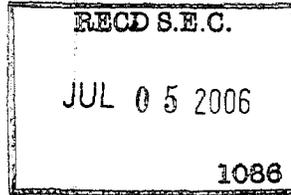


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New York, New York 10005
t 212.656.5026 | f 212.656.5893
pmadho@nysc.com

CERTNYS



1-32940

July 5, 2006

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531
100 F Street, NE
Washington, DC 20549

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933, VALERO GP HOLDINGS LLC, Units representing limited liability company interests. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form B-A received on July 5, 2006. Tentative listing date - Not yet determined.

Sincerely,

[Handwritten signature]

PROCESSED
JUL 12 2006
THOMSON
FINANCIAL