



Final Terms No. 523 to the European Base Prospectus dated October 9, 2006,
as supplemented by Prospectus Supplement No. 1

The Goldman Sachs Group, Inc.

Euro Medium-Term Notes, Series C

MXN 1,500,000,000 Indexed Notes due 2027

(Linked to the Unidades de Inversión (UDI))

Your note will mature on January 6, 2027 (subject to postponement in the event of non-business days). On the stated maturity date, we will pay you an amount in cash equal to the final redemption amount.

The final redemption amount will be calculated by the calculation agent as the *product* of (1) the UDI-linked notional amount and (2) the UDI index level as of the observation date. The UDI-linked notional amount will equal the face amount *divided* by the initial index level, which is 3.809457. The observation date will be five business days prior to the stated maturity date. **A decrease in inflation as reported in the UDI index level from current levels will adversely affect the final redemption amount and therefore, as a result, the amount payable at maturity may be adversely affected. If an event of default occurs under your note and your note is accelerated, the amount payable in respect of your note will be equal to only 100% of the face amount of your note.**

In addition, we will pay you a coupon equal to 4.12% per annum every 182 calendar days (subject to the business day convention) on the amount in MXN equal to (1) the UDI-linked notional amount *times* (2) the UDI index level as of the relevant interest determination date, commencing on August 1, 2007 and up to and including the stated maturity date. The interest determination date for each interest period will be two business days prior to the applicable interest payment date.

Your investment in your note involves risks. In particular, assuming no changes in market conditions or other relevant factors, the value of your note on the date of these Final Terms (as determined by reference to pricing models used by Goldman Sachs) is significantly less than the original issue price. We encourage you to read "Risk Factors" on page 11 of the European base prospectus and "Additional Investment Considerations Specific to Your Note" on page S-6 so that you may better understand those risks.

Any offered notes sold by Goldman Sachs International to dealers may be resold by such dealers in negotiated transactions or otherwise at varying prices determined at the time of sale, which prices may be different from the original issue price. Goldman Sachs International will pay a commission to Ixe Casa de Bolsa S.A. de C.V., Ixe Grupo Financiero in connection with the sale and distribution of the notes. See "Additional Information About the Plan of Distribution" on page S-10.

These Final Terms should be read in conjunction with the European base prospectus, including all supplements thereto and all documents incorporated by reference therein, and you should base your investment decision on a consideration of these Final Terms and the European base prospectus, including all supplements thereto and all documents incorporated by reference therein, as a whole. Pursuant to Luxembourg law, the European base prospectus, all supplements thereto and all documents incorporated by reference therein and filed with the Commission de Surveillance du Secteur Financier, and any Final Terms will be made available by the Luxembourg Stock Exchange on its website.

The notes have not been registered under the U.S. Securities Act of 1933 (the "Securities Act") and may not be offered or sold in the United States or to U.S. persons (as those terms are defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available. See "Notice to Investors" on page S-2. These Final Terms are not for use in, and may not be delivered to or inside, the United States.

Goldman Sachs may use these Final Terms in the initial sale of the notes. In addition, Goldman Sachs International or other affiliates of The Goldman Sachs Group, Inc. may use these Final Terms in a market-making transaction in a note after its initial sale. ***Unless Goldman Sachs International or another affiliate of The Goldman Sachs Group, Inc. or their respective agents inform the purchaser otherwise in the confirmation of sale, these Final Terms are being used in a market-making transaction.***

Goldman Sachs International

Final Terms, dated January 25, 2007

NOTICE TO INVESTORS

The notes have not been registered under the U.S. Securities Act of 1933 (the “Securities Act”), as amended, and may not be offered or sold in the United States or to U.S. persons (as those terms are defined in Regulation S under the Securities Act) unless an exemption from the registration requirements of the Securities Act is available. In particular, hedging transactions involving the notes may not be conducted other than in compliance with the Securities Act. Each purchaser of a note is deemed to agree to comply with the foregoing.

