

In accordance with Rule 202 of Regulation S-T, this TA2 is being filed in paper pursuant to a continuing hardship exemption.



09042810

File Number:	
084	- 01100
For the reporting period ended December 31,	
	2008

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

OMB Approval	
OMB Number:	3235-0337
Expires:	September 30, 2009
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Estimated average burden hours per intermediate response...	1.50
Estimated average burden hours per minimum response.....	.50

FORM TA-2 @

FORM FOR REPORTING ACTIVITIES OF TRANSFER AGENTS REGISTERED PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF 1934

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

Form Version: 1.0.0

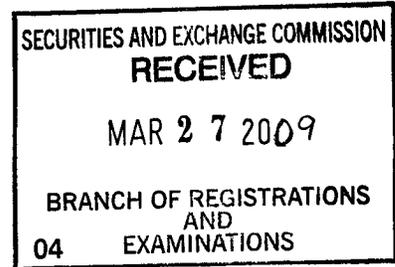
Check to show blank form for printing

1(a). Filer CIK: 0000734700 1(b). Filer CCC:

1(c). Live/Test Filing? Live Test

1(d). Return Copy Yes

1(e). Is this filing an amendment to a previous filing? Yes



The registrant may provide a single e-mail address for contact purposes.

1(f)(i). Contact Name: Jesse Cole 1(f)(ii). Contact Phone Number: 312-655-4462 1(f)(iii). Contact E-mail Address: jesse.cole@gs.com

The registrant may provide additional e-mail addresses for those persons the filer would like to receive notification e-mails regarding the filing.

1(g). Notification E-mail Address: jackie.sinker@gs.com

SEC 2113 (12-06)

Persons who 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.

mk

1(h). Full Name of Registrant as stated in Question 3 of Form TA-1:

Goldman, Sachs & Co.

2(a). During the reporting period, has the Registrant engaged a service company to perform any of its transfer agent functions?

All

Some

None

2(b). If the answer to subsection (a) is all or some, provide the name(s) and transfer agent file number(s) of all service company(ies) engaged:

Name of Transfer Agent(s):	File Number:
Boston Financial Data Services, Inc.	084 - 00896
DST Systems, Inc.	084 - 00448
State Street Bank & Trust Co.	085 - 05003
National Financial Data Services, Inc.	084 - 01078
	-

2(c). During the reporting period, has the Registrant been engaged as a service company by a named transfer agent to perform transfer agent functions?

Yes

No

2(d). If the answer to subsection (c) is yes, provide the name(s) and file number(s) of the named transfer agent(s) for which the Registrant has been engaged as a service company to perform transfer agent functions:

Name of Transfer Agent(s):	File Number:
	-
	-
	-
	-
	-

3(a). Registrant's appropriate regulatory agency (ARA):

SEC

3(b). During the reporting period, has the Registrant amended Form TA-1 within 60 calendar days following the date on which information reported therein became inaccurate, incomplete, or misleading?

Yes, filed amendment(s)

- No, failed to file amendment(s)
- Not applicable

3(c). If the answer to subsection (b) is no, provide an explanation:

If the response to any of questions 4-11 below is none or zero, enter "0."

4(a). Number of items received for transfer during the reporting period: 144,744

4(b). Number of individual securityholder accounts for which the TA maintained master securityholder files: 784,170

5(a). Total number of individual securityholder accounts, including accounts in the Direct Registration System (DRS), dividend reinvestment plans and/or direct purchase plans as of December 31: 784,170

5(b). Number of individual securityholder dividend reinvestment plan and/or direct purchase plan accounts as of December 31: 740,428

5(c). Number of individual securityholder DRS accounts as of December 31: 0

5(d). Approximate percentage of individual securityholder accounts from subsection (a) in the following categories as of December 31:

5(d)(i) Corporate Equity Securities	5(d)(ii) Corporate Debt Securities	5(d)(iii) Open-End Investment Company Securities	5(d)(iv) Limited Partnership Securities	5(d)(v) Municipal Debt Securities	5(d)(vi) Other Securities
		100			

6. Number of securities issues for which Registrant acted in the following capacities, as of December 31:

	Corporate Securities		Open-End Investment Company Securities	Limited Partnership Securities	Municipal Debt Securities	Other Securities
	Equity	Debt				
6(a). Receives items for transfer and maintains the master securityholder files:	6(a)(i)	6(a)(ii)	6(a)(iii)	6(a)(iv)	6(a)(v)	6(a)(vi)
	0	0	465	0	0	0

6(b). Receives items for transfer but does not maintain the master securityholder files:	6(b)(i) 0	6(b)(ii) 0	6(b)(iii) 0	6(b)(iv) 0	6(b)(v) 0	6(b)(vi) 0
6(c). Does not receive items for transfer but maintains the master securityholder files:	6(c)(i) 0	6(c)(ii) 0	6(c)(iii) 0	6(c)(iv) 0	6(c)(v) 0	6(c)(vi) 0

7. Scope of certain additional types of activities performed:

7(a). Number of issues for which dividend reinvestment plan and/or direct purchase plan services were provided, as of December 31:	447
7(b). Number of issues for which DRS services were provided, as of December 31:	0
7(c). Dividend disbursement and interest paying agent activities conducted during the reporting period:	
7(c)(i). number of issues	400
7(c)(ii). amount (in dollars)	\$6,237,069,828.61

8(a). Number and aggregate market value of securities aged record differences, existing for more than 30 days, as of December 31:

	Prior Transfer Agent(s) (If applicable)	Current Transfer Agent
8(a)(i). Number of issues	0	0
8(a)(ii). Market value (in dollars)	0	0

8(b). Number of quarterly reports regarding buy-ins filed by the registrant with its ARA (including the SEC) during the reporting period pursuant to Rule 17Ad-11(c)(2) of the Act: 0

8(c). During the reporting period, did the Registrant file all quarterly reports regarding buy-ins with its ARA (including the SEC) required by Rule 17Ad-11(c)(2) of the Act?

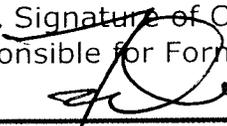
- Yes
 No
 Not Applicable

8(d). If the answers to subsection (c) is no, provide an explanation for each failure

11(b). Number of lost securityholder accounts that have been remitted to states during the reporting period:

106

The Registrant submitting this Form, and the person signing the **SIGNATURE**: Form, hereby represent that all the information contained in the Form is true, correct, and complete.

12(a). Signature of Official responsible for Form: 	12(b). Telephone Number: 312-655-4462
12(c). Title of Signing Officer: Managing Director	12(d). Date Signed (Month/Day/Year): 3/25/09

13. Related Documents/Attachments

13(a). File Name:

- 13(b). Type of Attachment:
- COVER
 - CORRESP
 - GRAPHIC

13(c). Type of Attachment
Additional Description:

13(d). Attachment Description:

13(e). File: