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Washington, DC

September 19, 2008

Writer's Direct Line Tel: 212.859.4738

VIA FEDERAL EXPRESS

Division of Corporation Finance Securities and Exchange Commission 100 F Street, N.E. Washington, D. C. 20549

Re:

GS Mount Kellett Capital Partners Access Fund, L.P.

GS Mount Kellett Capital Partners Access Fund Offshore, L.P.

GS Mount Kellett Capital Partners Access Fund Offshore Holdings, L.P.

Ladies and Gentlemen:

Our clients, referenced above, have sold Interests to a number of accredited investors in transactions exempt from registration under the Securities Act of 1933 pursuant to Rule 506 of Regulation D promulgated thereunder. In connection with these transactions, enclosed please find two copies of each of the relevant Forms D, one of which has been manually signed. If you have any questions concerning this matter, please do not hesitate to call me at the number shown above.

A copy of this letter is enclosed. In order to acknowledge receipt of this filing please receipt stamp the copy and return it in the self-addressed envelope provided.

Thank you for your kind assistance in this matter.

Very truly yours,

Joyce W. Chang Legal Assistant

JWC:jwc: 7105577.1

Enclosures

FORM D

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

TEMPORARY FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

ОМВ	APPROVAL
OMB Number:	3235-0076
Expires:	September 30, 2008
Estimated aver-	
burden hours o	

	SEC US	SE ONLY	Propinsion and antistrements
Prefix		Serial	**************************************
	DATE R	ECEIVED	Military (Security Pathers Asset

Name of Offering (check if this is an amendment and name has changed, and indicate change.) GS Mount Kellett Capital Partners Access Fund Offshore, L.P., Limited Partnership Interests Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer		
GS Mount Kellett Capital Partners Access Fund Offshore, L.P., Limited Partnership Interests Filing Under (Check box(es) that apply):		
Filing Under (Check box(es) that apply):		
As BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) GS Mount Kellett Capital Partners Access Fund Offshore, L.P. Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Goldman, Sachs & Co, Attn: Ryan Buntain, One New York Plaza, 37 th Floor, New York, New York 10004 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Brief Description of Business Private Investment Vehicle Type of Business Organization corporation business trust Month Year		Partnership Interests
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State: CN for Canada; FN for other foreign jurisdiction) F N		- · · · · · · · · · · · · · · · · · · ·
	D	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - * Each promoter of the issuer, if the issuer has been organized within the past five years;
 - * Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;

	officer and director o		of corporate general and managing partners of p	artnership issuers; and
Check Box(es) that Appl		☐ Beneficial Owner	☐ Executive Officer ☐ Director ☑ * Issuer's Investment Manager	Managing Partner*
Full Name (Last name fir Goldman Sachs As		, L.P.		
Business or Residence A	ddress (Number and	Street, City, State, Zip		
c/o Goldman, Sach				
Check Box(es) that Appl	y: ∰ □ Promoter :	□ Berieficial Owner	□ Executive Officer (□ Director 2 □	General and/or Managing Partner
Full Name (Last name für GS Mount Kellett C	apital Partners A			
Business or Residence A	s & Co, One New	York Plaza, New Y	ork, New York 10004	
Check Box(es) that Appl	y: 🛘 Promoter	☐ Beneficial Owner	☑ Executive Officer ☑ Director ☐ (of the Issuer's General Partner)	General and/or Managing Partner
Full Name (Last name fir Barbetta, Jennifer	st, if individual)			estidasteran kandora san Armanon ingan sipu kalaya sa apar manda melamun akin basa kala dalah bertuga sa panan
Business or Residence A		Street, City, State, Zip		
c/o Goldman, Sach	s & Co, One New	York Plaza, New Y	ork, New York 10004	
			☑ Executive Officer □ Director □ (of the Issuer's General Partner)	General and/or Managing Partner
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Alello: John F.		1200		
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Check Box(es) that Apply		☐ Beneficial Owner		General and/or Managing Partner
Full Name (Last name fir Boucher, Ryan	st, if individual)			
Business or Residence Ac		Street, City, State, Zip	Code) ork, New York 10004	
Check Box(es) that Apply		☐ Beneficial Owner		General and/or Managing Partner
Full Name (Last name fir Galvin, Michael	st, if individual)			
Business or Residence Ac	idress (Number and	Street, City, State, Zip	Code)	
c/o Goldman, Sachs	s & Co, One New	York Plaza, New Y	ork, New York 10004 s of this sheet, as necessary.)	

