

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

(in thousands of U.S. dollars)

Three Months Ended June 30, 2007
(unaudited)

	Shuttle Tanker Segment	Conventional Tanker Segment	FSO Segment	Total
Income from vessel operations	22,479	12,065	2,527	37,071
Depreciation and amortization	19,825	5,110	4,098	29,033
Amortization of deferred gain	(105)	-	-	(105)
Cash flow from vessel operations ⁽¹⁾	42,199	17,175	6,625	65,999

Three Months Ended March 31, 2007
(unaudited)

	Shuttle Tanker Segment	Conventional Tanker Segment	FSO Segment	Total
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 ⁽¹⁾	47,654	21,400	3,550	72,604

- (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 June 30, 2007
(unaudited)

	Shuttle Tanker Segment	Conventional Tanker Segment	FSO Segment	Total
Voyage revenues	144,418	33,759	11,012	189,189
Voyage expenses	27,020	9,689	96	36,805
Net voyage revenues ⁽²⁾	117,398	24,070	10,916	152,384

Three Months Ended March 31, 2007
(unaudited)

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

- (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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