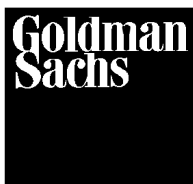


PROSPECTUS SUPPLEMENT NO. 1 TO THE BASE PROSPECTUS DATED 20 JULY 2009



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 20 July 2009 (the "**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. Terms defined in the Base Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement incorporates by reference The Goldman Sachs Group, Inc. Quarterly Report on Form 10-Q for the fiscal quarter ended June 26, 2009 (the "**Second Quarter Form 10-Q**"), which was filed with the U.S. Securities and Exchange Commission (the "**SEC**") on August 5, 2009 and the Unaudited Interim Management Report and Condensed Financial Statements of GSW as at May 31, 2009 (the "**GSW Interim Financial Statements**").

The Second Quarter Form 10-Q 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 Second Quarter Form 10-Q 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 minimum 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 Base Prospectus, as supplemented by all prospectus supplements approved by the CSSF, incorporates by reference the following documents in relation to The Goldman Sachs Group, Inc. and Goldman, Sachs & Co. Wertpapier GmbH.

1. The Goldman Sachs Group, Inc.

- (1) the Annual Report on Form 10-K for the fiscal year ended 28 November 2008 (the "**2008 Form 10-K**"), containing financial statements relating to the fiscal years ended 28 November 2008 and 30 November 2007;
- (2) Amendment No. 1 on Form 10-K/A to the Annual Report on Form 10-K for the fiscal year ended 28 November 2008, including Item 1 of the Preliminary Proxy Statement for the 2009 Annual Meeting of Shareholders attached as Exhibit 99.2 thereto (the "**Proxy Statement**") and Exhibit 21.1 to the Form 10-K (the "**2008 Form 10-K/A**");
- (3) the Current Report on Form 8-K dated 13 April 2009 (the "**April Form 8-K**");
- (4) the Current Report on Form 8-K dated 14 July 2009 (the "**July Form 8-K**");
- (5) the Quarterly Report on Form 10-Q for the fiscal quarter ended 27 March 2009 (the "**First Quarter Form 10-Q**"); and
- (6) the Quarterly Report on Form 10-Q for the fiscal quarter ended 26 June 2009 (the "**Second Quarter Form 10-Q**").

This above list supersedes the list of documents incorporated by reference on page 40 of the Base Prospectus.

The following table supersedes the table contained on pages 41 and 42 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:

Information required by the Prospectus Regulation	Document/Location
Selected financial information for the fiscal years ended 28 November 2008 and 30 November 2007 (Annex IV, Section 3.1 of the Prospectus Regulation)	2008 Form 10-K (p. 211)
Selected comparative interim financial information for the quarters ended 27 March 2009 and 29 February	April Form 8-K (pp. 7-13)

2008 (Annex IV, Section 3.2 of the Prospectus Regulation)

Risk factors relating to GSG (Annex IV, Section 4 of the Prospectus Regulation) 2008 Form 10-K (pp. 27-40)

Information about GSG

History and development of the company (Annex IV, Section 5.1 of the Prospectus Regulation) 2008 Form 10-K (p. 1)

Investments (Annex IV, Section 5.2 of the Prospectus Regulation) 2008 Form 10-K (pp. 102-104)
First Quarter Form 10-Q (pp. 121-122)
Second Quarter Form 10-Q (pp. 119-120)

Business overview

GSG's principal activities (Annex IV, Section 6.1 of the Prospectus Regulation) 2008 Form 10-K (pp. 1, 5-14)

GSG's principal markets (Annex IV, Section 6.2 of the Prospectus Regulation) 2008 Form 10-K (pp. 4-26)

Organizational Structure (Annex IV, Section 7 of the Prospectus Regulation) 2008 Form 10-K (p. 33 and Exhibit 21.1)

Trend information (Annex IV, Section 8 of the Prospectus Regulation) 2008 Form 10-K (pp. 57-65)
First Quarter Form 10-Q (pp. 84-87)
Second Quarter Form 10-Q (pp. 84-87)

Administrative, management and supervisory bodies, including conflicts of interest (Annex IV, Section 10 of the Prospectus Regulation) 2008 Form 10-K (pp. 51-52)
Proxy Statement (pp. 6-11, 30-32)

Audit committee (Annex IV, Section 11.1 of the Prospectus Regulation) Proxy Statement (pp. 6-8, 12-13, 33-34)

