

TEEKAY CORP
Form F-3/A
January 15, 2010

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Registration Statement No. 333-164315

As filed with the Securities and Exchange Commission on January 15, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Post-Effective Amendment No. 1
to
Form F-3**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TEEKAY CORPORATION

(Exact name of Registrant as specified in its charter)

Republic of The Marshall Islands

*(State or other jurisdiction of
incorporation or organization)*

4412

*(Primary Standard Industrial
Classification Code Number)*

98-0224774

*(I.R.S. Employer
Identification Number)*

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Hamilton, HM 08, Bermuda

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(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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Washington, DC 20004

(202) 639-6544

Approximate date of commencement of proposed sale to the public: January 13, 2010

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per note	Proposed maximum aggregate offering price⁽¹⁾	Amount of registration fee
Senior Notes due 2020	\$450,000,000	100%	\$450,000,000	\$32,085 ⁽²⁾

(1) Estimated solely for the purpose of calculating the registration fee. The registration fee has been calculated in accordance with Rule 457(r) under the Securities Act of 1933.

(2) Includes \$21,390 in registration fees already submitted to the Securities and Exchange Commission. The balance of the registration fee, or \$10,695, is being paid on a deferred basis in reliance upon Rules 456(b) and 457(r).

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This preliminary prospectus relates to an effective registration statement but is not complete and may be changed. This preliminary prospectus is not an offer to sell these notes and is not soliciting an offer to buy these notes in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated January 15, 2010

Preliminary prospectus

Teekay Corporation

\$450,000,000

% Senior Notes due 2020

Interest payable and

We are offering \$450,000,000 aggregate principal amount of % Senior Notes due 2020. The notes will mature on , 2020. Interest on the notes will accrue from , 2010 and be payable on and of each year, commencing on , 2010.

We may redeem some or all of the notes at any time or from time to time at a redemption price that includes a make-whole premium, as described under the caption Description of notes Optional redemption. We may also redeem up to 35% of the notes prior to , 2013 with cash proceeds we receive from certain equity offerings. At your option, we may be required to repurchase the notes in whole or in part upon a change of control triggering event, as described under the caption Description of notes Covenants Repurchase of notes upon a change of control triggering event.

The notes will be our senior unsecured obligations and will rank equally with our other unsecured and unsubordinated debt from time to time outstanding. The notes will not be guaranteed by any of our subsidiaries. The notes will effectively rank behind all of our existing and future secured debt, to the extent of the value of the assets securing such debt. We are a holding company and the notes will effectively rank behind all existing and future debt and other liabilities of our subsidiaries.

Investing in the notes involves risks. You should carefully consider each of the factors described under Risk Factors beginning on page 29 of this prospectus before you invest in the notes.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Public offering price⁽¹⁾	Underwriting discount	Proceeds, before expenses, to Teekay
Per note	\$	%	\$
Total	\$	\$	\$

(1) Plus accrued interest, if any, from _____, 2010.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

We expect that delivery of the notes to purchasers will be made on or about _____, 2010 in book-entry form through The Depository Trust Company for the account of its participants, including Euroclear Bank, S.A./N.V. and Clearstream Banking, *société anonyme*.

Joint book-running managers

J.P. Morgan

Citi

Deutsche Bank Securities

Co-managers

BNP PARIBAS

DnB NOR Markets

ING Wholesale

Scotia Capital

The date of this prospectus is January _____, 2010.

You should rely only on the information contained in this prospectus and the documents incorporated by reference herein and any related free writing prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus.

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Forward-looking statements

All statements, other than statements of historical fact, included in or incorporated by reference into this prospectus are forward-looking statements. In addition, we and our representatives may from time to time make other oral or written statements that are also forward-looking statements. Such statements include, in particular, statements about our plans, strategies, business prospects, changes and trends in our business, and the markets in which we operate. In some cases, you can identify the forward-looking statements by the use of words such as may, will, could, should, would, expect, plan, anticipate, intend, forecast, believe, estimate, predict, propose, potential, of these terms or other comparable terminology.

