



DIVISION OF
CORPORATION FINANCE

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

October 13, 2011

Via Facsimile

Mr. Timothy T. Janszen
Operating Manager
NGA HoldCo, LLC
21 Waterway Avenue, Suite 150
The Woodlands, TX 77380

**RE: NGA HoldCo, LLC
Item 4.01 Form 8-K
Filed October 5, 2011
Item 4.01 Form 8-K/A
Filed October 12, 2011
File No. 0-52734**

Dear Mr. Janszen:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jeffrey Gordon

Jeffrey Gordon
Staff Accountant