

TEEKAY OFFSHORE PARTNERS L.P.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(in thousands of U.S. dollars)

Three Months Ended March 31, 2008
(unaudited)

	Shuttle Tanker Segment	Conventional Tanker Segment	FSO Segment	Total
Income from vessel operations	16,533	8,151	4,453	29,137
Depreciation and amortization	22,551	4,891	5,104	32,546
Amortization of drydock expenditures on in-chartered vessel	287	-	-	287
Amortization of deferred gain	(105)	-	-	(105)
Cash flow from vessel operations ⁽¹⁾	39,266	13,042	9,557	61,865

Three Months Ended December 31, 2007
(unaudited)

	Shuttle Tanker Segment	Conventional Tanker Segment	FSO Segment	Total
Income from vessel operations	16,618	8,085	4,704	29,407
Depreciation and amortization	22,912	5,576	4,985	33,473
Amortization of drydock expenditures on in-chartered vessel	743	-	-	743
Amortization of deferred gain	(105)	-	-	(105)
Cash flow from vessel operations ⁽¹⁾	40,168	13,661	9,689	63,518

- (1) Cash flow from vessel operations represents income from vessel operations before depreciation and amortization expense and amortization of deferred gains. Cash flow from vessel operations is included because certain investors use this data to measure a company's financial performance. Cash flow from vessel operations is not required by United States generally accepted accounting principles and should not be considered as an alternative to net income or any other indicator of the Partnership's performance required by United States generally accepted accounting principles.

TEEKAY OFFSHORE PARTNERS L.P.
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES CONTINUED

(in thousands of U.S. dollars)

Three Months Ended March 31, 2008
(unaudited)

	Shuttle Tanker Segment	Conventional Tanker Segment	FSO Segment	Total
Voyage revenues	153,059	33,681	17,046	203,786
Voyage expenses	38,553	12,476	348	51,377
Net voyage revenues ⁽²⁾	114,506	21,205	16,698	152,409

Three Months Ended December 31, 2007
(unaudited)

	Shuttle Tanker Segment	Conventional Tanker Segment	FSO Segment	Total
Voyage revenues	152,817	33,174	17,987	203,978
Voyage expenses	32,858	10,625	302	43,785
Net voyage revenues ⁽²⁾	119,959	22,549	17,685	160,193

- (2) Net voyage revenues represents voyage revenues less voyage expenses, which comprise all expenses relating to certain voyages, including bunker fuel expenses, port fees, canal tolls and brokerage commissions. Net voyage revenues is included because certain investors use this data to measure the financial performance of shipping companies. Net voyage revenues is not required by United States generally accepted accounting principles and should not be considered as an alternative to voyage revenues or any other indicator of the Partnership's performance required by United States generally accepted accounting principles.

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