Forward-looking statements in this prospectus or incorporated by reference herein include, among others, statements about the following matters:

our future financial condition or results of operations and future revenues and expenses;

tanker market conditions and fundamentals, including the balance of supply and demand in these markets and spot tanker charter rates and oil production;

offshore, liquefied natural gas (or *LNG*) and liquefied petroleum gas (or *LPG*) market conditions and fundamentals, including the balance of supply and demand in these markets;

our future growth prospects;

our expected benefits from the OMI acquisition;

the sufficiency of our working capital for short-term liquidity requirements;

future capital expenditure commitments and the financing requirements for such commitments;

delivery dates of and financing for newbuildings, and the commencement of service of newbuildings under long-term time-charter contacts;

potential newbuilding order cancellations;

construction and delivery delays in the tanker industry generally;

the future valuation of goodwill;

the adequacy of restricted cash deposits to fund capital lease obligations;

our compliance with covenants under our credit facilities;

our ability to fulfill our debt obligations;

compliance with financing agreements and the expected effect of restrictive covenants in such agreements;

declining market values of our vessels and the effect on our liquidity;

operating expenses, availability of crew and crewing costs, number of off-hire days, drydocking requirements and durations and the adequacy and cost of insurance;

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our ability to capture some of the value from the volatility of the spot tanker market and from market imbalances by utilizing forward freight agreements;

the ability of the counterparties to our derivative contracts to fulfill their contractual obligations;

our ability to maximize the use of our vessels, including the re-deployment or disposition of vessels no longer under long-term contracts;

the cost of, and our ability to comply with, governmental regulations and maritime self-regulatory organization standards applicable to our business;

the impact of future regulatory changes or environmental liabilities;

taxation of our company and of distributions to our stockholders;

the expected life-spans of our vessels;

the expected impact of heightened environmental and quality concerns of insurance underwriters, regulators and charterers;

anticipated funds for liquidity needs and the sufficiency of cash flows;

our hedging activities relating to foreign exchange, interest rate, spot market and bunker fuel risks;

the effectiveness of our risk management policies and procedures and the ability of the counterparties to our derivative contracts to fulfill their contractual obligations;

the potential for additional revenue from our *Petrojarl Varg* FPSO contract based on volume of oil produced;

the growth of global oil demand;

the recent economic downturn and financial crisis in the global market, including disruptions in the global credit and stock markets, and potential negative effects of any reoccurrence of such disruptions on our customers' ability to charter our vessels and pay for our services;

our exemption from tax on our U.S. source international transportation income;

results of our discussions with certain customers to adjust the rate under our floating production, storage and offloading contracts;

our ability to competitively pursue new floating production, storage and offloading projects;

our competitive positions in our markets;

our business strategy and other plans and objectives for future operations; and

our ability to pay dividends on our common stock.

These and other forward-looking statements are subject to risks, uncertainties and assumptions, including those risks discussed in Risk Factors below and those risks discussed in other reports we file with the SEC and that are incorporated in this prospectus by reference, including, without limitation, our Annual Report on Form 20-F for the year ended December 31, 2008 and our Report on Form 6-K for the period ended September 30, 2009. The risks, uncertainties and

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assumptions involve known and unknown risks and are inherently subject to significant uncertainties and contingencies, many of which are beyond our control.

Forward-looking statements are made based upon management's current plans, expectations, estimates, assumptions and beliefs concerning future events affecting us and, therefore, involve a number of risks and uncertainties, including those risks discussed in Risk Factors, and the documents incorporated by reference herein. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements.

We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict all of these factors. Further, we cannot assess the effect of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement.

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Summary

The following summary highlights selected information contained elsewhere in this prospectus and the documents incorporated by reference herein and does not contain all the information that you should consider before deciding whether to invest in the notes. For a more complete understanding of Teekay Corporation and this offering of notes, we encourage you to carefully read this entire prospectus and the other documents incorporated by reference herein. Unless otherwise indicated or the context otherwise requires, references in this prospectus to Teekay, we, us and our and similar terms refer to Teekay Corporation and/or one or more of its subsidiaries, except that those terms, when used in this prospectus in connection with the notes described herein, shall mean specifically Teekay Corporation. References in this prospectus to Teekay Parent refer to the assets, liabilities, results of operations and cash flows of Teekay Corporation and its non-publicly traded subsidiaries, which is explained in further detail on page 21 in Summary financial and operating data. Financial and operating data of Teekay Parent are not calculated or presented in accordance with generally accepted accounting principles in the United States (or GAAP). Unless otherwise indicated, all references in this prospectus to dollars and \$ are to, and amounts are presented in, U.S. Dollars, and financial information presented in this prospectus is prepared in accordance with GAAP. References in this prospectus to independent fleet owners or operators mean companies other than private or state controlled entities that operate their own fleets. Unless otherwise indicated, we include as long-term contracts those with an initial term of at least three years.

