

**Parasand Madho**  
Director  
Corporate Actions & Market Watch

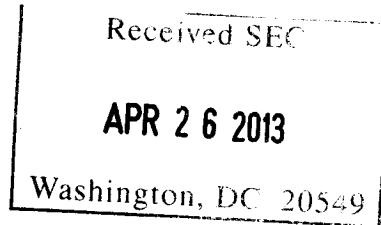


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April 26, 2013

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 approval for listing and registration under the Securities Exchange Act of 1934, Teekay Offshore Partners L.P., 7.25% Series A Cumulative Redeemable Preferred Units, representing limited partner interests, and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on April 25, 2013. Tentative listing date – May 2, 2013.

Sincerely,