith and with Prospectus Supplement No. 1, dated 25 July 2011 (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 (i) amends the definition of "Additional South African Note Conditions" set out in the Base Prospectus and (ii) incorporates by reference the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2011 (the "**Second Quarter Form 10-Q**") which was filed with the U.S. Securities and Exchange Commission (the "**SEC**").

The Second Quarter Form 10-Q is incorporated into, and forms part of, this Prospectus Supplement, and the information contained in this Prospectus Supplement and the Second Quarter Form 10-Q 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 the document 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**

##### **A. Additional South African Note Conditions**

The definition of "Additional South African Note Conditions" on page 326 of the Original Base Prospectus shall be deleted and replaced with the following:

*"Additional South African Note Conditions" has the meaning given in General Note Condition 1(c) (Specific Product Provisions)."*

##### **B. 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 Base Prospectus, as supplemented by this Prospectus Supplement, incorporates by reference the following documents in relation to The Goldman Sachs Group, Inc.

##### **1. The Goldman Sachs Group, Inc.**

GSG files documents and information with the United States Securities and Exchange Commission (the "SEC"). The following documents, which GSG has filed with the SEC, are hereby incorporated by reference into this Base Prospectus:

- (1) the Annual Report on Form 10-K for the fiscal year ended 31 December 2009 (the "**2009 Form 10-K**", containing financial statements relating to the fiscal years ended 31 December 2009 and 28 November 2008, including Exhibit 21.1 thereto);
- (2) Item 1 of the Proxy Statement relating to the 2011 Annual Meeting of Shareholders on 6 May 2011 (the "**Proxy Statement**");
- (3) the Annual Report on Form 10-K for the fiscal year ended 31 December 2010 (the "**2010 Form 10-K**", containing financial statements relating to the fiscal years ended 31 December 2010 and 31 December 2009, including Exhibit 21.1 thereto);
- (4) the Quarterly Report on Form 10-Q for the fiscal quarter ended 31 March 2011 (the "**First Quarter Form 10-Q**");
- (5) the Current Report on Form 8-K dated 19 July 2011 (filed with the SEC on 19 July 2011) (the "**19 July Form 8-K**"); and
- (6) the Quarterly Report on Form 10-Q for the fiscal quarter ended 30 June 2011 (the "**Second Quarter Form 10-Q**").

This above list supersedes the list of documents incorporated by reference on page 56 of the Base Prospectus.

The following table supersedes the table contained on pages 57 and 58 of the Base Prospectus in relation to The Goldman Sachs Group, Inc. and indicates where information required by the Prospectus Regulation to be disclosed in, and incorporated by reference into, the Base Prospectus can be found in the documents referred to above:

<b>Information required by the Prospectus Regulation</b>	<b>Document/Location</b>
Selected financial information for the fiscal years ended 31 December 2010, 31 December 2009 and 28 November 2008 (Annex IV, Section 3.1 of the Prospectus Regulation)	2010 Form 10-K (p. 204)
Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation)	2010 Form 10-K (pp. 18–30) Second Quarter Form 10-Q (pp. 165-166)
<b>Information about GSG</b>	
History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation)	2010 Form 10-K (p. 1)
Investments (Annex IV, Section 5.2 of the Prospectus Regulation)	2010 Form 10-K (pp. 73-74) First Quarter Form 10-Q (pp. 125-126) Second Quarter Form 10-Q (pp. 141-144)
<b>Business overview</b>	
GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation)	2010 Form 10-K (pp. 1-5, 106)
GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation)	2010 Form 10-K (pp. 1, 34, 38-39, 185-188)
Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation)	2010 Form 10-K (p. 23, Exhibit 21.1)
Trend information (Annex IV, Section 8 of the Prospectus Regulation)	2010 Form 10-K (pp. 37-39) First Quarter Form 10-Q (pp. 97-99) Second Quarter Form 10-Q (pp. 107-109)
Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation)	Proxy Statement (pp. 1-7, 42) 2010 Form 10-K (pp. 32-33)
Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation)	Proxy Statement (pp. 14-16, 43)
Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation)	Proxy Statement (p. 58)
<b>Financial information</b>	
Audited historical financial information for the fiscal years ended 31 December 2010, 31 December 2009 and 28 November 2008 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation)	2010 Form 10-K (pp. 100-212)
Audit report (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 99)

Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 101)
Income statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 100)
Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (p. 103)
Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation)	2010 Form 10-K (pp. 40-43, 106-212)
Legal and arbitration proceedings (Annex IV, Section 13.6 of the Prospectus Regulation)	2010 Form 10-K (pp. 31, 191-201) First Quarter Form 10-Q (pp. 64, 81-91, 149) Second Quarter Form 10-Q (pp. 89-100, 167)
Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	First Quarter Form 10-Q (pp. 2-95) 19 July Form 8-K (pp.7-13) Second Quarter Form 10-Q (pp. 2-100)

#### **Additional information**

Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	2010 Form 10-K (p. 101, 168-170) First Quarter Form 10-Q (pp. 68-69, 122-123) Second Quarter Form 10-Q (pp. 74-76)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	2010 Form 10-K (pp. 82-83) First Quarter Form 10-Q (pp. 134-135) Second Quarter Form 10-Q (p. 152)

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. The Luxembourg Stock Exchange will publish such documents on its website at [www.bourse.lu](http://www.bourse.lu).

References to the Base Prospectus shall hereafter mean the Base Prospectus as supplemented by this Prospectus Supplement. 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, 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.**

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Prospectus Supplement, dated 11 August 2011