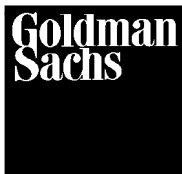


PROSPECTUS SUPPLEMENT NO. 2 TO THE BASE PROSPECTUS DATED 12 March 2007



GOLDMAN SACHS INTERNATIONAL

(Incorporated with unlimited liability in England)

**Programme for the Issuance of
Warrants and Certificates**

in respect of which the payment
obligations of the Issuer 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 12 March 2007 (the "**Prospectus**") prepared by Goldman Sachs International, as issuer, and Goldman Sachs Group, Inc., as guarantor in respect of the payment obligations of Goldman Sachs International's Programme for the Issuance of Warrants 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 12 April, 2007. Terms defined in the Prospectus have the same meaning when used in this Prospectus Supplement.

First Quarter Form 10-Q

This Prospectus Supplement incorporates by reference the Quarterly Report on Form 10-Q for the fiscal quarter ended February 23, 2007 (the "First Quarter Form 10-Q"), which we filed with the U.S. Securities and Exchange Commission (the "SEC") on April 4, 2007.

The First Quarter Form 10-Q is incorporated into, and forms part of, this Prospectus Supplement, and the information contained in the First Quarter Form 10-Q shall be deemed to update and, where applicable, supersede any information contained in the Prospectus, or any document incorporated by reference therein. The First Quarter Form 10-Q will be available as described in the section "Documents Incorporated By Reference" in the Prospectus. This Prospectus Supplement and the First Quarter Form 10-Q will be available on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

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 (the “Reports”):

- the Annual Report on Form 10-K for the fiscal year ended November 24, 2006, including Exhibit 21.1 thereto, which we filed with the SEC on February 6, 2007.
- Item 1 of the Proxy Statement relating to the Annual Meeting of Shareholders on March 27, 2007, which we filed with the SEC on February 21, 2007.
- the Current Report on Form 8-K dated March 13, 2007, which we filed with the SEC on March 13, 2007.
- the First Quarter Form 10-Q.

This list supersedes the list of documents incorporated by reference on page 25 of the European Base Prospectus and the lists of documents incorporated by reference included in prior prospectus supplements.

The following table updates the table on pp. 26-27 of the Prospectus and indicates where information required by Commission Regulation (EC) No. 809/2004 to be disclosed in, or incorporated by reference into, this Prospectus Supplement can be found in the Reports referred to above:

Information required by the Prospectus Regulation	Document/Location
Investments (<i>Annex IV, Section 5.2 of the Prospectus Regulation</i>)	First Quarter Form 10-Q (pp. 75-78)
Trend information (<i>Annex IV, Section 8 of the Prospectus Regulation</i>)	First Quarter Form 10-Q (pp. 53-54)
Legal and arbitration proceedings (<i>Annex IV, Section 13.6 of the Prospectus Regulation</i>)	First Quarter Form 10-Q (p. 97)
Share capital (<i>Annex IV, Section 14.1 of the Prospectus Regulation</i>)	First Quarter Form 10-Q (pp. 39-40)
Credit ratings (<i>Annex V, Section 7.5 of the Prospectus Regulation</i>)	First Quarter Form 10-Q (p. 92)
Unaudited interim historical financial information (<i>Annex IV, Section 13.5 of the Prospectus Regulation</i>)	First Quarter Form 10-Q (pp. 2-49)

Any information included in the First Quarter Form 10-Q but not listed in the table 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 and Prospectus Supplement No. 1, dated 12 April, 2007. Each of the Issuer 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 13 April 2007