

Regulator File No.  
84-01100



11020607

S-T, this amendment to Form TA-1  
continuing hardship exemption.

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

OMB Approval  
OMB Number: 3235-0084  
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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

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

Registration       Amendment to Registration

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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**

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

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

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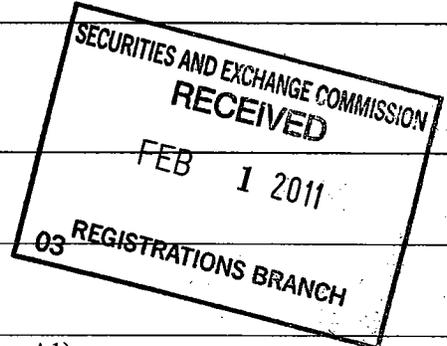
4. Does registrant conduct, or will conduct transfer agent activities at any location other than that given in question 3c above? If "yes", provide address(es):

Yes      No  
     

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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)

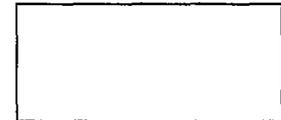
Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5/26/11

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Applicant Name: Goldman, Sachs & Co.

Date: January 27, 2011



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:

**Chief Compliance Officer**

Name of Official responsible for form:  
(First name, Middle name, Last name)

Date Executed (Month/Day/Year):  
January 27, 2011

**Robert Allan Mass**

Regulator/File No.  84-01100	<b>SEC Supplement to Form TA-1</b>	<b>OMB APPROVAL</b> OMB Number: 3235-0084 Expires: April 30, 2012 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) Enjoined 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 statutes?..... 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  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



File Number	<b>Schedule B of SEC Supplement to Form TA-1 For Partnership Registrants</b>	
84-01100		
Date: Mo/Day/Yr 1/27/2011	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%

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.						



File Number	<b>Schedule D of SEC Supplement to Form TA-1</b>	
84-01100		
Date: Mo/Day/Yr 1/27/2011	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
3D(1); 3D(2)	<p>Iowa Insurance Division, Docket No. 67953</p> <p>Various state regulators, including the Iowa Insurance Division, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs &amp; Co. (the "Firm") entered into an Administrative Consent Order with the Iowa Insurance Division on December 2, 2010, in which: (i) the Iowa Insurance Division alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$53,181.86 to the Iowa Insurance Division, which amount was paid on December 10, 2010.</p>
3D(1); 3D(2)	<p>Oregon Department of Business and Consumer Services, File No. S-10-0009</p> <p>Various state regulators, including the Oregon Department of Business and Consumer Services, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs &amp; Co. (the "Firm") entered into an Order to Cease and Desist, Order for Assessing Civil Penalty, and Consent to Entry of Order with the Oregon Department of Business and Consumer Services on December 6, 2010, in which: (i) the Oregon Department of Business and Consumer Services alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$80,863.23 to the Oregon Department of Business and Consumer Services, which amount was paid on December 10, 2010.</p>

3D(1); 3D(2)

Connecticut Department of Banking, Docket No. CO-10-7842-S

Various state regulators, including the Connecticut Department of Banking, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Order with the Connecticut Department of Banking on December 17, 2010, in which: (i) the Connecticut Department of Banking alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$1,014,903.35 to the Connecticut Department of Banking, which amount was paid on December 23, 2010.

3D(1); 3D(2)

Arkansas Securities Commissioner, Order No. S-09-024-10-OR14

Various state regulators, including the Arkansas Securities Commissioner, conducted an industry-wide, joint investigation into the marketing and sale of auction rate securities ("ARS"). Without admitting or denying the allegations, Goldman, Sachs & Co. (the "Firm") entered into a Consent Order with the Arkansas Securities Commissioner on December 28, 2010, in which: (i) the Arkansas Securities Commissioner alleged that the Firm engaged in unethical practices in the offer and sale of ARS and failed adequately to supervise certain of its salespeople in connection with the marketing and sale of ARS, and (ii) the Firm agreed, as part of a global settlement with state regulators, to offer to repurchase ARS from certain eligible retail investors, charities and small businesses who purchased ARS from the Firm; participate in industry-wide consequential damages arbitration process; refund certain municipal issuers refinancing fees paid to the Firm for refinancing or conversion of certain ARS; endeavor to work with issuers and other interested parties to expeditiously provide liquidity solutions for institutional investors and pay a total monetary penalty in the amount of \$22.5 million, including \$78,556.45 to the Arkansas Securities Commissioner, which amount was paid on January 6, 2011.