Overview

We are a leading provider of international crude oil and gas marine transportation services, and transport approximately 10% of the world's seaborne oil, primarily under long-term, fixed-rate contracts. We also offer offshore floating oil production, storage and off-loading services. With an owned and in-chartered fleet of 158 vessels (including 11 newbuildings), offices worldwide and approximately 6,300 seagoing and shore-based employees, we provide comprehensive marine services to the world's leading oil and gas companies, helping them link their upstream energy production to their downstream operations.

We are a market leader in each of the segments in which we operate. We are the third largest independent owner of liquefied natural gas (or LNG) carriers, with a fleet of 19 vessels (including four newbuildings) in addition to six liquefied petroleum gas (or LPG) carriers (including three LPG newbuildings). With a fleet of 39 shuttle tankers (including four newbuildings), we are the world's largest independent owner and operator of shuttle tankers and control over 50% of the worldwide shuttle tanker fleet. We are also one of the largest owners and operators of floating production, storage and off-loading (or FPSO) units in the North Sea, with four owned units currently operating in that region, in addition to a fifth owned FPSO unit operating off the coast of Brazil. During 2009, our FPSO units produced an average of approximately 95,000 barrels of oil per day under long-term contracts. With our fleet of 83 crude oil and petroleum product tankers, we are the largest owner and operator of mid-size conventional oil tankers. For the 12 months ended September 30, 2009, our total fleet generated revenues of approximately \$2.4 billion, net revenues of approximately \$2.0 billion, net loss of approximately \$560.4 million and Adjusted EBITDA of \$617.2 million. Please read Summary financial and operating data for reconciliations of our revenues to net revenues and of our net loss to Adjusted EBITDA.

Our customers include major international oil, energy and utility companies such as BP plc, Chevron Corporation, ConocoPhillips, ExxonMobil Corporation, Petroleo Brasileiro S.A. (or Petrobras), Ras

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Laffan Liquefied Natural Gas Company Ltd. (a joint venture between ExxonMobil Corporation and the Government of Qatar), Repsol YPF S.A., Shell, Statoil ASA, Talisman Energy, Inc. and Total S.A. We believe that customers partner with us for logistically complex projects under long-term, fixed-rate contracts due to our extensive capabilities, diverse service offerings, global operations platform, financial stability and high quality fleet and customer service. As of December 31, 2009, 37 of our contracts with customers exceeded 10 years in duration, excluding options to extend.

Over the past decade, we have transformed from being primarily an owner of ships in the cyclical spot tanker sector to being a diversified supplier of logistics services in the Marine Midstream sector. This transformation has included, among other things:

Our entry into the LNG and LPG shipping sectors and into the offshore oil production, storage and transportation sectors;

The reorganization of certain of our assets through our formation of three publicly-traded subsidiaries, which are focused on growing specific core operating segments and have expanded our investor base and access to the capital markets; and

Expansion of our fixed-rate businesses. For the 12 months ended September 30, 2009, net revenues from fixed-rate contracts with an initial term of at least three years represented 69% of our total net revenues, compared to 41% of total net revenues in 2003. For the 12 months ended September 30, 2009, net revenues from fixed-rate contracts with an initial term of at least one year represented approximately 75% of our total net revenues. As of December 31, 2009, we had under contract a total of approximately \$11.5 billion of forward, fixed-rate revenue, with a weighted-average remaining term of approximately 10.3 years (excluding options to extend).

