

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

(in thousands of U.S. dollars)

**Three Months Ended Sept 30, 2007**  
**(unaudited)**

	<b>Shuttle Tanker Segment</b>	<b>Conventional Tanker Segment</b>	<b>FSO Segment</b>	<b>Total</b>
Income from vessel operations	17,708	10,036	8,391	36,135
Depreciation and amortization	22,453	5,053	3,812	31,318
Amortization of deferred gain	(105)	-	-	(105)
Cash flow from vessel operations <sup>(1)</sup>	40,056	15,089	12,203	67,348

**Three Months Ended June 30, 2007**  
**(unaudited)**

	<b>Shuttle Tanker Segment</b>	<b>Conventional Tanker Segment</b>	<b>FSO Segment</b>	<b>Total</b>
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 <sup>(1)</sup>	42,199	17,175	6,625	65,999

- (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 September 30, 2007**  
**(unaudited)**

	<b>Shuttle Tanker Segment</b>	<b>Conventional Tanker Segment</b>	<b>FSO Segment</b>	<b>Total</b>
Voyage revenues	145,166	30,100	16,784	192,050
Voyage expenses	29,404	6,816	238	36,458
Net voyage revenues <sup>(2)</sup>	115,762	23,284	16,546	155,592

**Three Months Ended June 30, 2007**  
**(unaudited)**

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

- (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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