Because the notes will be issued in bearer form, they may not, subject to certain exceptions, be offered, sold or delivered, directly or indirectly, in the United States of America or to, or for the account or benefit of, U.S. persons, each as defined in the applicable U.S. Treasury regulations. See “General Description of the Program — Form, Exchange, Registration and Transfer — Limitations on Issuance of Bearer Notes” in the European base prospectus.

Unless the context otherwise requires, references to “The Goldman Sachs Group, Inc.,” “we,” “our” and “us” mean only The Goldman Sachs Group, Inc. and do not include its consolidated subsidiaries. References to “Goldman Sachs” mean The Goldman Sachs Group, Inc. together with its consolidated subsidiaries, and the “Goldman Sachs Group” refers to The Goldman Sachs Group, Inc. and its consolidated subsidiaries. Also, references to the “European base prospectus” mean the European base prospectus, dated October 9, 2006, of The Goldman Sachs Group, Inc., as supplemented.

In these Final Terms, references to “holder” or “holders” mean only those who are the actual bearers of the notes and not those who only own beneficial interests in notes of which others are the bearers. The latter include those who own beneficial interests in notes issued in global — i.e., book-entry — form through Euroclear Bank S.A./N.V. as operator of the Clearstream Luxembourg, Euroclear or another depository. Owners of beneficial interests in notes issued in global form should read the section entitled “General Description of the Program — Form, Exchange, Registration and Transfer” in the European base prospectus. Also, references in these Final Terms to “you” mean those who invest in the notes, whether they are the actual bearers of the notes or only owners of beneficial interests in these notes. References to “your note” mean the notes in which you hold a direct or indirect interest.

We refer to the notes offered by these Final Terms, including your note, as the notes. The notes are part of a series of debt securities, entitled “Euro Medium-Term Notes, Series C”, that we may issue under the Fiscal Agency Agreement from time to time. The notes are also “indexed notes”, as defined in the European base prospectus. These Final Terms summarize specific financial and other terms that apply to the notes, including your note; terms that apply generally to all Series C Euro Medium-Term Notes are described under “General Description of the Program” in the European base prospectus. The terms described in these Final Terms supplement those described in the European base prospectus and, if the terms described here are inconsistent with those described there, the terms described here are controlling.

Responsibility Statement

Goldman Sachs accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of Goldman Sachs (who has taken all reasonable care to ensure that such is the case), the information contained in these Final Terms is in accordance with the facts and contains no omission likely to affect the import of such information. Where information contained in these Final Terms has been sourced from a third party, this information has been accurately reproduced.

No person has been authorized to give any information or make any representations other than those contained in these Final Terms and the European base prospectus and, if given or made, such other information or representation must not be relied upon as having been authorized. Neither these Final Terms nor the European base prospectus constitutes an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation. Neither the delivery of these Final Terms or the European base prospectus, nor any sale made hereunder or thereunder, shall, under any circumstances, create any implication that there has been no change in the affairs of The Goldman Sachs Group, Inc. since the date hereof or thereof or that the information contained herein or therein is correct as of any time subsequent to its date.

Neither the U.S. Securities and Exchange Commission (the "SEC") nor the regulatory authority of any other jurisdiction has passed upon the accuracy or adequacy of these Final Terms or the European base prospectus.

Each purchaser, each subsequent transferee and each person directing such purchaser or subsequent transferee to acquire notes, by its purchase or other acquisition of the notes, is deemed to represent and warrant (which representation and warranty will be deemed to be repeated on each date on which the notes are held by such purchaser or subsequent transferee, as the case may be), that the funds the purchaser or subsequent transferee is using to acquire and hold the notes are not the assets of an employee benefit or other plan subject to Part IV of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), a plan described in Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), an entity whose underlying assets include "plan assets" by reason of Department of Labor regulation section 2510.3-101 or otherwise, or a governmental plan that is subject to any federal, state or local law that is substantially similar to the provisions of Section 406 of ERISA or Section 4975 of the Code.