Our three publicly-traded subsidiaries include: Teekay LNG Partners L.P. (NYSE: TGP) (or *Teekay LNG*), which we formed in 2005 and primarily operates in the LNG and LPG shipping sectors; Teekay Offshore Partners L.P. (NYSE: TOO) (or *Teekay Offshore*), which we formed in 2006 and primarily operates in the offshore oil production, storage and transportation sectors; and Teekay Tankers Ltd. (NYSE: TNK) (or *Teekay Tankers*), which we formed in 2007 and engages in the conventional tanker business. Teekay Parent, which essentially includes all our operations other than those of our publicly-traded subsidiaries, manages substantially all of the vessels in the total Teekay fleet and itself owns or in-charters a fleet of 65 vessels (including eight newbuildings), comprised of 52 conventional tankers, four FPSO units and one floating storage and offtake (or *FSO*) unit.

Through our flexible corporate structure, we have access to the debt and equity capital markets to grow each of our core businesses. Through vessel sales by Teekay Parent to its publicly-traded subsidiaries and public equity financing of such acquisitions by those subsidiaries, Teekay Parent reduced its net debt during the 12 months ended September 30, 2009 by approximately \$300 million. In November 2009, Teekay Parent further reduced its net debt by repaying \$160 million under one of its revolving credit facilities, using funds repaid to it by Teekay Offshore. As our publicly-traded subsidiaries continue to issue equity to finance their growth, structural mechanisms, including Teekay Parent's ownership of the sole general partnership interests in Teekay LNG and Teekay Offshore and its 100% ownership of Teekay Tankers' supervoting Class B shares, provide Teekay Parent with a significant level of control over these entities. Certain of Teekay's officers and directors are also officers and directors of the publicly-traded subsidiaries or, as applicable, their general partners. Please read *Certain relationships and related party transactions. Distributions* Teekay Parent receives from these subsidiaries as well as cash flow generated by assets owned by Teekay Parent have further reduced its debt level. Please see *Organizational structure* for further information about our corporate structure.

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Although our corporate structure includes our three publicly-traded subsidiaries, our operations are divided into the following segments: the liquefied gas segment; the shuttle tanker and FSO segment; the FPSO segment and the conventional tanker segment (which we further divide into the fixed-rate tanker segment and the spot tanker segment).

Our liquefied gas segment includes our LNG and LPG operations, with all delivered vessels currently owned by Teekay LNG. All of our LNG and LPG carriers operate under long-term, fixed-rate time-charter contracts, with an average remaining term of approximately 17.2 years as of December 31, 2009 (excluding options to extend). This fleet totaled 25 carriers, including seven newbuildings on order, as of December 31, 2009.

Our FPSO segment includes five FPSO units, four of which are owned by Teekay Parent and one by Teekay Offshore. All of these units operate under long-term fixed-rate contracts. As of December 31, 2009, the average remaining term for our FPSO contracts was approximately 4.5 years (excluding options to extend).

Our shuttle tanker and FSO segment includes our shuttle tankers and FSO units, all of which generally operate under long-term, fixed-rate contracts. As of December 31, 2009, this fleet consisted of 39 shuttle tankers (including four newbuildings and eight in-chartered vessels), with contracts with an average remaining term of approximately 4.3 years (excluding options to extend), and six FSO units, with contracts with an average remaining term of approximately 4.9 years (excluding options to extend). All of the shuttle tankers and FSO units are owned or operated by Teekay Offshore, except for four Aframax newbuilding shuttle tankers on order and one FSO unit, which are owned by Teekay Parent. Our shuttle tanker fleet, including newbuildings on order, has a total capacity of approximately 4.7 million deadweight tonnes (or *dwt*) and represents more than 50% of the total world shuttle tanker fleet.

Our conventional tanker segment included 73 crude oil tankers and 10 product tankers, representing the world's largest fleet of mid-size conventional oil tankers. Of this fleet, 52 tankers are owned or operated by Teekay Parent and 31 tankers are owned by Teekay Tankers, Teekay LNG or Teekay Offshore. As of December 31, 2009, we had 42 conventional tankers employed on long-term, fixed-rate time charters, with an average remaining term of approximately 4.8 years (excluding options to extend). The remainder of our conventional tanker fleet operated in the spot tanker market as of December 31, 2009.

