

Regulator File No.

084-1100



08025801

OMB Approval

OMB Number: 3235-0084

Expires: June 30, 2009

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SECURITIES AND

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Washington, D.C. 20549

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FORM TA-1

SEC 1528

**UNIFORM FORM FOR REGISTRATION AS A TRANSFER AGENT AND FOR AMENDMENT TO REGISTRATION PURSUANT TO SECTION 17A OF THE SECURITIES AND EXCHANGE ACT OF 1934**

**GENERAL:** Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation or the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934. Read all instructions before completing this form. Please print or type all responses.

1. Appropriate regulatory agency (check one) (See General Instruction D):

Comptroller of the Currency

Board of Governors of the Federal Reserve System

Federal Deposit Insurance Corporation

Securities and Exchange Commission

2. Filing Status of this form (check one):

Registration

Amendment to Registration

3. a. Full name of registrant:

Goldman, Sachs & Co.

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Previous name, if being amended:

N/A

THOMSON  
FINANCIAL

b. Financial Industry Number Standard (FINS) number (See Special Instruction A1):

900050

c. Address of principal office where transfer agent activities are, or will be, performed (See Special Instruction A2):

(Number and Street) (City) (State) (Zip Code)  
71 S. Wacker Dr. Suite 500 Chicago, IL 60606

e. Telephone Number:  
(Include Area Code)

312-655-4400

d. Mailing address, if different from response to Question 3c.

N/A

4. Does registrant conduct, or will conduct transfer agent activities at any location other than that given in question 3c above? If "yes", provide address(es):

Yes

No

5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)? (See Special Instruction A5)

Yes

No

SEC 1528 (9-01)

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Applicant Name: Goldman, Sachs & Co.

Date: January 18, 2008



6. Has registrant, as a named transfer agent, engaged, or will it engage, a service company to perform any transfer agent functions? Yes  No

If "yes," provide the name(s) and address(es) of all service companies engaged, or that will be engaged, by the registrant to perform its transfer agent functions:

Name: \_\_\_\_\_  
Address: (Number and Street) (City) (State) (Zip Code)

Name: \_\_\_\_\_  
Address: (Number and Street) (City) (State) (Zip Code)

7. Has registrant been engaged, or will it be engaged, as a service company by a named transfer agent to perform transfer agent functions? Yes  No

If "yes," provide the name(s) and FINS number(s) of the named transfer agent(s) for which the registrant has been engaged, or will be engaged as a service company to perform transfer agent functions:

Name:	FINS Number:	Delete
_____	_____	<input type="checkbox"/>

**ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. See 18 U.S. C. 1001 and 15 U.S.C. 78ff(a)**

EXECUTION: The registrant submitting this form, and as required, the SEC supplement and Schedules A-D, And the executing official hereby represent that all the information contained herein is true, correct and complete.

Mandated signature of Official responsible for form:  
*Roger S. Begelman*  
Name of Official responsible for form:  
(First name, Middle name, Last name)  
**Roger S. Begelman**

Title:  
**Co-Chief Compliance Officer**  
Date Executed (Month/Day/Year):  
January 18, 2008

Regulator/File No.  084- 1100	<b>SEC Supplement to Form TA-1</b>	<b>OMB APPROVAL</b> OMB Number: 3235-0084 Expires: June 30, 2009 Estimated average burden hours per response.....2.0
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Completion of the SEC Supplement to Form TA-1 is required of all independent, non-issuer registrants  
Whose appropriate regulatory agency is the Securities and Exchange Commission.

Full name of registrant:  
**Goldman, Sachs & Co..**

**1. If registrant is a:**  
 Corporation – Complete Schedule A       Sole Proprietorship – Complete Schedule C  
 Partnership – Complete Schedule B       Other (specify): \_\_\_\_\_ - Complete Section C

**2. Does any person or entity not named in Schedules A, B or C:**

(a) directly or indirectly, through agreement or otherwise exercise or have the power to exercise control over the management or policies of applicant; or..... Yes  No

(If yes, state on Schedule D the exact name of each person or entity and describe the agreement or other basis through which such person or entity exercises or has the power to exercise control.)

(b) wholly or partially finance the business of applicant, directly or indirectly, in any manner other than by a public offering of securities made pursuant to the Securities Act of 1933 or by credit extended in the ordinary course of business by suppliers, banks and others?..... Yes  No

(If yes, state on Schedule D the exact name of each person or entity and describe the agreement or arrangement through which such financing is made available, including the amount thereof.)

