



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 24 July 2008 (the "**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 Prospectus have the same meaning when used in this Prospectus Supplement.

This Prospectus Supplement incorporates by reference the Unaudited Interim Management Report and Condensed Financial Statements of GSI as at 30 May 2008 (the "**GSI Interim Financial Statements**"), the Unaudited Interim Management Report and Condensed Financials Statements of GSJ as at 30 May 2008 (the "**GSJ Interim Financial Statements**") and the Management Report of the Interim Financial Statements of GSW as at 31 May 2008 (unaudited) (the "**GSW Interim Financial Statements**", and together with the GSI Interim Financial Statements and the GSJ Interim Financial Statements, the "**May 2008 Interim Financial Statements**").

The May 2008 Interim Financial Statements are incorporated into, and form part of, this Prospectus Supplement, and the information contained in the May 2008 Interim Financial Statements shall be

deemed to update and, where applicable, supersede any information contained in the Prospectus, or any document incorporated by reference therein. The May 2008 Interim Financial Statements will be available as described in the section "Documents Incorporated By Reference" in the Prospectus. This Prospectus Supplement and the May 2008 Interim Financial Statements 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 supplement is published have the right, exercisable within a time limit of minimum two working days after the publication of this supplement, to withdraw their acceptances.

Additional Information

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 Prospectus, as supplemented by all prospectus supplements approved by the CSSF, incorporates by reference the following documents:

1. Goldman Sachs International

- (1) the Director's Report and Financial Statements of GSI for the period ended 30 November 2007.
- (2) the Director's Report and Financial Statements of GSI for the period ended 24 November 2006.
- (3) the GSI Interim Financial Statements for the period ended 30 May 2008.

This list supersedes the list of documents incorporated by reference on page 35 of the Prospectus.

The following table updates the table on page 35 of the Prospectus:

Goldman Sachs International

GSI Information in the Financial Statements	30 May 2008 Interim Financial Statements	30 November 2007 Financial Statements	24 November 2006 Financial Statements
Management Report	pp. 1-4	pp 1-6	pp 1-8
Balance Sheet	p 6	p 9	p 13
Profit and Loss Account	p. 5	p 8	p 11
Notes to the Financial Statements	pp. 7-10	pp 10-33	pp 14-38
Independent Auditors' Report	-	p 7	pp 9-10

2. Goldman Sachs (Jersey) Limited

- (1) the Director's Report and Financial Statements of GSJ for the period ended 30 November 2007.
- (2) the Director's Report and Financial Statements of GSJ for the period ended 24 November 2006.

(3) the GSJ Interim Financial Statements for the period ended 30 May 2008.

This list supersedes the list of documents incorporated by reference on page 36 of the Prospectus.

The following table updates the table on page 36 of the Prospectus:

Goldman Sachs (Jersey) Limited

GSJ Information in the Financial Statements	30 May 2008 Interim Financial Statements	30 November 2007 Financial Statements	24 November 2006 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	p.3	pp 7-11	pp 7-11
Independent Auditors' Report	-	p 3	pp 3

3. Goldman, Sachs & Co. Wertpapier GmbH

- (1) Financial Statements and Management Report for the business year from 1 December 2006 to 30 November 2007 and Auditors' Report.
- (2) Financial Statements and Management Report for the business year from 1 December 2005 to 30 November 2006 and Auditors' Report.
- (3) the GSW Interim Financial Statements for the period from 1 December 2007 to 31 May 2008.

This list supersedes the list of documents incorporated by reference on page 36 of the Prospectus.

The following table updates the table on p. 36 of the Prospectus:

Goldman, Sachs & Co. Wertpapier GmbH

GSW Information in the Financial Statements	30 May 2008 Interim Financial Statements	30 November 2007 Financial Statements	30 November 2006 Financial Statements
Management Report	pp. 1-3	pp 4-9	pp 5-10
Balance Sheet	p. 4	pp 11-12	pp 13-14
Profit and Loss Account	p. 5	pp 13-14	pp 15-16
Cash Flow Statement	p. 6	pp 15-16	pp 17-18
Notes to the Financial Statements	pp. 7-8	pp 17-26	pp 19-28
Independent Auditors' Report	-	pp 27-30	pp 29-32

Any information included in the May 2008 Interim Financial Statements but not listed in the tables above is incorporated by reference into this Prospectus Supplement to provide investors with additional information.

References to the Prospectus shall hereafter mean the 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 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 5 August 2008