In our conventional tanker segment, we have developed a flexible commercial operating platform. Certain of our vessels in the spot tanker segment operate pursuant to commercial pooling arrangements which include our and third party vessels and are managed either solely or jointly by us. We believe the size and scope of our commercial pooling arrangements enhance our ability to secure backhaul voyages, which improves pool vessel utilization and generates higher effective time-charter equivalent (or *TCE*) rates per vessel than might otherwise be obtained in the spot market, while providing certain cost efficiencies and a higher overall service level to customers. As of December 31, 2009, an additional 27 tankers controlled by third parties operated in our commercial pools thereby increasing our overall footprint in the conventional tanker sector from 83 to 110 vessels.

Our size, reputation and operational capabilities provide opportunities for us to in-charter third party vessels to our fleet. This flexibility allows us to expand our spot market fleet size or, by not renewing in-charters, reduce the fleet size in response to market conditions. Since the fourth quarter of 2008, we have taken steps to reduce our exposure to the weakening spot tanker market, including redelivering in-chartered vessels, chartering out vessels on fixed-rate

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time-charter contracts and selling certain spot traded vessels. As a result, we reduced our quarterly in-charter hire expense by approximately \$60 million for the quarter ended September 30, 2009 compared to the quarter ended September 30, 2008. Recent initiatives reduced our aggregate quarterly general and administrative and vessel operating expenses by \$24 million, or approximately 11%, for the quarter ended September 30, 2009 compared to the quarter ended September 30, 2008.

Our competitive strengths

Market leadership in all business segments. We are a market leader in each of the segments in which we operate. Teekay LNG is the third largest independent owner of LNG carriers. We are the world's largest independent owner and operator of shuttle tankers and control over 50% of the world shuttle tanker fleet. We are also the largest owner and operator of FPSO units in the North Sea, with four units currently operating in that region, and a fifth FPSO unit operating off the coast of Brazil. In addition, we are the largest owner and operator of mid-sized conventional oil tankers. We believe our position as a market leader in these segments enhances our reputation, which, together with the scale, diversity and quality of our operations, provides us with further opportunities to retain and increase our market position.

Increased operating and financial stability through long-term, fixed-rate contracted revenue. Over the past decade, we have diversified our revenue and cash flow mix beyond the cyclical spot tanker market and significantly increased the amount and proportion of fixed-rate revenue. For the 12 months ended September 30, 2009, approximately 75% of our total net revenue was derived from fixed-rate contracts with an initial term of at least one year. As of December 31, 2009, approximately 83% of our total fleet operating days (on a ship-equivalent basis) for 2010 were subject to fixed-rate contracts with an initial term of at least one year. As of December 31, 2009, we had under contract a total of approximately \$11.5 billion of forward, fixed-rate revenue with a weighted-average remaining term of approximately 10.3 years (excluding options to extend).

Strong credit profile, liquidity position and cash flows. Our focus on fixed-rate contracts has enabled us to secure significant recurring revenue and cash flows. As of September 30, 2009, approximately 79% of our consolidated total debt was being serviced by assets operating under long-term, fixed-rate contracts. After giving effect to (a) this offering and our intended use of the net offering proceeds as described in "Use of proceeds" and (b) the use of \$90 million of net proceeds from Teekay LNG's November 2009 public offering of common units to repay indebtedness under one of its revolving credit facilities, of our \$5.3 billion in consolidated debt as of September 30, 2009 (\$4.6 billion net of restricted cash), approximately \$4.2 billion (\$3.6 billion net of restricted cash) was attributable to our three publicly-traded subsidiaries, of which approximately 83% (93% net of restricted cash) is non-recourse to Teekay Parent. As of December 31, 2009, and after giving effect to this offering and the intended use of the net offering proceeds, we would have had approximately \$2.1 billion of available liquidity, consisting of cash on hand and undrawn revolving credit facilities, with approximately \$1.1 billion of this liquidity at the Teekay Parent level. In addition, credit facilities are currently in place to cover 98% of our current newbuilding capital expenditure commitments. After giving effect to this offering and the intended use of the net offering proceeds, as of December 31, 2009, we would have had scheduled balloon debt repayments of \$0 million, \$265 million, \$0 million and \$388 million in 2010, 2011, 2012 and 2013, respectively. Although we have liquidity and cash flow to support a significant amount of our debt obligations, we generally plan to refinance our credit facilities in advance of their maturities. During the 12 months ended September 30, 2009, Teekay Parent reduced its net debt by approximately

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\$300 million and its newbuilding capital commitments by nearly \$350 million, primarily as a result of vessel sales to its publicly-traded subsidiaries (which were financed partially with equity offerings by each subsidiary), other vessel dispositions and cash flow generated from operations. In November 2009, Teekay Parent further reduced its net debt by repaying \$160 million under one of its revolving credit facilities using funds repaid to it by Teekay Offshore .