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☑ Executive Officer □ ☐ Promoter ☐ Beneficial Owner Director General and/or Check Box(es) that Apply: (of the Issuer's General Partner) Managing Partner Full Name (Last name first, if individual) Licitra, Ashlee Business or Residence Address (Number and Street, City, State, Zip Code) c/o Goldman, Sachs & Co, One New York Plaza, New York, New York 10004 ☐ Promoter : ☐ Beneficial Owner: ☑ Executive Officer ≥ ☐ Director : ☐ Check Box(es) that Apply: (of the Issuer's General Partner) : Managing Bartner Full Name (Last name first, if individual) Press, Brandon T. 🗼 🔏 🍍 Business of Residence Address ((Number and Street, City, State, Zip, Code)) c/o Goldman, Sachs & Co, One New York Plaza, New York, New York 10004 ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer □ Director Check Box(es) that Apply: (of the Issuer's General Partner) Managing Partner Full Name (Last name first, if individual) Giuca, Philip V. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Goldman, Sachs & Co, One New York Plaza, New York, New York 10004 ☐ Promoter P☐ **Beneficial Owner ☑ Executive Officer ☑ Director ☐ General and/or (of the Issuer's General Partner) ✓ Managing Partner Fu][Name((Lastmame first ar individual) Lamirata, Deannac Business of Residence Address: (Number and Street: Gity/State: Zip Gode) c/o Goldman, Sachs & Co, One New York Plaza, New York, New York 10004 ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: 如果 Executive Office: 《日本Beneficial Owner 》 Executive Office: 《日》 Director 《日 Business or Residence Address (Number and Street a City, State, Zi General and/or ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Beneficial Owner Executive Officer Director General and/or ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

(Number and Street, City, State, Zip Code)

Business or Residence Address

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
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	☐ Common ☐ Preferred	vanq	and the state of t	wono	dentering Why a rear a comment of the comment of th
	Convertible Securities (including warrants)	\$		\$	
	Partnership Interests	\$	17,875,000	- \$	17,875,000
	Other (Specify	\$	ki kirin kanan menenenti telem mit Persi i salam kanan ka Kanan kanan ka	- \$	Salar Sa
	Total	\$	17,875,000	 \$	17,875,000
	Answer also in Appendix, Column 3, if filing under ULOE.	white	aan aan aan aan ahaa ka ahaa ka ahaa aha	_	euromoto koto o negleski siliki i saari namat nga sakabuna silikusa silikusa sa
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	anista est	17	. \$	17,875,000
	Non-accredited Investors	2000.00	0	\$	0
	Total (for filings under Rule 504 only)		N/A	\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		gaspa, jarlinnott til statt (1900 till linninga gasa baldalföjlannan vilka film filmansa ansonannin och att fi		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		Type of		Dollar Amount
	Type of offering		Security		Sold
	Rule 505	intigue	N/A	\$	N/A
	Regulation A	***************************************	N/A	\$	N/A
	Rule 504	immi	N/A	\$.	N/A
	Total	Aircongraph	N/A	\$	N/A
th th	a. Furnish a statement of all expenses in connection with the issuance and distribution of e securities in this offering. Exclude amounts relating solely to organization expenses of e issuer. The information may be given as subject to future contingencies. If the amount of expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$.	0
	Printing and Engraving Costs			\$ _	0
	Legal Fees		図	\$ _	4,500
	Accounting Fees			\$.	0
	Engineering Fees			\$_	
	Sales Commissions (specify finders' fees separately)			\$_	0
	Other Expenses (identify)		C	\$ _	
	Total		Ø	\$_	4,500

Sal.	C. OFFERING PRICE.	NUMBER OF INVESTORS! EXI	PENS	ES	AND USE OF I	ROCE	EDS	199
Laga give desp	b. Enter the difference between the aggre- Question 1 and total expenses furnishedifference is the "adjusted gross proceeds to	egate offering price given in response to d in response to Part C - Question 4.6	Part a. Th	C is		\$_		17,870,500
5.	Indicate below the amount of the adjusted to be used for each of the purposes shown furnish an estimate and check the box to payments listed must equal the adjusted great to Part C - Question 4.b. above.	 If the amount for any purpose is not to the left of the estimate. The total 	know of th	n, 1e				
	·				Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and Fees			\$ _	nakypinaminantasonjos (njój og presidsjonandissonikistuseits vanaistasomtom	_ 0	\$_	
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	Purchase, rental or leasing and installation	of machinery and equipment		\$ _			\$_	
	Construction or leasing of plant buildings	and facilities		\$_		_ □	\$_	de de la companya de
	Acquisition of other businesses (including this offering that may be used in excha another issuer pursuant to a merger)	nge for the assets or securities of		\$_			\$ _	
	Repayment of indebtedness	***************************************		\$			\$	
	Working capital			_			\$ _	17,870,500
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u nuturation i	Column Totals		О	\$_		_ Ø	\$_	17,870,500
	Total Payments Listed (column totals adde	d)	********		8 \$	17,87	0,50	
rf.296								
44							9	n 1 coc 4.
E.	he issuer has duly caused this notice to be ollowing signature constitutes an undertakin f its staff, the information furnished by the is	a by the issuer to furnish to the U.S. S	ecurii	ics ai	id Exchange Con-	amaanon,	who	er Kule 505, the n written request
Issı	uer (Print or Type)	Signature	a film and a spirit substitution of	NAMES OF TAXABLE PARTY.	Date			
	Mount Kellett Capital Partners cess Fund Offshore, L.P.	me-			September ,	19,20	08	Transportus proprior productivo productivo productivo productivo productivo productivo productivo productivo p
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ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

					APPENDIX				CONTRACTOR OF THE PROPERTY OF
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	to non-a investor	i to sell ccredited s in State l-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of It amount purc (Part C	under S (if ye expla waiver	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No.
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NM									
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