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Washington, DC 2054

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August 30, 2011

001-3528Ce

Ms. Cecile Peters Chief, Information Technology Division of Corporation Finance 100 F Street, NE MS 3040 Washington, DC 20549

Dear Ms. Peters:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Franco-Nevada Corporation, Common Shares and requests immediate acceleration of registration. Adequate distribution assured. Amendment No. 1 to Form 40-F/A received on August 26, 2011. Tentative listing date – September 8, 2011.

Sincerely,