Flexible corporate structure with increased access to capital markets. Three of our subsidiaries, Teekay LNG, Teekay Offshore and Teekay Tankers, are publicly-traded entities with structural features that provide Teekay Parent with a significant level of control over them. Our long-term objective is to continue to grow each of these subsidiaries through accretive acquisitions, primarily through vessel sales to them by Teekay Parent, and further reinforce market leadership within each sector in which these subsidiaries operate. Including the initial public offerings of Teekay LNG, Teekay Offshore and Teekay Tankers in May 2005, December 2006 and December 2007, respectively, and subsequent public offerings, we have raised over \$1.3 billion in public equity through these subsidiaries, which they primarily used to fund vessel acquisitions from Teekay Parent. Teekay Parent has used these sales proceeds primarily to prepay debt. In addition, Teekay Parent is entitled to cash distributions on its general and limited partnership interests in Teekay LNG and Teekay Offshore and on its equity interest in Teekay Tankers. Teekay Parent also has certain rights to receive increasing percentages of cash distributions from these entities to the extent per unit or per share distributions increase as a result of accretive acquisitions or otherwise, which may further enhance Teekay Parent's cash flow.

Strong, long-term relationships with high credit quality customers. We have developed strong relationships with our customers, which include major international oil, energy and utility companies such as BP plc, Chevron Corporation, ConocoPhillips, ExxonMobil Corporation, Petrobras, Ras Laffan Liquefied Natural Gas Company Ltd. (a joint venture between ExxonMobil Corporation and the Government of Qatar), Repsol YPF S.A., Shell, Statoil ASA, Talisman Energy, Inc. and Total S.A. We have never experienced a material default by a customer under a long-term, fixed-rate contract. We attribute the strength of our customer relationships, and the opportunity to partner with our customers on many long-term, logistically complex projects, to the diversity and depth of our service offerings, our reputation for consistent delivery of high-quality services and our financial stability. As of December 31, 2009, we had 37 customer contracts with terms exceeding 10 years, excluding options to extend.

Scale, diversity and high quality of service offerings. The size of, and broad range of vessel types in, our fleet of 158 vessels permit us to offer to customers a comprehensive range of midstream logistics services, including ship-based transportation, production and storage options. This has contributed to our playing an increasingly prominent role in our customers' logistics chains by positioning us as a one-stop-shop for these services and providing economies of scale. We believe we are an industry leader in safety and environmental standards. We benefit from higher quality control over commercial and technical management due to our expertise in and ability to perform all significant functions in-house, such as operational and technical support, tanker maintenance, crewing, shipyard supervision, insurance and financial management services.

Experienced management team. The members of Teekay's senior management team have on average more than 20 years of experience in the shipping industry, including an average of approximately 11 years with Teekay. Our executives have experience managing through multiple economic cycles and expertise across commercial, technical, financial and other functional management areas of our business, which helps promote a focused marketing effort, stringent quality and cost controls, and effective operations and safety monitoring.

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Our business strategy

Maintain segment leading positions through increased customer adoption of our diversified service offerings and fleet growth. We offer to our customers a one-stop-shop for a comprehensive range of marine midstream logistical services. We have over 30 years experience in the oil tanker business and maintain worldwide operations. Since 2004, we have expanded our service offerings to include ship-based oil production and storage and marine transportation of LNG and LPG. Many of our customers use more than one of the types of major services we offer. By pursuing new customer relationships and leveraging existing relationships, we seek to continue to increase customer adoption of our diversified service offerings. We intend to continue to grow our fleet by pursuing growth opportunities through Teekay Parent and our publicly-traded subsidiaries. We also intend to maintain our leadership positions in the segments in which we operate by leveraging our established reputation for maintaining high standards of performance, reliability and safety.