**3. Definitions:**

**Control Affiliate:** - An individual or firm that directly or indirectly controls, is under common with, or is controlled by applicant. Included are any employees identified in Schedules A, B, C or D of this form as exercising control. Excluded are any employees who perform solely clerical, administrative support of similar functions, or who, regardless of title, perform no executive duties or have no senior policy making authority.

**Investment or investment related** - Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank, or savings and loan association).

**Involved** - Doing an act of aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

**A. In the past ten years has the applicant or a control affiliate been convicted of or plead guilty or nolo contendere (“no contest”) to:**

(1) A felony or misdemeanor involving: investment or an investment-related business, fraud, false statements or omissions, wrongful taking of property, or bribery, forgery, counterfeiting or extortion? Yes  No

(2) Any other felony?..... Yes  No

**B. Has any court in the past ten years:**

(1) Enjoyed the applicant or a control affiliate in connection with any investment-related activity?..... Yes  No

(2) Found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations? ..... Yes  No

**C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:**

(1) Found the applicant or a control affiliate to have made a false statement or omission?..... Yes  No

(2) Found the applicant or a control affiliate to have been involved in a violation of its regulations or statues?..... Yes  No

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- (3) Found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted?.....  Yes  No
- (4) Entered an order denying, suspending or revoking the applicant's or a control affiliate's registration or otherwise disciplined it by restricting its activities?.....  Yes  No

## D. Has any other Federal regulatory agency or any state regulatory agency:

- (1) ever found the applicant or a control affiliate to have made a false statement or omission or to have been dishonest, unfair, or unethical?  Yes  No
- (2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?  Yes  No
- (3) ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?  Yes  No
- (4) in the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity?  Yes  No
- (5) ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license, or prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities?  Yes  No
- (6) ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant?  Yes  No

## E. Has any self-regulatory organization or commodities exchange ever:

- (1) found the applicant or a control affiliate to have made a false statement or omission?  Yes  No
- (2) found the applicant or a control affiliate to have been involved in a violation of its rules?  Yes  No
- (3) found the applicant or a control affiliate to have been the cause of an investment-related business losing its authorization to do business?  Yes  No
- (4) Disciplined the applicant or a control affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities?  Yes  No

F. Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or a control affiliate related to investments or fraud?  Yes  NoG. Is the applicant or a control affiliate now the subject of any proceeding that could result in a yes answer to parts A-F of this item?  Yes  NoH. Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate?  Yes  NoI. Does the applicant or a control affiliate have any unsatisfied judgments or liens against it?  Yes  No

**4. For each yes to Item 3, provide on Schedule D the following details of any court or regulatory action:**

- The individuals named in the action
  - The title and date of the action
  - The court or body taking the action and its location
- A description of the proceeding

File Number 084-1100	<b>Schedule A of SEC Supplement to Form TA-1 For Corporate Registrants</b>	
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This form requests information on corporate registrants.

1. Please complete appropriate columns for:
  - A. each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, and persons with similar status or functions and
  - B. each other person who is, directly or indirectly the beneficial owner of 5% or more of any class of equity security of registrant.
2. Check "Control Person" column if person has "control". Control is defined as:  
Control - the power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or firm that is a director, partner or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
3. Ownership codes are:  
 NA - 0 - 5%      B - 10% up to 25%      D - 50% - 75%  
 A - 5% - 10%      C - 25% up to 50%      E - 75% - 100%

<b>ADD</b>	Section for Initial Registration and for Amendments Reporting Additional Persons.
------------	---

Full Name	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person
Last    First    Middle					

<b>AMEND</b>	Section for amendments reporting changes in the title, status or ownership code of previously reported persons.
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<b>DELETE</b>	Section for amendments to report deletion of previously reported persons.
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		Ending		

File Number 084-1100	<b>Schedule B of SEC Supplement to Form TA-1 For Partnership Registrants</b>	
Date: Mo/Day/Yr 1/18/2008	Full Name of Registrant: <b>Goldman, Sachs &amp; Co.</b>	

This form requests information on partnership registrants.

1. Please complete for all general partners and list all limited and special partners who have contributed 5% or more of the partnership's capital.
2. For each partner, complete appropriate columns below.
3. Check "Control Person" column if person has "control." Control is defined as:  
Control: The power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or firm that is a director, partner or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
4. Ownership codes are:  

NA - 0 - 5%	B - 10% up to 25%	D - 50% - 75%
A - 5% - 10%	C - 25% up to 50%	E - 75% - 100%

<b>ADD</b>	<b>Section for Initial Registration and for Amendments Reporting Additional Persons.</b>
------------	--

Full Name	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person
Last    First    Middle					

<b>AMEND</b>	<b>Section for amendments reporting changes in the title, status or ownership code of previously reported persons.</b>
--------------	--


<b>DELETE</b>	<b>Section for amendments to report deletion of previously reported persons.</b>			
				Ending



File Number	<b>Schedule D of SEC Supplement to Form TA-1</b>	
084-1100		
Date: Mo/Day/Yr 1/18/2008	Full Name of Registrant: <b>Goldman, Sachs &amp; Co.</b>	

Use this Schedule to report details of affirmative responses to questions contained in the SEC Supplement.

