

SECURITIES AND EXCHANGE COMMISSION

FORM UPLOAD

SEC-originated letters to filers

Filing Date: **2010-06-01**  
SEC Accession No. [0000000000-10-030387](#)

([HTML Version](#) on [secdatabase.com](#))

FILED FOR

**GS MORTGAGE SECURITIES CORP**

CIK:[807641](#) | IRS No.: **000000000** | State of Incorp.:**DE** | Fiscal Year End: **1231**

Type: **UPLOAD**

SIC: **6189** Asset-backed securities

Mailing Address

*85 BROAD STREET  
NEW YORK NY 10004*

Business Address

*85 BROAD STREET  
NEW YORK NY 10004*



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Mail Stop 3561

June 1, 2010

Via U.S. Mail

Sang Y. Kim, Esq.  
GS Mortgage Securities Corp.  
200 West Street  
New York, NY 10282-2198

**Re: GS Mortgage Securities Corp.  
Pre-effective Amendment No. 1 to Form S-3  
Filed May 18, 2010  
File No. 333-164743**

Dear Mr. Kim:

We have received your response to our comment letter to you dated March 4, 2010 and have the following additional comments:

**Registration Statement on Form S-3**

General

1. We note your response to our prior comment number 2; however we ask that you confirm without exception that finalized agreements will be filed simultaneously with or prior to the filing of the final prospectus by post-effective amendment or Form 8-K.

**Prospectus Supplement No. 1**

Risk Factors, page S-12

Less Stringent Underwriting Standards, page S-14

2. We note your response to our prior comment 10. Please revise here and throughout your filing to delete the statement that you "cannot assure" that you have identified all material exceptions to the underwriting guidelines, as such disclaimers are not appropriate.

\*\*\*\*\*

As appropriate, please amend the registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that

- Should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- The action of the Commission or the staff, acting pursuant to delegated authority in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- The company may not assert this action as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the registration statement as a confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

Mr. Sang Y. Kim, Esq.  
GS Mortgage Securities Corp.  
June 1, 2010  
Page 3

Please contact Chanda DeLong at (202) 551-3490 or me at (202) 551-3412 with any questions.

Regards,

Amanda Ravitz  
Branch Chief – Legal

cc: Michael S. Gambro, Esq. *via facsimile* (212) 504-6666