The information contained in these Final Terms has not been reviewed by the national banking and securities commission of Mexico (Comisión Nacional Bancaria y de Valores). The notes have not been registered in the Mexican National Securities Registry (Registro Nacional de Valores), and therefore they are not the subject of a public offer or being intermediated (within the meaning of the Mexican Securities Market Law) in Mexico. Any investor of Mexican nationality that purchases these notes will do so under its own responsibility.

KEY TERMS

The terms of each note being offered are as follows:

Issuer: The Goldman Sachs Group, Inc.

Face Amount: MXN 1,500,000,000

Denomination: MXN 500,000

Type of Note: Indexed note

Specified Currency: Mexican pesos ("MXN")

Trade Date: January 25, 2007

Original Issue Date (Settlement Date): January 31, 2007

ISIN Code: XS0285367396

Common Code: 028536739

Stated Maturity Date: January 6, 2027 (subject to postponement in the event of non-business days)

Original Issue Price: 100% of face amount

Net Proceeds to Issuer: 100% of face amount

Amount Payable at Maturity: An amount equal to the final redemption amount

Day Count Fraction: Act/360 (ISDA)

Interest Rate: 4.12% per annum on the amount in MXN equal to (1) the UDI-linked notional amount *times* (2) the UDI index level as of the applicable interest determination date

Interest Period: Each period from and including an interest payment date (or the original issue date, in the case of the initial interest period) to but excluding the next succeeding interest payment date (or the stated maturity date, in the case of the final interest period)

Interest Payment Dates: Every 182 calendar days, beginning August 1, 2007, to and including the stated maturity date, subject to the business day convention

Interest Determination Date: The date that is two business days prior to the relevant interest payment date

The Index: Unidades de Inversión (UDI) or any successor index; see page S-9

Index Sponsor(s): Banco de Mexico or any successor index sponsor

Final Redemption Amount: An amount in MXN equal to the *product* of (1) the UDI-linked notional amount and (2) the UDI index level as of the observation date

UDI-Linked Notional Amount: The face amount of your note *divided* by the initial index level

UDI Index Level: The official value of the index, a MXN equivalent unit of account indexed to inflation on a daily basis, as measured by the change in the Mexican National Consumer Price Index pursuant to the Decree approved by the Congress of Mexico and published in the Official Daily of the Federation on April 1, 1995, for purposes of determining the inflation-adjusted value of MXN and published by the index sponsor on its website <http://www.banxico.org.mx/> (or any successor or replacement website); provided, however, that, if for any reason the UDI index level is not determined and published by the index sponsor on the observation date, or if UDI is replaced by another inflation-indexed monetary unit that is reported, sanctioned, recognized, published, announced or adopted (or other similar action) by the relevant governmental authority and such event makes the inflation-indexed replacement monetary unit impossible to obtain, the calculation agent will determine the UDI index level, or its replacement as the case may be, for the relevant date in its sole discretion and in good faith

Initial Index Level: 3.809457

Observation Date: The date five business days prior to the stated maturity date

Redemption at the Option of the Issuer: Not redeemable

Repurchase at the Holder's Option: Not applicable

Repayment upon Event of Default: Notwithstanding anything to the contrary in the European base prospectus, if an event of default occurs and the maturity of your note is accelerated, the default amount will be equal to 100% of the face amount of your note. Under no circumstances will you receive the final redemption amount if your note is accelerated.