Item on Form (Identify)	Answer
3E(2)	<p>Macquarie-IMM Investment Management Co., LTD. ("MIM") was purchased by Goldman Sachs Asset Management, L.P. ("GSAM") on September 28, 2007 and renamed Goldman Sachs Asset Management Korea Co., LTD. ("GSAMK").</p> <p>The Financial Supervisory Commission of Korea ("FSC") alleged that during the period February 2007 through May 2007 (prior to its acquisition by GSAM), MIM violated articles 96 and 97 of The Indirect Investment Asset Management Business Act and Article 85 of The Enforcement Decree of The Indirect Investment Asset Management Business Act. The alleged violations arose from certain accounting errors which were discovered and corrected by MIM (including reimbursements to investors and managed funds when warranted), that resulted in the miscalculation of net asset values of certain funds advised by MIM. GSAMK was issued an institutional warning, required to review certain internal controls relating to the calculation of net asset value to ensure no repeat violation and to take certain action (in the form of a 3-month salary reduction) against two employees and the dismissal of one employee who had previously resigned. GSAMK was required to report to the Financial Supervisory Service the results of its compliance by the end of December 2007. GSAMK amended its internal controls with regard to calculating net asset value and implemented the other requirements of the institutional warning.</p>



**Asset  
Management**

Goldman, Sachs & Co. | 71 S. Wacker | Chicago, Illinois 60606  
Tel: 800-621-2550

Shareholder Services  
Asset Management Division

December 19, 2007

VIA OVERNIGHT DELIVERY

Mr. Jerry Carpenter  
United States Securities and Exchange Commission  
Division of Market Regulation  
100 F Street NE  
Mail Stop 6628  
Washington, DC 20549

RE: Form TA-1 and Form TA-2: Requests for Continuing Exemptive Relief

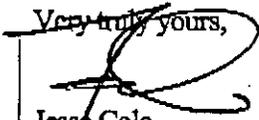
Dear Mr. Carpenter:

In accordance with the enclosed request from Goldman, Sachs & Co. for exemptive relief as provided for in Rule 202 of Regulation S-T dated May 21, 2007 ("May 21 Letter"), and the subsequent response from the Division of Market Regulation of the Securities and Exchange Commission (the "Division") dated June 11, 2007 granting the exemptive relief as provided for in Rule 202 of Regulation S-T, we hereby respectfully request a continuance of the full exemptive relief provided by the Division, pursuant to delegated authority.

The conditions giving rise to the relief requested in the May 21 Letter and in conversations with Ms. Catherine Moore of the Division have not changed in any material way. We are prepared to timely file a manually signed original and two conformed copies of Goldman, Sachs & Co.'s report on Form TA-2 for the year ending December 31, 2007.

Please direct any questions or other correspondence relating to this filing and the foregoing requests for exemption to the attention of the undersigned and the persons cc'ed below.

Very truly yours,



Jesse Cole  
Managing Director

Enclosure

cc: Kevin Treanor  
Pamela Root  
Norman Feit  
Peter Bonanno  
Andrea DeMar



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
MARKET REGULATION

June 11, 2007

Ms. Jesse Cole  
Managing Director  
Goldman Sachs & Co.  
Goldman Sachs Asset Management  
71 S. Wacker  
Chicago, Illinois 60606

Re: Goldman, Sachs & Co. [File No. 084-0110]  
Incoming letter dated May 21, 2007

Dear Ms. Cole:

This letter is to inform you that your written request for a continuing hardship exemption, as provided for in Rule 202 of Regulation S-T, for Form TA-2 has been granted. The paper form you submitted has been received.

This continuing hardship exemption is effective through December 31, 2007. In the event you need to submit additional transfer agent forms (i.e., Forms TA-1, TA-2, or TA-W) or amendments thereto for Goldman, Sachs & Co., prior to December 31, 2007, you may send paper forms to my attention at the following address:

Securities and Exchange Commission  
Division of Market Regulation  
Attn: Jerry W. Carpenter  
100 F Street NE  
Mail Stop 6628  
Washington, DC 20549

Include the following notation at the top of any paper form submitted, "In accordance with Rule 202 of Regulation S-T, this (specify form) is being filed in paper pursuant to a continuing hardship exemption" and also include a copy of this letter.

