

Regulator File No.

84-01100

In accordance with Rule 202 of Regulation S-T, this amendment to Form TA-1 is being filed in paper pursuant to a continuing hardship exemption.

OMB Approval

OMB Number: 3235-0084

Expires: April 30, 2012

Estimated average burden hours per response.....1.5



12061134

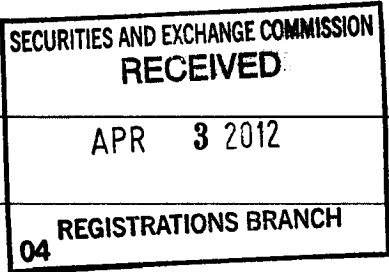
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM TA-1 / A

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):	
<input type="checkbox"/> Comptroller of the Currency	<input type="checkbox"/> Board of Governors of the Federal Reserve System
<input type="checkbox"/> Federal Deposit Insurance Corporation	<input checked="" type="checkbox"/> Securities and Exchange Commission
2. Filing Status of this form (check one):	
<input type="checkbox"/> Registration	<input checked="" type="checkbox"/> 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	
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 <input type="checkbox"/>	No <input type="checkbox"/>
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 <input type="checkbox"/>	No <input type="checkbox"/>



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.

Page 2

Date: March 30, 2012



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: _____

Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

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:
Elizabeth J. Ford

Title:
Chief Compliance Officer

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

Date Executed (Month/Day/Year):
March 30, 2012

Elizabeth Janelle Ford

Regulator/File No. 84-01100	SEC Supplement to Form TA-1	OMB APPROVAL OMB Number: 3235-0084 Expires: April 30, 2012 Estimated average burden hours per response.....2.0
------------------------------------	------------------------------------	--

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: <input type="checkbox"/> Corporation – Complete Schedule A <input type="checkbox"/> Sole Proprietorship – Complete Schedule C <input type="checkbox"/> Partnership – Complete Schedule B <input type="checkbox"/> 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 <input type="checkbox"/> <input type="checkbox"/> (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 <input type="checkbox"/> <input type="checkbox"/> (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 <input type="checkbox"/> <input type="checkbox"/> (2) Any other felony?..... Yes No <input type="checkbox"/> <input type="checkbox"/> 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 <input type="checkbox"/> <input type="checkbox"/> (2) Found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations? Yes No <input type="checkbox"/> <input type="checkbox"/> 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 <input type="checkbox"/> <input type="checkbox"/> (2) Found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?..... Yes No <input checked="" type="checkbox"/> <input type="checkbox"/>
--

Regulator/File No.

84-01100

Supplement to Form TA-1
Page 2

- (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 84-01100	Schedule A of SEC Supplement to Form TA-1 For Corporate Registrants	
-------------------------	--	--

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.
------------	---

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 B of SEC Supplement to Form TA-1 For Partnership Registrants	
84-01100		
Date: Mo/Day/Yr 3/30/2012	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.
-----	---

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.
-------	---

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

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

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

File Number 84-01100	Schedule C of SEC Supplement to Form TA-1 For Partnership Registrants	
Date: Mo/Day/Yr 3/30/2012	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 Last First Middle			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.						
DELETE			Section for amendments to report deletion of previously reported persons.				
			Ending				

File Number	Schedule D of SEC Supplement to Form TA-1	
84-01100		
Date: Mo/Day/Yr 3/30/2012	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>CME File No. 10-07468</p> <p>In a routine examination of Goldman, Sachs & Co. (the "Firm"), CME Group Market Regulation ("CME") made findings that, from July 12, 2010 through August 26, 2010, certain Firm trading documents contained at least one data entry error, in alleged violation of Chicago Mercantile Exchange Inc. Rule 536.F. On November 8, 2010, CME fined the Firm \$2,500 for alleged violations of Rule 536.F, and on November 8, 2010, the Firm submitted a wire in payment of the fine.</p>
3E(2)	<p>CME File No. 10-05212</p> <p>In a routine examination of Goldman, Sachs & Co. (the "Firm"), CME Group Market Regulation ("CME") made findings that, from July 12, 2010 through September 1, 2010, certain Firm trading documents contained at least one data entry error, in alleged violation of Chicago Board of Trade Rule 536.F. On November 8, 2010, CME fined the Firm \$2,500 for alleged violations of Rule 536.F, and on November 8, 2010, the Firm submitted a wire in payment of the fine.</p>
3E(2)	<p>CME File No. 11-06316</p> <p>In a routine examination of Goldman, Sachs & Co. (the "Firm"), CME Group Market Regulation ("CME") made findings that, from September 29, 2011 through November 25, 2011, certain Firm trading documents contained at least one data entry error, in alleged violation of Chicago Mercantile Exchange Inc. Rule 536.F. On February 8, 2012, CME fined the Firm \$5,000 for alleged violations of Rule 536.F, and on February 7, 2012, the Firm submitted a wire in payment of the fine.</p>
3E(2)	<p>CME File No. 11-08431</p> <p>In a routine examination of Goldman Sachs Execution & Clearing, L.P. ("GSEC"), CME Group Market Regulation ("CME") made findings that, from November 23, 2011 through November 25, 2011, certain GSEC trading documents contained at least one data entry error, in alleged violation of Chicago Mercantile Exchange Inc. Rule 536.F. On February 8, 2012, CME fined GSEC \$5,000 for alleged violations of Rule 536.F, and on February 8, 2012, GSEC submitted a wire in payment of the fine.</p>
Former 3G	<p>BC447836</p> <p>On October 20, 2010, the Los Angeles City Attorney's Office filed a civil action in the Superior Court of the State of California, County of Los Angeles, Central District, against The Goldman Sachs Group, Inc. ("GS Group"), a control affiliate of the applicant, and HealthMarkets, Inc. ("HealthMarkets"), among others. The complaint is generally directed at alleged practices by HealthMarkets and various of its affiliates in connection with structuring and marketing insurance products, but also names GS Group and Blackstone Group L.P. as the alleged owners and "alter egos" of HealthMarkets. Certain affiliates of GS Group own a minority interest in HealthMarkets. The complaint alleges violations of California's Unfair Competition Law and False Advertising Law, and seeks equitable relief and civil penalties. <i>People of the State of California v. HealthMarkets, Inc., et. al.</i>, BC447836 (Superior Court of the State of California, County of Los Angeles, Central District, filed Oct. 20, 2010). GS Group filed a demurrer to the complaint on June 27, 2011. On August 19, 2011, although the Court sustained GS Group's demurrer, it granted leave to amend and permitted the plaintiffs to propound limited discovery of HealthMarkets relating to GS Group's investment in HealthMarkets. On February 29, 2012, after the conclusion of such discovery, plaintiff filed an amended complaint that did not assert any claims against GS Group.</p>

3C(2)

CFTC File No. 12-16

The Division of Enforcement of the Commodity Futures Trading Commission ("CFTC") alleged that Goldman Sachs Execution & Clearing, L.P. ("GSEC") failed to diligently supervise the handling by its employees of accounts that it carried from about May 2007 to December 2009 in violation of Commission Rule 166.3 when it did not investigate signs of questionable conduct of one broker-dealer client that offered memberships to investors to trade commodities in subaccounts carried by GSEC. On March 13, 2012, the CFTC entered an order requiring GSEC to cease and desist from violating Rule 166.3 and pay a civil monetary penalty of \$5,500,000 and \$1,500,000 in disgorgement, which GSEC paid as of March 23, 2012. GSEC consented to the order without admitting or denying the CFTC's findings or conclusions. GSEC represented that, in light of the events in the CFTC's order, it has enhanced supervision policies, procedures and training.