



*Commission de Surveillance
du Secteur Financier*

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Finanzmarktaufsicht (FMA) (Austria)
Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)
Finanstilsynet (Denmark)
Finanssivalvonta (Finland)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Hungarian Financial Supervisory Authority (PSZAF) (Hungary)
Irish Financial Services Regulatory Authority (IFSRA) (Ireland)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
The Financial Supervisory Authority of Norway (Norway)
National Bank of Slovakia / Národná banka Slovenska (NBS) (Slovak Republic)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finansinspektionen (FI) (Sweden)
Czech National Bank (CNB) (The Czech Republic)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Financial Services Authority (FSA) (United Kingdom)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 15 July 2010.

Name of Issuer(s):

Goldman Sachs International
Goldman Sachs (Jersey) Limited
Goldman Sachs & Co. Wertpapier GmbH
Goldman Sachs Bank (Europe) plc

Registered Office(s)/Seat(s):

London, United Kingdom
St. Helier, Jersey
Frankfurt am Main, Germany
Dublin, Ireland

Type of Securities:

Programme for the issuance of Warrants, Notes and Certificates

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

IV, V, VI, XI, XII

Guarantor(s) (if any):
THE GOLDMAN SACHS GROUP, INC.

Attachment(s):

Prospectus
German translation of the summary
Dutch translation of the summary
Danish translation of the summary
Spanish translation of the summary
French translation of the summary
Hungarian translation of the summary
Italian translation of the summary
Slovak translation of the summary
Czech translation of the summary
Swedish translation of the summary

Ref.: C-09618
Luxembourg, 16 July 2010
Commission de Surveillance du Secteur Financier

