

Regulator File No.

084-1100

SECUR



08025876

Washington, D.C. 20549

MISSION

OMB Approval

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FORM TA-1

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.

Previous name, if being amended:
 N/A

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

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

e. Telephone Number:
 (Include Area Code)
312-655-4400

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

SECURITIES AND EXCHANGE COMMISSION RECEIVED JAN 11 2008 BRANCH OF REGISTRATIONS AND EXAMINATIONS 03

PROCESSED JAN 17 2008 THOMSON FINANCIAL

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.

Form TA-1

Applicant Name: Goldman, Sachs & Co.



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Date: January 9, 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:

Delete

Name: FINS Number:

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.

Manual signature of Official responsible for form:

Title:
Co-Chief Compliance Officer

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

Date Executed (Month/Day/Year):
January 9, 2008

(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 No

G. 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 No

H. Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate? Yes No

I. 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	Schedule A of SEC Supplement to Form TA-1 For Corporate Registrants	
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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%

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.
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Full Name	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person
Last First Middle					

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

File Number 084-1100	Schedule B of SEC Supplement to Form TA-1 For Partnership Registrants	
Date: Mo/Day/Yr 1/9/2008	Full Name of Registrant: Goldman, Sachs & Co.	

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%

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.
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Full Name	Social Security Number	Date of Relationship (beginning)	Title or Status	Ownership Code	Control Person

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

File Number 084-1100	Schedule C of SEC Supplement to Form TA-1 For Partnership Registrants	
Date: Mo/Day/Yr 1/9/2008	Full Name of Registrant: Goldman, Sachs & Co.	

This form requests information on applicants other than partnerships and corporations.

1. Please complete for any person, including a trustee, who directs, manages, or participates in directing or managing the affairs of registrant.
2. Give each listed person's title or status and describe the nature of his authority and his beneficial interest in applicant.

ADD	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					

AMEND	Section for amendments reporting changes in the title, status or ownership code of previously reported persons.						

DELETE	Section for amendments to report deletion of previously reported persons.					
				Ending		

File Number	Schedule D of SEC Supplement to Form TA-1	
084-1100		
Date: Mo/Day/Yr 1/9/2008	Full Name of Registrant: Goldman, Sachs & Co.	

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

Item on Form (Identify)	Answer
3E(2)	<p>NYSE Arca alleged that on October 22, 2004, Goldman Sachs Execution & Clearing, L.P. ("GSEC"), a control affiliate of the applicant, violated NYSE Arca Equities Rule 6.18(a) in that GSEC failed to adequately supervise its associated persons and business operations in a manner reasonably designed to assure compliance with NYSE Arca Equities Rule 7.38(c)(3). NYSE Arca alleged that a customer of a foreign affiliate of GSEC used GSEC's electronic order entry and routing system to enter 82 odd lot orders of 50 shares each in potential violation of NYSE Arca Equities Rule 7.38(c)(3). Without admitting or denying the allegations, GSEC consented to a censure, and on December 11, 2007, paid a fine in the amount of \$105,000 to settle NYSE Arca File No. 06-AE-16.</p>
3E(2)	<p>The Chicago Mercantile Exchange ("CME") alleged that on trade date October 3, 2007, Goldman Sachs Execution & Clearing, L.P. ("GSEC"), a control affiliate of the applicant, violated Rule 536.D of the CME by exceeding the pick-up percentage for sequenced cards. Rule 536.D deems any CME clearing firm whose sequenced card pick-up exception percentage is 20% or greater to be in violation. The CME fined GSEC \$5,000 for alleged violation of Rule 536.D on trade date October 3, 2007. GSEC paid the fine on November 29, 2007 to settle CME File No. 07-02226-CTRA.</p>
3E(2)	<p>The Financial Industry Regulatory Authority ("FINRA") alleged that on October 24, 2006, Goldman Sachs Execution & Clearing, L.P. ("GSEC"), a control affiliate of the applicant, violated NASD marketplace Rule 6955 by reporting to OATS 35 execution reports that contained inaccurate, incomplete, or improperly formatted data. Without admitting or denying the allegations, through the submission of a letter of acceptance, waiver and consent ("AWC"), GSEC consented to a censure and payment of a fine. The AWC was accepted by FINRA on November 9, 2007 and on November 26, 2007, GSEC paid a fine in the amount of \$15,000 to settle FINRA File No. 20060068246-01.</p>
3E(2)	<p>In connection with an industry-wide settlement relating to prospectus delivery issues, the NYSE alleged that Goldman, Sachs & Co. ("GS") failed to (i) send product descriptions to certain customers that purchased exchange traded funds in violation of NYSE Rules 1100(b) and 342(a) (failure to supervise), and (ii) deliver prospectuses in connection with certain customer purchases of asset backed securities, certain Goldman Sachs Asset Management, L.P. funds, and certain corporate debt and equity securities in violation of NYSE Rules 401(a) and 342(a). Without admitting or denying the allegation, GS consented to a censure and an undertaking in connection with which GS was required, within 90 days, to provide NYSE enforcement with written certification that GS current policies and procedures, including written supervisory and operational policies and procedures regarding the delivery of prospectuses and product descriptions, were reasonably designed to ensure compliance with federal securities laws and NYSE rules applicable to the delivery of prospectuses and product descriptions. On October 02, 2007, GS paid a monetary penalty in the amount of \$375,000 to settle NYSE File No. 07-117. The matter has been resolved pursuant to an industry-wide settlement.</p>

3E(2)

The Chicago Board Options Exchange ("CBOE") alleged that during the period November 2005 through March 2006, SLK-Hull Derivatives LLC ("SHD"), a former control affiliate of the applicant, violated exchange Rule 6.13(b)(i)(c)(iii) by entering certain hybrid "M" orders on the same side of the market in violation of the five (5) second time limitation for submitting orders on behalf of the same market maker or account of the same beneficial owners. Without admitting or denying the allegations, SHD consented to a stipulation of facts and findings and sanction requiring a censure and payment of a monetary penalty which was accepted by the CBOE on August 7, 2007. On August 21, 2007, SHD paid a monetary penalty in the amount of \$15,000. Please note that SHD (CRD No. 46735), filed Form BDW on March 30, 2007 and was merged with and into Goldman, Sachs & Co. (CRD No. 361) to settle CBOE File No. 07-0054.

3E(2)

The NASD alleged that Goldman, Sachs & Co. ("GS") violated the following NASD rules: conduct Rule 2860(b)(3) by exceeding option contract position limits on four (4) occasions; conduct Rule 2860(b)(5) by failing to timely report large option positions with the NASD on seven (7) trading days; marketplace Rule 5430 for improperly double reporting trades from October 5, 2005 through January 4, 2006; and marketplace Rule 6130(b) by failing to accept or decline within twenty minutes 1,812 transactions in the trade reporting facility and the over-the-counter reporting facility from May 1, 2006 through August 31, 2006. GS submitted a letter of acceptance, waiver and consent which was accepted by the NASD on July 11, 2007. Without admitting or denying the allegations, GS agreed to a censure and paid a civil money penalty of \$40,000 on July 26, 2007 to settle NASD File No. 20350027552-01.

END