Any transfer agent form filed for Goldman, Sachs & Co., after December 31, 2007, must be filed electronically on EDGAR unless you apply for and receive another continuing hardship exemption.

Sincerely,

Erik R. Sitti  
Director  
Division of Market Regulation



**Asset  
Management**

Goldman, Sachs & Co. | 71 S. Wacker | Chicago, Illinois 60606  
Tel: 800-621-2550

Shareholder Services  
Asset Management Division

May 21, 2007

VIA OVERNIGHT DELIVERY

Mr. Jerry Carpenter  
United States Securities and Exchange Commission  
Division of Market Regulation  
100 F Street NE  
Mall Stop 6628  
Washington, DC 20549

RE: Form TA-1 and Form TA-2; Requests for Exemptive Relief

Dear Mr. Carpenter:

Enclosed for filing pursuant to Rule 17Ac2-2 under the Securities Exchange Act of 1934, as amended, are one manually signed original and two conformed copies of Goldman, Sachs & Co.'s report on Form TA-2 for the year ended December 31, 2006. Rule 17Ac2-2(a) requires that reports on Form TA-2 be filed no later than March 31 of each year, and Rule 17Ac2-2(c), as amended by Release No. 34-54864 (the "Release"), requires that reports on Form TA-2 be filed electronically in the Commission's EDGAR system. However, in connection with the amendments effected by the Release, the Commission has extended the filing date for reports for the year ended December 31, 2006 until May 31, 2007. Furthermore, following conversations with Ms. Catherine Moore of the Division of Market Regulation (the "Division") regarding the appropriate form of response to Item 10 of Form TA-1, we have been informed by Ms. Moore that the Division is prepared to grant an exemption from the EDGAR filing requirement to Goldman, Sachs & Co. Accordingly, we hereby respectfully request that the Division, pursuant to delegated authority, grant an exemption to Goldman, Sachs & Co. from the requirement that its Form TA-2 for the calendar year ended December 31, 2006 be filed via EDGAR.

Rule 17Ac2-2(c), as amended by the Release, also requires that a registered transfer agent file an amendment to its Form TA-1 via EDGAR before making its initial filing of Form TA-2 via EDGAR. We understand from Ms. Moore that, for the reasons noted above regarding the appropriate form of response to Item 10 of Form TA-1, the Division is also prepared to grant an exemption from the requirement that Goldman, Sachs & Co. file an amendment (whether in paper or via EDGAR) to its Form TA-1 prior to the filing of the enclosed Form TA-2. Accordingly, we hereby respectfully request that the Division, pursuant to delegated

authority, grant an exemption to Goldman, Sachs & Co. from the requirement that its Form TA-1 be amended or re-filed, either in paper format or via EDGAR, prior to the filing of its Form TA-2 for the calendar year ended December 31, 2006.

Please direct any questions or other correspondence relating to this filing and the foregoing requests for exemption to the attention of the undersigned and the persons cc'ed below.

Very truly yours,

Jesse Cole  
Managing Director

Enclosure

cc: Kevin Treanor  
Pamela Root  
Norman Felt  
Peter Bonanno  
Andrea DeMar

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SEC / MR

Goldman  
Sachs

January 18, 2008

VIA FEDERAL EXPRESS

Securities and Exchange Commission  
Division of Market Regulation  
Attn: Jerry W. Carpenter  
100 F Street NE  
Mail Stop 6628  
Washington, D.C. 20549

RECEIVED  
2008 JAN 23 AM 6:49  
SEC / MR

Re: Goldman Sachs Asset Management Korea Co., Ltd.

Dear Mr. Carpenter:

In accordance with the enclosed request from Goldman, Sachs & Co. for exemptive relief as provided for in Rule 202 of Regulation S-T dated May 21, 2007, and the subsequent response from the Division of Market Regulation of the Securities and Exchange Commission (the "Division") dated June 11, 2007 granting the exemptive relief as provided for in Rule 202 of Regulation S-T, we hereby respectfully submit a signed copy of Form TA-1, together with three copies of same, pursuant to the continuing hardship exemption granted by the Division.

For the Division's reference, we also respectfully submit a copy of a request from Goldman, Sachs & Co. dated December 19, 2007 for a continuance of such exemptive relief.

If you require any additional information, please contact the undersigned.

Sincerely,



Kevin Treanor  
Vice President

Enclosure

cc: Deborah Farrell

END