Business Days: Each day that is a London and New York business day (see "General Description of the Program — Features Common to All Notes — Business Days" in the European base prospectus) and a Mexico City business day

Mexico City Business Day: Each Monday, Tuesday, Wednesday, Thursday and Friday which is not a day on which banking institutions in Mexico City, Mexico generally are authorized or obligated by law, regulation or executive order to close

Business Day Convention: Following

Form of Notes: Temporary bearer global note, permanent bearer global note and bearer notes; see “General Description of the Program — Form, Exchange, Registration and Transfer” in the European base prospectus

Clearing: Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, société anonyme

Gross-up and Call in the Case of Tax Law Changes: Not applicable

Calculation Agent: Goldman Sachs International

Listing and Admission to Trading: Application has been made to the Luxembourg Stock Exchange for the notes to be admitted to trading on the Luxembourg Stock Exchange’s regulated market and to be listed on the Luxembourg Stock Exchange; see “Listing and General Information” in the European base prospectus; application has also been made to list the notes on the International Quotations System (Sistema Internacional de Cotizaciones or “SIC”) maintained by the Bolsa Mexicana de Valores, S.A. de C.V.

ADDITIONAL INVESTMENT CONSIDERATIONS SPECIFIC TO YOUR NOTE

An investment in your note is subject to risks described in the European base prospectus under “Risk Factors” and “Risk Factors — Considerations Relating to Indexed Notes” in particular and to the risks described below. Your note is a riskier investment than ordinary debt securities.

In these Final Terms, when we refer to an index, we mean the index, or any successor index, as it may be modified, replaced or adjusted from time to time as described under “General Description of the Program — Indexed Notes” in the European base prospectus. When we refer to an index sponsor as of any time, we mean the entity that determines and publishes the index, as appropriate and then in effect, including any successor sponsor.

Assuming No Changes in Market Conditions and Other Relevant Factors, the Value of Your Note on the Date of These Final Terms (As Determined by Reference to Pricing Models Used by Goldman Sachs) is Significantly Less than the Original Issue Price

The value or quoted price of your note at any time will reflect many factors and cannot be predicted. If Goldman Sachs makes a market in the notes, the price quoted by us or our affiliates for your note would reflect any changes in market conditions and other relevant factors, and the quoted price could be higher or lower than the original issue price, and may be higher or lower than the value of your note as determined by reference to pricing models used by Goldman Sachs.

If at any time a third party dealer quotes a price to purchase your note or otherwise values your note, that price may be significantly different (higher or lower) than any price quoted by Goldman Sachs. See “Risk Factors — Considerations Relating to Notes Generally — The Market Price of Any Notes We May Issue May Be Influenced by Many Unpredictable Factors and If You Buy a Note and Sell It Prior to the Stated Maturity Date, You May Receive Less Than the Face Amount of Your Note” in the European base prospectus.

Furthermore, if you sell your note, you will likely be charged a commission for secondary market transactions, or the price will likely reflect a dealer discount.

There is no assurance that Goldman Sachs or any other party will be willing to purchase your note, and in this regard Goldman Sachs is

not obligated to make a market in your note. See “Risk Factors — Considerations Relating to Notes Generally — Any Notes We May Issue May Not Have an Active Trading Market” in the European base prospectus.

The Level of Inflation in Mexico May Decrease Below the Current Level Which May Adversely Affect the Payment Amount on Your Notes

The level of inflation in Mexico may decrease below the current level and historically increasing Mexican inflation trends may not continue. As a result, the UDI index level as calculated on the observation date or the relevant interest determination date may be lower than it would have been had historical trends continued, and you may therefore receive a lower payment amount on your note and lower interest payments.

The Note is Not Principal Protected and You May Receive Less than the Face Amount of Your Note on the Stated Maturity Date

The amount payable on the stated maturity date is the final redemption amount, which is the *product* of (1) the UDI-linked notional amount and (2) the UDI index level as of the observation date. The UDI is a MXN equivalent unit of account indexed to inflation published by the index sponsor. If the UDI index as of the observation date is below the initial index level, you will receive less than the face amount.

