

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.....2.0

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



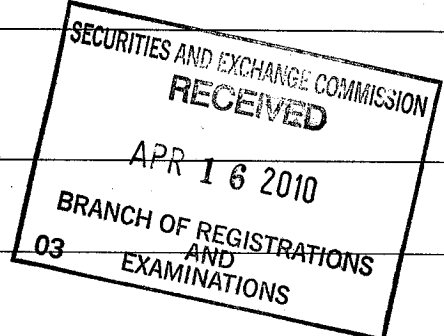
**10031795**

**FORM TA-1**

**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: April 13, 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:

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)  
**Elizabeth Janelle Ford**

Date Executed (Month/Day/Year):  
**April 13, 2010**

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:  <b>Goldman, Sachs &amp; Co.</b>
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**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) Enjoyed 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 type="checkbox"/> | <input type="checkbox"/> |

- (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	<b>Schedule A of SEC Supplement to Form TA-1 For Corporate Registrants</b>
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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.
------------	---

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 B of SEC Supplement to Form TA-1 For Partnership Registrants</b>	
Date: Mo/Day/Yr 04/13/2010	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.
-----	---

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.
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DELETE	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 04/13/2010	Full Name of Registrant: <b>Goldman, Sachs &amp; Co.</b>	

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		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 04/13/2010	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
3E(2)	<p>NASDAQ OMX PHLX File No. 2009-29</p> <p>NASDAQ OMX PHLX, Inc. (the "Exchange") alleged that, during January 1, 2003 through August 3, 2004, and during November 1, 2005 through March 26, 2007, SLK-Hull Derivatives LLC ("SHD") failed to execute certain incoming orders for various option series at the disseminated price in an amount up to the disseminated size, in alleged violation of Exchange Rule 1082. Without admitting or denying the allegations, SHD made an Offer of Settlement, Stipulation of Facts and Consent to Sanctions which was accepted by a decision of the Business Conduct Committee of the Exchange on February 16, 2010. SHD will submit a check in payment of a fine in the amount of \$40,000 upon receipt of the invoice from the Exchange.</p>
3E(2)	<p>FINRA File No. 20070096916-01</p> <p>Financial Industry Regulatory Authority, Inc. ("FINRA") Department of Market Regulation alleged that Goldman Sachs Execution &amp; Clearing, L.P. ("GSEC") violated: (I) National Association of Securities Dealers ("NASD") Rule 6955(a), during the period from October 1, 2006 through January 16, 2008, by failing to report the correct sell code and share quantity to the Order Audit Trail System (OATS) for certain sell orders using a specific Market Participant Identifier (MPID); (II) NASD Rules 2110 and 2320, during the period from October 1, 2006 through June 30, 2007, by failing to use reasonable diligence to ascertain the best inter-dealer market and by failing to buy or sell in such market so that the resultant price to its customer was as favorable as possible under prevailing market conditions; and (III) Securities and Exchange Commission Rule 17a-3 and NASD Rule 3110, during the period from January 1, 2007 through June 30, 2007, by failing to show the correct customer account number on the memorandum of certain brokerage orders. Without admitting or denying the allegations, GSEC entered into a Letter of Acceptance, Waiver and Consent ("AWC") which was accepted by FINRA on March 15, 2010 and on March 31, 2010, GSEC submitted a wire in payment of a fine in the amount of \$40,000. Per the terms of the AWC, GSEC will seek to offer restitution in the amount of \$261.65 in the aggregate, plus applicable interest, to certain investors, and if GSEC is unable to effect such restitution, it will direct the \$261.65 to the appropriate escheat fund. GSEC will submit proof of its efforts to FINRA.</p>
3E(2)	<p>FINRA File No. 20080139143-01</p> <p>Financial Industry Regulatory Authority, Inc. ("FINRA") Department of Market Regulation alleged that: (i) during the period from January 1, 2008 through April 30, 2008, Goldman, Sachs &amp; Co. (the "Firm") failed to report to the FINRA/Nasdaq Trade Reporting Facility certain transactions in a timely manner that required specified modifiers and failed to report the correct time of execution of certain transactions in Reportable Securities, in alleged violation of National Association of Securities Dealers ("NASD") Rules 6130(g) and 6130(d), respectively, and (ii) during the period from April 1, 2008 through June 30, 2008, failed to timely report to the Trade Reporting and Compliance Engine ("TRACE") certain transactions in TRACE-eligible securities, in alleged violation of NASD Rules 6230(a) and 2110. Without admitting or denying the allegations, the Firm entered into a Letter of Acceptance, Waiver and Consent (AWC) which was accepted by FINRA on March 15, 2010, and on April 13, 2010, the Firm submitted a wire in payment of a fine in the amount of \$40,000.</p>



3E(2)

NYSE File No. 10-NYSE-4

Disclosure to reflect that NYSE Regulation, Inc. Division of Enforcement alleged that Goldman Sachs Execution & Clearing, L.P. ("GSEC") violated: (I) New York Stock Exchange LLC ("NYSE") Rules 476(a)(6) and 401(a), during the period of December 1, 2006 through January 24, 2008, by introducing for execution on the NYSE certain odd-lot and partial round-lot orders that were inconsistent with NYSE policies and prohibitions, and (II) NYSE Rule 342, during the period of December 2006 through February 2008, by failing to reasonably supervise and implement adequate controls, including a separate system of follow-up and review, reasonably designed to achieve compliance with NYSE odd-lot and partial round-lot policies and prohibitions. Without admitting or denying the allegations, GSEC consented to a censure and entered into a Stipulation of Facts and Consent to Penalty with NYSE Regulation, Inc. Division of Enforcement, which was approved by the NYSE Hearing Board on February 22, 2010 and became final on March 19, 2010. On March 19, 2010, GSEC submitted a check in payment of a fine in the amount of \$200,000.