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For the reporting period ended December 31, 2010

OMB Approval

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

SECURITIES AND EXCHANGE COMMISSION
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 03

**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

SECURITIES AND EXCHANGE COMMISSION
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 MAY 22 2011
 REGISTRATIONS BRANCH
 03

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: kerrydaniels@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.

5/26/11

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)



DIVISION OF TRADING AND MARKETS

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

January 7, 2011

Ms. Kerry Daniels Vice President Goldman Sachs & Co. 71 S. Wacker Chicago, IL 60606

Re: Goldman Sachs & Co. (File No. 84-01100) Incoming letter dated October 18, 2011

Dear Ms. Daniels.

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 Forms TA-2 and TA-W has been granted.

This continuing hardship exemption is effective through December 31, 2011. 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, 2011, you may send paper forms to my attention at the following address:

Securities and Exchange Commission Division of Trading and Markets Attn: Jeffrey S. Mooney 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, 2011, must be filed electronically on EDGAR unless you apply for and receive another continuing hardship exemption.

Sincerely,

Handwritten signature of Jeffrey S. Mooney

Jeffrey S. Mooney Assistant Director Division of Trading and Markets

- 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: 104,138

4(b). Number of individual securityholder accounts for which the TA maintained master securityholder files: 674,703

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: 674,703

5(b). Number of individual securityholder dividend reinvestment plan and/or direct purchase plan accounts as of December 31: 565,007

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	493	0	0	0

6(b). Receives items for transfer but does not maintain the master securityholder files:	6(b)(i)	6(b)(ii)	6(b)(iii)	6(b)(iv)	6(b)(v)	6(b)(vi)
	0	0	0	0	0	0
6(c). Does not receive items for transfer but maintains the master securityholder files:	6(c)(i)	6(c)(ii)	6(c)(iii)	6(c)(iv)	6(c)(v)	6(c)(vi)
	0	0	0	0	0	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:	464
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	438
7(c)(ii). amount (in dollars)	\$1,896,659,626.23

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
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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

to file:

—

9(a). During the reporting period, has the Registrant always been in compliance with the turnaround time for routine items as set forth in Rule 17Ad-2 of the Act?

Yes

No

Not Applicable

If the answer to subsection (a) is no, complete subsections (i) through (ii).

9(a)(i). Provide the number of months during the reporting period in which the Registrant was not in compliance with the turnaround time for routine items according to Rule 17Ad-2 of the Act:

n/a

9(a)(ii). Provide the number of written notices Registrant filed during the reporting period with the SEC and with its ARA that reported its noncompliance with turnaround time for routine items according to Rule 17Ad-2 of the Act:

n/a

10. Number of open-end investment company securities purchases and redemptions (transactions) excluding dividend, interest and distribution postings, and address changes processed during the reporting period:

10(a). Total number of transactions processed:

6,550,953

10(b). Number of transactions processed on a date other than date of receipt of order (as ofs):

8,399

11(a). During the reporting period, provide the date of all database searches conducted for lost securityholder accounts listed on the transfer agent's master securityholder files, the number of lost securityholder accounts for which a database search has been conducted, and the number of lost securityholder accounts for which a different address has been obtained as a result of a database search:

11(a)(i) Date of Database Search	11(a)(ii) Number of Lost Securityholder Accounts Submitted for Database Search	11(a)(iii) Addresses Obtained from Database Search
3-31-2010	561	460
6-30-2010	732	609
9-30-2010	1102	906
12-31-2010	769	642

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

63

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: <i>Keith Daniels</i>	12(b). Telephone Number: <i>312-655-4451</i>
12(c). Title of Signing Officer: <i>Vice President</i>	12(d). Date Signed (Month/Day/Year): <i>3-21-2011</i>

13. Related Documents/Attachments

13(a). File Name:	
13(b). Type of Attachment:	<input type="radio"/> COVER <input type="radio"/> CORRESP <input type="radio"/> GRAPHIC
13(c). Type of Attachment Additional Description:	
13(d). Attachment Description:	
13(e). File:	