If an Event of Default Occurs and Your Note is Accelerated, the Amount Payable in Respect of Your Note Will Be Equal Only to 100% of the Face Amount of Your Note

If an event of default occurs and your note is accelerated, you will not be entitled to receive the final redemption amount. Instead, your note will represent a claim against us for an amount equal to 100% of the face amount of your note. We refer to this amount as the default amount. This default amount may be significantly less than the final redemption amount and will bear no relationship to the performance of the index. In addition, if an event of default occurs we may not be able to pay you some or all of the default amount.

As Calculation Agent, Goldman Sachs International Will Have the Authority to Make Determinations that Will Affect the Payment Amount

As calculation agent, Goldman Sachs International will have discretion in making various determinations that affect the payment

amount, including all determinations regarding the index. For example, if the calculation agent determines that the index has been or will be rebased or modified at any time, the index as so rebased or modified will be used for purposes of determining the level of the index from the date of such rebasing or modification; provided that following an index rebasing or modification the calculation agent shall be entitled to make such adjustments to any index levels as it considers to be necessary or appropriate in its sole discretion. In addition, if the calculation agent determines in its sole discretion that the UDI index level no longer accurately reflects Mexican inflation (as currently represented by the index), the calculation agent shall be entitled to make adjustments to the index as it considers to be necessary or appropriate in its sole discretion. See “Risk Factors — Considerations Relating to Indexed Notes — As Calculation Agent, Goldman Sachs International Will Have the Authority to Make Determinations That Could Affect the Market Price of an Indexed Note, When the Note Matures and the Amount Payable at Maturity” in the European base prospectus.

ADDITIONAL TERMS SPECIFIC TO YOUR NOTE

Please note that the information about the original issue date, original issue price and net proceeds to us in these Final Terms relates only to the initial offer and sale of the notes. If you have purchased your note in a subsequent market-making transaction, information about the price and date of any such transaction will be provided in a separate confirmation of sale.

In anticipation of the sale of the notes, we and our affiliates may enter into hedging transactions as described under “United States Taxation — Hedging in Connection with Issuance of Indexed Notes” in the European base prospectus.

Any rate of return you may earn on an investment in your note may be lower than that which you could earn on a comparable investment in contracts or other index components. Depending on the tax treatment applicable to your note, tax liabilities could affect the after-tax rate of return on your note to a comparatively greater extent than the after-tax return on the contracts.

Payments on your note are economically equivalent to the amounts that would be paid on a combination of other instruments. For example, payments on your note are economically equivalent to the amounts that would be paid on a combination of an interest-

bearing bond bought, and an option sold or bought, by the holder (with an implicit option premium paid over time to or by the holder). The discussion in this paragraph does not modify or affect the terms of the notes or the U.S. income tax treatment of the notes as described under "United States Taxation" in the European base prospectus.

If the calculation agent determines that the index has been or will be rebased or modified at any time, the index as so rebased or modified will be used for purposes of determining the level of the index from the date of such rebasing or modification; provided that following an index rebasing or modification the calculation agent shall be entitled to make such adjustments to any index levels as it considers to be necessary or appropriate in its sole discretion.

In addition, if the calculation agent determines in its sole discretion that the UDI index level no longer accurately reflects Mexican inflation (as currently represented by the index), the calculation agent shall be entitled to make adjustments to the index as it considers to be necessary or appropriate in its sole discretion.

INFORMATION ABOUT THE INDEX

We have compiled all information regarding the index discussed in these Final Terms from publicly available information.

We accept responsibility as to the correct reproduction of such information, but do not accept any further or other responsibility, including any responsibility for the calculation, maintenance or publication of, or for any error, omission or disruption in, the index, and do not make any representation or give any warranty that the publicly available information about the index is accurate or complete.

The information set forth below reflects the policies of, and is subject to change by, the index sponsor. The index sponsor owns the copyright and all other rights to the index. The index sponsor does not have any obligation to continue to publish, and may discontinue publication of, the index at any time.

We do not intend to provide any post-issuance information with respect to the index described in the European base prospectus or these final terms, if not otherwise required by all applicable laws and regulations.

The UDI or Unidades de Inversión

The UDI or Unidades de Inversión is a MXN equivalent unit of account indexed to inflation on a daily basis, as measured by the change in the Mexican National Consumer Price Index pursuant to the Decree approved by the Congress of Mexico and published in the Official Daily of the Federation on April 1, 1995, for purposes of determining the inflation-adjusted value of MXN and published by the index sponsor on its website <http://www.banxico.org.mx/>. We are not incorporating this website or any material it includes by reference into these Final Terms or the European base prospectus.

The index sponsor determines, composes and calculates the UDI without regard to your note. The index sponsor has no obligation to take into account your interest, or that of anyone else having an interest, in your note in determining, composing or calculating the UDI. The index sponsor is not responsible for and has

not participated in the determination of the terms, prices or amount of your note and will not be responsible for or participate in any determination or calculation regarding the principal amount of your note payable at the stated maturity date.

The index sponsor currently publishes the UDI on the 9th and 24th day of every month for the 10 Mexico City business days following the date of initial publication.

Neither we nor any of our affiliates accepts any responsibility for the calculation, maintenance or publication of the UDI.

Historical Levels of the UDI

The tables below show the UDI index level as of December 31 for the years 1995 through 2006.

THE HISTORICAL LEVELS REFLECTED IN THE TABLES BELOW ARE BASED ON THE CRITERIA IDENTIFIED ABOVE AND ON ACTUAL UDI INDEX LEVELS ON THE RELEVANT DATE. THERE CAN BE NO ASSURANCE, HOWEVER, THAT THESE LEVELS WILL BE REPLICATED IN THE FUTURE OR THAT THE HISTORICAL LEVELS OF THE UDI WILL SERVE AS A RELIABLE INDICATOR OF ITS FUTURE LEVELS.

Year	UDI Index Level as of December 31
1995	1.33783700
1996	1.71051400
1997	2.00029400
1998	2.36200500
1999	2.67126700
2000	2.90915800
2001	3.05527300
2002	3.22577800
2003	3.35200300
2004	3.53471600
2005	3.63753200
2006	3.78895400

Source: Banco de Mexico

For January 31, 2007, the UDI index level will be 3.809457.

ADDITIONAL INFORMATION ABOUT THE PLAN OF DISTRIBUTION

We have agreed to sell to Goldman Sachs International, and Goldman Sachs International has agreed to buy from us, the aggregate face amount of the notes specified on the front cover of these Final Terms. Goldman Sachs International intends to resell the notes at the original issue price applicable to the notes to be resold in offshore transactions in reliance upon Regulation S under the Securities Act. Any notes sold by Goldman Sachs International to dealers may be resold by such dealers in negotiated transactions or otherwise, at varying prices determined at the time of sale, which prices may be different from the original issue price. In the future, Goldman Sachs International and our other affiliates may repurchase and resell the notes in market-making transactions, with resales being made at prices related to prevailing market prices at the time of resale or at negotiated prices.

The notes have not been registered under the Securities Act and may not be offered or sold in the United States or to U.S. persons (as those terms are defined in Regulation S under the Securities Act) unless an exemption from the

registration requirements of the Securities Act is available. In particular, hedging transactions involving the notes may not be conducted other than in compliance with the Securities Act. Each purchaser of a note is deemed to agree to comply with the foregoing.

Subject to certain exceptions, the notes may not be offered, sold or delivered, directly or indirectly, in the United States of America or to, or for the account or benefit of, U.S. persons, each as defined in the applicable U.S. Treasury regulations. See “General Description of the Program — Form, Exchange, Registration and Transfer — Limitations on Issuance of Bearer Notes” in the European base prospectus.

The address of Goldman Sachs International is Peterborough Court, 133 Fleet Street, London EC4A 2BB, United Kingdom.

For more information about the plan of distribution and possible market-making activities, see “Plan of Distribution” in the European base prospectus.

