

Supplement No 1

pursuant to Section 16 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*)

dated 10 June 2013

to the **Tripartite Base Prospectus**

listed below

of

Goldman, Sachs & Co. Wertpapier GmbH
Frankfurt am Main

(the "Issuer")

unconditionally guaranteed by

The Goldman Sachs Group, Inc.
New York, United States of America

(the "Guarantor")

Affected Prospectus:

The following prospectus is subject of this supplement:

The Tripartite Base Prospectus dated 24 May 2013, which comprises the summary dated 24 May 2013 (the "Summary"), the securities note dated 24 May 2013 (the "Securities Note") and the registration document of the Issuer with information about the Guarantor dated 5 March 2013, lastly supplemented by the supplement dated 6 June 2013 (the "Registration Document") (together the "Tripartite Base Prospectus").

1. General information on the supplement

This supplement to the Tripartite Base Prospectus has been drawn up in connection with the publication of supplement No 1 dated 6 June 2013 regarding the Registration Document on 7 June 2013.

2. Supplement to the Tripartite Base Prospectus

a) Amendments to the Summary

The information contained in Section "A. Summary" of the Tripartite Base Prospectus shall be supplemented as described in the following:

The information contained in Element B.12 in subsection "2. Information relating to The Goldman Sachs Group, Inc. as Guarantor" in "Section B - Issuer and any guarantor" on pages 12 et seq. shall be deleted and replaced by the following information:

"

	Three months ended		As and for the Year ended	
	31 March 2013 (unaudited)	31 March 2012 (unaudited)	December 2012 (audited)	December 2011 (audited)
<i>(in USD millions)</i>				
Total non-interest revenues	9,165	8,968	30,283	\$23,619
Net revenues, including net interest income	10,090	9,949	34,163	28,811
Pre-tax earnings	3,373	3,181	11,207	6,169

Balance sheet information				
	Three months ended		As at 31 December	
	31 March 2013 (unaudited)	31 March 2012 (unaudited)	2012 (audited)	2011 (audited)
<i>(in USD millions)</i>				
Total assets	959,223	950,932	938,555	923,225
Total liabilities	881,995	879,276	862,839	852,846

Total shareholders' equity:	77,228	71,656	75,716	70,379
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There has been no significant change in the financial or trading position of the Guarantor since the end of the last financial period for which interim financial information have been published (31 March 2013), which would impair its ability to meet its obligations under the Guarantee.

There has been no material adverse change in the prospects (Trend information) of the Guarantor since the date of the last published audited financial statements (31 December 2012), which would impair its ability to meet its obligations under the Guarantee."

b) Amendments to the Securities Note

No amendments.

The Supplement and the documents comprising the Tripartite Base Prospectus, i.e. the Summary, the Securities Note and the Registration Document are available free of charge at the offices of Goldman Sachs International, Frankfurt Branch, Messe Turm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main and furthermore are available on the website of Goldman Sachs International at www.gs.de.

Pursuant to article 16 para. 3 of the German Securities Prospectus Act, investors who have already agreed to purchase or subscribe for securities before this Supplement has been published shall have the right, exercisable within a time period of two working days (or such longer period as may be required by a relevant jurisdiction) after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities.

Addressee of a withdrawal is Goldman Sachs International, Frankfurt Branch, MesseTurm, Friedrich-Ebert-Anlage 49, 60308 Frankfurt am Main.

Frankfurt am Main, 10 June 2013

Goldman Sachs International, Frankfurt Branch

signed by Tanja Grüner

Goldman, Sachs & Co. Wertpapier GmbH

signed by Tanja Grüner

signed by Gabriele Christ