

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



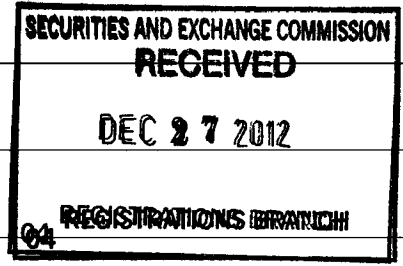
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**FORM TA-1 /A**

**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: <b>Goldman, Sachs &amp; Co.</b>	
Previous name, if being amended: N/A	
b. Financial Industry Number Standard (FINS) number (See Special Instruction A1): <b>900050</b>	
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) <b>71 S. Wacker Dr. Suite 500 Chicago, IL 60606</b>	
e. Telephone Number: (Include Area Code) <b>312-655-4400</b>	
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.**

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Applicant Name: Goldman, Sachs & Co.

Date: December 20, 2012

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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:

Title:  
**Chief Compliance Officer**

Name of Official responsible for form:  
(First name, Middle name, Last name)  
**Robert Allan Mass**

Date Executed (Month/Day/Year):  
December 20, 2012



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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

**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

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**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%

<b>ADD</b>	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					

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



File Number 84-01100	<b>Schedule C of SEC Supplement to Form TA-1 For Partnership Registrants</b>	
Date: Mo/Day/Yr 12/20/2012	Full Name of Registrant: <b>Goldman, Sachs &amp; Co.</b>	

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

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|--|
| <ol style="list-style-type: none"> <li>1. Please complete for any person, including a trustee, who directs, manages, or participates in directing or managing the affairs of registrant.</li> <li>2. Give each listed person's title or status and describe the nature of his authority and his beneficial interest in applicant.</li> </ol> |
|--|

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	<b>Schedule D of SEC Supplement to Form TA-1</b>	
84-01100		
Date: Mo/Day/Yr 12/20/2012	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(5)	<p>Illinois Department of Financial and Professional Regulation, Division of Banking File No. 2012-MBR-11</p> <p>The State of Illinois Department of Financial and Professional Regulation, Division of Banking (the "Department"), alleged that: (i) in its application to renew its residential mortgage license for 2011 and 2012, MTGLQ Investors, L.P. ("MTGLQ") submitted deficient financial statements, and (ii) MTGLQ did not respond to notices from the Department notifying MTGLQ of these deficiencies and certain additional deficiencies, nor did it otherwise remedy the noted deficiencies. As a result the Department alleged that MTGLQ violated Sections 2-2, 2-4(d) &amp; (t), 2-6, 3-2, 3-5, and 4-5(i)(11) &amp; (17) of the Illinois Residential Mortgage License Act of 1987 (the "Act") and Sections 1050.320 and 1050.430 of the rules promulgated under the Act. On May 23, 2012, the Department entered an Order Refusing to Renew License and Assessing Fine (the "Order"). The Department refused to renew and denied MTGLQ's residential mortgage license renewal for 2012, and assessed a \$4,500 fine against MTGLQ, which was paid by submission of a check on October 30, 2012. MTGLQ has not conducted any activity requiring the Illinois license since May 23, 2012 and requested that the Department rescind the Order and renew its license. By order dated October 26, 2012, the Department rescinded the prior Order, and acknowledged that MTGLQ has completed its residential mortgage license renewal application for calendar year 2012 and is in compliance with the Act.</p>
3E(2)	<p>CFE File Nos. 12-0002 and 12-0003</p> <p>The CBOE Futures Exchange, LLC ("CFE") alleged that, during the approximate period from on or about July 22, 2011 through on or about October 18, 2012, Goldman Sachs Execution &amp; Clearing L.P. ("GSEC") submitted certain orders to CFE through certain GSEC proprietary front-end order and routing, or trading and connectivity systems (REDI) with incorrect customer type indicator (CTI) codes, in alleged violation of CFE Rule 403(a). Without admitting or denying the allegations, GSEC consented to a fine and censure and entered into an Offer of Settlement and Letter of Consent, which was approved by the CFE Business Conduct Committee on November 7, 2012, and on November 26, 2012, GSEC submitted a check to CFE in payment of the fine in the amount of \$30,000.</p>
3E(2)	<p>FINRA MRV No. 20110295836</p> <p>A review of conduct in connection with NYSE Amex Rule 904 by the Market Regulation Department ("Market Regulation") at the Financial Industry Regulatory Authority, Inc. ("FINRA"), on behalf of NYSE Regulation, Inc., indicated that on November 18, 2011, Goldman, Sachs &amp; Co. (the "Firm") executed three trades on behalf of a client which resulted in the client exceeding the relevant option position limit for contracts in Financial Select Sector SPDR Fund ("XLF"), in alleged violation of NYSE Amex Options Rule 904 Commentary .02. Without admitting or denying the allegations, on November 12, 2012, the Firm executed and returned to FINRA the Notice of Fine for Minor Violation(s) of Rules ("Summary Fine"), consenting to pay the Summary Fine of \$500. On November 15, 2012, the Firm submitted a check to FINRA in payment of the Summary Fine.</p>



3E(2)

FINRA File No. 20100235665-01

Financial Industry Regulatory Authority, Inc. ("FINRA") Department of Market Regulation alleged that during the period of January 19, 2010 through March 18, 2011, Goldman, Sachs & Co. (the "Firm") failed to report and/or inaccurately reported, in certain instances, the contra party for certain reportable options positions, in alleged violation of FINRA Rule 2360(b)(5). Without admitting or denying the allegations or findings, the Firm consented to a censure and fine and entered into a Letter of Acceptance, Waiver and Consent (AWC) which was accepted by FINRA on November 21, 2012, and on December 11, 2012, the Firm submitted a wire in payment of the fine in the amount of \$50,000. FINRA Rule 2360(b)(5).