Beneficial owners of more than five per cent. (Annex IV, Section 12 of the Prospectus Regulation) Proxy Statement (p. 42)

Financial information

Audited historical financial information for the fiscal years ended 28 November 2008 and 30 November 2007 (Annex IV, Section 13.1-13.4 of the Prospectus Regulation) 2008 Form 10-K (pp. 131-219)

Audit report (Annex IV, Section 13.1 of the Prospectus Regulation) 2008 Form 10-K (p. 130)

Balance sheet (Annex IV, Section 13.1 of the Prospectus Regulation) 2008 Form 10-K (p. 132)

Income statement (Annex IV, Section 13.1 of the Prospectus Regulation) 2008 Form 10-K (p. 131)

Cash flow statement (Annex IV, Section 13.1 of the Prospectus Regulation) 2008 Form 10-K (p. 134)

Accounting policies and explanatory notes (Annex IV, Section 13.1 of the Prospectus Regulation) 2008 Form 10-K (pp. 66-77, 136-148)

Legal and arbitration proceedings (Annex IV, Section 2008 Form 10-K (pp. 41-50)
First Quarter Form 10-Q (pp. 144-145)

13.6 of the Prospectus Regulation)	Second Quarter Form 10-Q (pp. 140-141)
Unaudited interim historical financial information (Annex IV, Section 13.5 of the Prospectus Regulation)	July Form 8-K (pp. 7-14) First Quarter Form 10-Q (pp. 2-79) Second Quarter Form 10-Q (pp. 2-76)

Additional information

Share capital (Annex IV, Section 14.1 of the Prospectus Regulation)	2008 Form 10-K (pp. 132, 179-181) First Quarter Form 10-Q (pp. 61-63) Second Quarter Form 10-Q (pp. 59-60)
Credit ratings (Annex V, Section 7.5 of the Prospectus Regulation)	2008 Form 10-K (p. 124) First Quarter Form 10-Q (p.141) Second Quarter Form 10-Q (p. 137-138)

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

2. 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 the Base Prospectus:

- (1) Financial Statements and Management Report for the business year from 1 December 2007 to 30 November 2008 and Auditors' Report.
- (2) Financial Statements and Management Report for the business year from 1 December 2006 to 30 November 2007 and Auditors' Report.
- (3) the Management Report of the Interim Financial Statements for the period from 1 December 2008 to 31 May 2009.

This list supersedes the list of documents incorporated by reference on page 43 of the Base Prospectus.

The following table updates the table on pages 43 to 44 of the Base Prospectus:

Goldman, Sachs & Co. Wertpapier GmbH

GSW Information in the Financial Statements	31 May 2009 Interim Financial Statements	30 November 2008 Financial Statements	30 November 2007 Financial Statements
Management Report	pp 1-3	pp 17-23	pp 4-9
Balance Sheet	p 4	pp 1-2	pp 11-12
Profit and Loss Account/Income Statement	p 5	pp3-4	pp 13-14
Cash Flow Statement	p 6	pp 5-6	pp 15-16
Notes to the Financial Statements	pp 7-8	pp 7-16	pp 17-26
Independent Auditors' Report		pp 24-27	pp 27-30

Only the German language versions of the GSW Financial Statements are legally binding.

Any information included in the May 2009 Interim Financial Statements but not listed in the table above is incorporated by reference into this Prospectus Supplement to provide investors with additional information.

2. Amendment to the business description of GSBE

The paragraph entitled "Capitalisation" in the section providing the business description of Goldman Sachs Bank (Europe) plc on page 271 of the Base Prospectus is deleted in its entirety and replaced with the following paragraph:

"Capitalisation

The authorised share capital of GSBE amounts to EUR 5,000,000,000 divided into 5,000,000,000 ordinary shares of EUR 1.00 each and US\$5,000,000,000 divided into 5,000,000,000 ordinary shares of US\$ 1.00 each, EUR 38,100 of which has been issued and has been paid in full and US\$ 205,154,412 of which has been issued and has been paid in full. EUR 38,094 shares and US\$ 205,154,412 shares are held by Goldman Sachs Ireland Holdings Limited and each of Goldman Sachs (UK) L.L.C., Goldman Sachs Asset Management International, Goldman Sachs Group Holdings (U.K.), Goldman Sachs Holdings (U.K.), Goldman Sachs International and GSPS Investments Limited hold EUR 1.00 share. All shareholders are subsidiaries of The Goldman Sachs Group, Inc."

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 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 6 August 2009