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Chief, Information Technology
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the 6.00% Notes due 2019 of Teekay Offshore Partners L.P. and Teekay Offshore Finance Corp. under the Exchange Act of 1934.

Sincerely,