

Regulator File No.

84-01100

In accordance with the Securities Exchange Act of 1934, this form is being filed as an amendment to Form TA-1 for a registration exemption.



10031793

Amendment to Form TA-1 for a registration exemption.

YES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB Approval

OMB Number: 3235-0084
Expires: April 30, 2012
Estimated average burden hours per response.....2.0

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

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

Registration 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

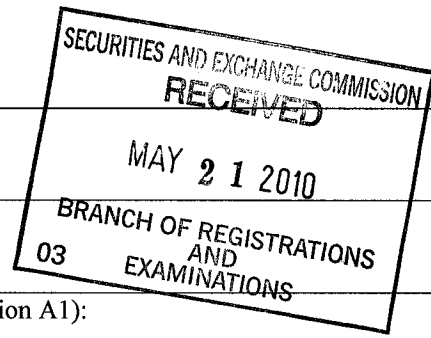
d. Mailing address, if different from response to Question 3c.
N/A

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 No

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



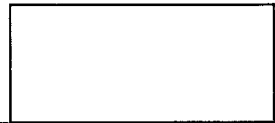
SEC 1528 (9-01)

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.

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Applicant Name: Goldman, Sachs & Co.

Date: May 19, 2010



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:

Name: FINS Number:

Delete

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)

Date Executed (Month/Day/Year):

May 19, 2010

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
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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) Enjoyed 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

- (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
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This form requests information on corporate registrants.

- Please complete appropriate columns for:
 - 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
 - each other person who is, directly or indirectly the beneficial owner of 5% or more of any class of equity security of registrant.
- 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.
- 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.
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			Ending		

File Number	Schedule B of SEC Supplement to Form TA-1 For Partnership Registrants	
84-01100		
Date: Mo/Day/Yr 05/19/2010	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.
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Full Name	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.
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DELETE	Section for amendments to report deletion of previously reported persons.				
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Ending

File Number	Schedule D of SEC Supplement to Form TA-1	
84-01100		
Date: Mo/Day/Yr 05/19/2010	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>FINRA File No. 20090178264-01</p> <p>Financial Industry Regulatory Authority, Inc. ("FINRA") Department of Market Regulation alleged that, during the period from December 1, 2006 through March 20, 2007, Goldman Sachs Execution & Clearing, L.P. ("GSEC") failed to append a specified modifier to certain transactions reported to the NASD/Nasdaq Trade Reporting Facility in alleged violation of National Association of Securities Dealers (NASD) Rule 6130(g). Without admitting or denying the allegations, GSEC consented to a censure and entered into a Letter of Acceptance, Waiver and Consent (AWC) which was accepted by FINRA on April 5, 2010 and on April 15, 2010, GSEC submitted a wire in payment of a fine in the amount of \$13,500.</p>
3E(2)	<p>NYSE File No. 10-NYSE-11</p> <p>NYSE Regulation, Inc. Division of Enforcement alleged that, on or about December 9, 2008 to on or about January 22, 2009, Goldman Sachs Execution & Clearing, L.P. ("GSEC"): (I) failed to timely close out certain fail-to-deliver positions in certain equity securities in alleged violation of Rule 204T(a) of Regulation SHO; (II) accepted certain customer short sale orders in equity securities for which it had an open fail-to-deliver position that had not been timely closed out without first borrowing the securities or entering into a bona fide arrangement to borrow the securities, in alleged violation of Rule 204T(b) of Regulation SHO; (III) failed to timely notify certain customers that it had an open fail-to-deliver position that had not been closed out in accordance with Rule 204T(a), in alleged violation of Rule 204T(c) of Regulation SHO; and (IV) failed to reasonably supervise and implement adequate controls, including separate system of follow-up and review, reasonably designed to achieve compliance with Rule 204T of Regulation SHO, in alleged violation of NYSE Rule 342. Without admitting or denying the allegations, GSEC consented to a censure and entered into (I) a Stipulation of Facts and Consent to Penalty with NYSE Regulation, Inc. Division of Enforcement, which was approved by the NYSE Hearing Board on May 3, 2010 and will become final on May 28, 2010, and (II) an Offer of Settlement, which was accepted by SEC on May 4, 2010. GSEC consented to a joint civil monetary penalty in the amount of \$450,000, paid as \$225,000 to each of NYSE Regulation, Inc. and SEC, which was paid on May 6, 2010.</p>
3C(2)	<p>SEC File No. 3-13877</p> <p>The Securities and Exchange Commission ("SEC") alleged that, in December 2008 and January 2009, Goldman Sachs Execution & Clearing, L.P. ("GSEC") failed to timely close out certain fail to deliver positions in alleged violation of Rule 204T of Regulation SHO under the Securities Exchange Act of 1934, as amended. Without admitting or denying the allegations, GSEC consented to a censure and entered into (I) an Offer of Settlement, which was accepted by SEC on May 4, 2010, and (II) a Stipulation of Facts and Consent to Penalty with NYSE Regulation, Inc. Division of Enforcement, which was approved by the NYSE Hearing Board on May 3, 2010. GSEC consented to a joint civil monetary penalty in the amount of \$450,000, paid as \$225,000 to each of SEC and NYSE Regulation, Inc., which was paid on May 6, 2010.</p>