

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
IRC 316 AND 301(c)


18 Can any resulting loss be recognized? ▶
FOR U.S. FEDERAL INCOME TAX PURPOSES, THE DISTRIBUTIONS WILL NOT RESULT IN ANY TAX LOSS FOR ANY COMMON UNITHOLDERS OR ANY SERIES A CUMULATIVE REDEEMABLE PREFERRED UNITHOLDERS.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
SEE ATTACHED STATEMENT

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _____ Date ▶ _____

Print your name ▶ _____ Title ▶ _____

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	SUSAN MCKILLIGAN		01/29/2014		P01491547
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP	Firm's EIN ▶ 98-0189320		Phone no. 604-806-7000	
	Firm's address ▶ #700-250 HOWE STREET, VANCOUVER, BC CANADA V6C 3S7				

Attachment to Form 9937
Report of Organizational Actions Affecting Basis of Securities

Issuer: Teekay Offshore Partners LP
EIN: 98-0512555

Part I, Items 9,
10 and 12

Common Units
CUSIP # - Y8565J101
Ticker Symbol - TOO

Series A Cumulative Redeemable Preferred Units
CUSIP # - Y8565J127
Ticker Symbol - TOO PR A

Part II, Item 14

During the year ended December 31, 2013, Teekay Offshore Partners LP ("Teekay Offshore") declared the following cash distributions to the common unitholders on the dates of record:

	Date of Record	Amount per Unit	Date Paid
Common Units	February 1, 2013	\$0.5125	February 14, 2013
	April 30, 2013	\$0.5253	May 14, 2013
	July 23, 2013	\$0.5253	August 9, 2013
	October 23, 2013	\$0.5253	November 8, 2013

During the year ended December 31, 2013, Teekay Offshore declared the following cash distributions to the Series A Cumulative Redeemable Preferred unitholders on the dates of record:

	Date of Record	Amount per Unit	Date Paid
Series A Cumulative Redeemable Preferred Units	August 8, 2013	\$0.5286	August 15, 2013
	November 8, 2013	\$0.4531	November 15, 2013

Part II, Item 15

Dividends paid in excess of the current and accumulated earnings and profits of a corporation reduce the basis of the shares of the corporation pursuant to Internal Revenue Code ("IRC") §301(c)(2) and §316(a).

Based on the current and accumulated earnings and profits of Teekay Offshore, the full amount of the distributions paid per unit as of the dates of record should reduce the basis of each common unitholder and each Series A cumulative redeemable preferred unitholder as follows:

Common Units

\$0.5125 per common unit for holders on February 1, 2013
\$0.5253 per common unit for holders on April 30, 2013
\$0.5253 per common unit for holders on July 23, 2013
\$0.5253 per common unit for holders on October 23, 2013

Series A Cumulative Redeemable Preferred Units

\$0.5286 per preferred unit for holders on August 8, 2013
\$0.4531 per preferred unit for holders on November 8, 2013

Part II, Item 19

The reportable tax year is 2013. Unitholders as of the following dates of record should reduce the basis of each unit held on those dates by the following amounts per unit:

Common Units

\$0.5125 per common unit for holders on February 1, 2013
\$0.5253 per common unit for holders on April 30, 2013
\$0.5253 per common unit for holders on July 23, 2013
\$0.5253 per common unit for holders on October 23, 2013

The reduction in basis is cumulative such that a unitholder who was the unitholder of record for all four distributions would be required to reduce its basis by a total of \$2.0884 per unit.

Series A Cumulative Redeemable Preferred Units

\$0.5286 per preferred unit for holders on August 8, 2013
\$0.4531 per preferred unit for holders on November 8, 2013

The reduction in basis is cumulative such that a unitholder who was the unitholder of record for both distributions would be required to reduce its basis by a total of \$0.9817 per unit.