

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

(in thousands of U.S. dollars)

**Three Months Ended March 31, 2007**  
**(unaudited)**

	<b>Shuttle Tanker Segment</b>	<b>Conventional Tanker Segment</b>	<b>FSO Segment</b>	<b>Total</b>
Income from vessel operations	27,064	15,815	1,239	44,118
Depreciation and amortization	20,695	5,585	2,311	28,591
Amortization of deferred gain	(105)	-	-	(105)
Cash flow from vessel operations <sup>(1)</sup>	47,654	21,400	3,550	72,604

**Three Months Ended December 31, 2006**  
**(unaudited)**

	<b>Shuttle Tanker Segment</b>	<b>Conventional Tanker Segment</b>	<b>FSO Segment</b>	<b>Total</b>
Income from vessel operations	24,753	12,599	461	37,813
Depreciation and amortization	18,272	4,994	2,466	25,732
Amortization of deferred gain	(114)	-	-	(114)
Cash flow from vessel operations <sup>(1)</sup>	42,911	17,593	2,927	63,431

- (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 accounting principles generally accepted in the United States and should not be considered as an alternative to net income or any other indicator of the Partnership's performance required by accounting principles generally accepted in the United States.

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

(in thousands of U.S. dollars)

**Three Months Ended March 31, 2007**  
**(unaudited)**

	<b>Shuttle Tanker Segment</b>	<b>Conventional Tanker Segment</b>	<b>FSO Segment</b>	<b>Total</b>
Voyage revenues	146,146	38,889	5,717	190,752
Voyage expenses	24,821	9,464	250	34,535
Net voyage revenues <sup>(2)</sup>	121,325	29,425	5,467	156,217

**Three Months Ended December 31, 2006**  
**(unaudited)**

	<b>Shuttle Tanker Segment</b>	<b>Conventional Tanker Segment</b>	<b>FSO Segment</b>	<b>Total</b>
Voyage revenues	140,016	23,939	5,367	169,322
Voyage expenses	21,197	362	394	21,953
Net voyage revenues <sup>(2)</sup>	118,819	23,577	4,973	147,369

- (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 accounting principles generally accepted in the United States and should not be considered as an alternative to voyage revenues or any other indicator of the Partnership's performance required by accounting principles generally accepted in the United States.

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