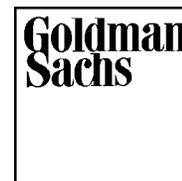


---

The Goldman Sachs Group, Inc. | 85 Broad Street | New York, New York 10004  
Tel: 212-357-8437 | Fax: 212- 256-4489 | email: matthew.schroeder@gs.com

Matthew L. Schroeder  
Managing Director  
Global Head of Accounting Policy



---

January 6, 2010

Mr. Russell G. Golden  
Technical Director  
Financial Accounting Standards Board  
401 Merritt 7  
P.O. Box 5116  
Norwalk, CT 06856-5116

Re: Proposed Accounting Standards Update - Consolidation (Topic 810): *Amendments to Statement 167 for Certain Investment Funds* (File Reference No. 1750-100)

Dear Mr. Golden:

Goldman Sachs appreciates the opportunity to comment on the above captioned Proposed Accounting Standards Update (the "ASU"). We support the ASU, which includes the deferral of the application of the provisions of Statement 167 for certain investment funds and the clarifying changes to paragraph B22.

The development of a comprehensive consolidation standard encompassing both voting and variable interest entities is of critical importance. We fully support the efforts of the FASB and the IASB on the joint consolidations project. As the Board observed, the requirement under Statement 167 that kick-out rights be unilaterally exercisable by one party is still under discussion as part of the joint project. Consequently, there is a reasonable possibility that the conclusions reached by the FASB on kick-out rights under Statement 167 could be different than the final joint consolidation standard. Without the deferral, asset managers potentially could have been required to consolidate investment funds only to deconsolidate upon adoption of the joint standard. In our view, this would not result in an improvement to financial reporting and we applaud the decision. We hope that convergence is achieved in this critical area and believe the deferral is a positive step towards that goal.

The deferral of Statement 167 for certain investment funds was foreshadowed by a number of issues that arose as asset managers began to implement Statement 167. While

these issues temporarily have been rendered moot by the deferral, we were troubled by the “bright line” positions some constituents were taking in a standard that expressly calls for the use of reasoned and sound professional judgment. Among those issues was the role of the board of directors of an investment fund in determining which party, if any, has power over the fund. We share concerns that some boards of directors could be viewed as non-substantive and therefore should be disregarded. At the same time, we also recognize that boards of directors are the foundation of shareholder representation.

Therefore, we believe the power analysis depends on facts and circumstances and should be analyzed in each situation. Some factors to consider in this analysis include shareholders’ rights, the nature of the board’s authorities and responsibilities, the degree of the board’s independence from the manager, the level of oversight the board maintains over the manager and other service providers and the nature of decisions that the manager has authority to make without board approval. We recommend that these indicators be incorporated in the ongoing discussions as the FASB and IASB jointly deliberate how to determine whether a manager is functioning as a principal or an agent.

Thank you for the opportunity to provide our views. If you have any questions or comments regarding this letter, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Matthew L. Schroeder". The signature is written in dark ink and is positioned above the printed name.

Matthew L. Schroeder