



MEMORANDUM

To: Public File

From: Linda Sundberg

Date: December 14, 2004

RE: Meeting with Goldman Sachs regarding the Interagency Statement on Sound Practices Concerning Complex Structured Finance Activities (S7-22-04).

On December 8, 2004, the staff met with representatives from Goldman Sachs to discuss certain issues relating to the Interagency Statement on Sound Practices Concerning Complex Structured Finance Activities (Exchange Act Release No. 49695). Those present at this meeting on behalf of Goldman Sachs were: Gregory Palm, David Greenwald, and Sarah Smith. Present on behalf of the SEC were: Annette Nazareth, Randall Roy, and Linda Sundberg from the Division of Market Regulation, and Mary Ann Gadziala and Christine Sibille from the Office of Compliance, Inspections and Examinations. Those present generally discussed the Goldman Sachs comment letter and related questions regarding the Interagency Statement.