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Washington, DC 20549

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April 20, 2015

001- 33198

CERTNYS

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate 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 8.50% Series B Cumulative Redeemable Preferred Units, representing limited partner interests of Teekay Offshore Partners L.P. under the Exchange Act of 1934.

Sincerely,