



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3561

September 29, 2009

Via U.S. Mail

Allen Strang, Esq.  
VW Credit, Inc.  
2200 Ferdinand Porsche Drive  
Herndon, VA 20171

**Re: Volkswagen Auto Lease/Loan Underwritten Funding, LLC  
Amendment No. 1 to Registration Statement on Form S-3  
Filed September 16, 2009  
File No. 333-160515**

Dear Mr. Strang:

We have received your response to our comment letter to you dated August 5, 2009 and have the following additional comment.

**Registration Statement on Form S-3**

**Part II**

**Signatures**

1. We note your response to our prior comment 8 and reissue in part. Please revise the signature page for VW Credit Leasing, Ltd. so that the registration statement is signed by at least a majority of the board of directors or persons performing similar functions or provide a legal analysis as to why the instruction for signatures on Form S-3 is inapplicable to you.

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As appropriate, please amend your 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 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 filing to be certain that the filing includes all information required under the Securities Act of 1933 and that they have provided all information investors require for an informed investment 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 staff comments and the declaration of effectiveness 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 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. Allen Strang, Esq.  
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Please contact Chanda DeLong at (202) 551-3490 or me at (202) 551-3574 with any questions.

Regards,

Julie F. Rizzo  
Attorney-Adviser

cc: Stuart M. Litwin, Esq.  
Mayer Brown LLP  
Fax: (312) 706-8165