Maintain a balanced chartering strategy to increase cash flow. We will continue to focus on entering into long-term, fixed-rate contracts with customers and expect that these contracts will continue to generate a substantial majority of our revenues and cash flows. We plan to continue to maintain some of our vessels in the spot market in order to take advantage of ongoing market opportunities. Our size, reputation and operational capabilities also provide opportunities for us to in-charter third party vessels, including vessels that may trade on the spot market. This provides us flexibility in expanding or, by not renewing in-charters, reducing our fleet size, in response to market conditions. In addition, through participating in and managing commercial pools of vessels, we seek to increase returns on our spot fleet and provide additional resources to our customers, without the need for additional capital investments.

Continue to increase cash flows and improve our financial position. We intend to continue to improve our cash flows and financial condition while capitalizing on attractive growth opportunities. As part of this strategy, Teekay Parent intends to continue to offer to sell additional vessels from time to time to its publicly-traded subsidiaries. We anticipate that these transactions, if accepted by the subsidiaries, will help Teekay Parent monetize these assets and reduce its debt level while maintaining operating control of the vessels through existing management agreements. Teekay Parent also has certain rights to receive increasing percentages of cash distributions from these entities to the extent per unit or per share distributions increase as result of accretive acquisitions or otherwise. We also intend to continue the strategy we employed throughout 2009 to increase profitability and cash flows through, among other measures, seeking to recontract certain FPSO units and shuttle tankers at more favorable rates and carefully managing our general and administrative and vessel operating expenses.

Expand offshore and gas operations in high growth regions. We continually monitor expansion opportunities in our existing and in new markets. In particular, we seek to expand our FPSO and FSO and shuttle tanker operations in growing offshore markets in which we currently operate, such as Brazil, the North Sea and Australia, and we intend to pursue opportunities in promising offshore markets where we do not regularly operate, such as the Arctic, Eastern Canada, the Gulf of Mexico, Africa, the Middle East and Southeast Asia. In addition, we seek to capitalize on opportunities emerging from the global expansion of the LNG and LPG sectors by selectively targeting long-term, fixed-rate charters with high credit quality customers.

Continue our focus on maintaining high quality, cost-effective marine operations. Our operational focus is to continue to be an industry leader in safety and risk management, to maintain cost-effective operations, to ensure high quality customer service with a large,

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diversified and well-maintained asset base, and to employ well-trained onshore and offshore staff. We believe achievement of these objectives allows us to deliver superior services to our customers. We apply key performance indicators to facilitate regular monitoring of our operational performance. We intend to continue to maintain all significant operating, commercial, technical and administrative functions in-house to ensure stringent operational and quality control. We believe these strategies will enhance our ability to obtain repeat business from our customers and attract new customers, as well as to operate our fleet with greater efficiencies.

Organizational structure

The following chart depicts our simplified organizational structure as of December 31, 2009. Vessel number information includes owned, in-chartered and newbuildings. Please read Fleet list.

- (1) The partnership is controlled by its general partner. Teekay Corporation indirectly owns a 100% beneficial ownership in the general partner. However, in certain limited cases, approval of a majority of the unitholders of the partnership is required to approve certain actions.
- (2) Teekay Tankers has two classes of shares: Class A common stock and Class B common stock. Teekay Corporation indirectly owns 100% of the Class B shares which have five votes each but aggregate voting power capped at 49%. As a result of Teekay Corporation's ownership of Class A and Class B shares, it currently holds aggregate voting power of 51.6%.
- (3) Includes 48 vessels owned by Teekay Offshore Operating L.P.

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As of December 31, 2009, our total fleet consisted of 158 vessels, including in-chartered vessels and newbuildings on order but excluding vessels we commercially manage for third parties, as summarized in the following table:

Teekay Corporation fleet list	Owned vessels	Number of vessels Chartered-in		Newbuildings	Total
		vessels			
Teekay Parent fleet⁽¹⁾					
Aframax tankers ⁽²⁾	6	16			22
Suezmax tankers ⁽³⁾	13	6			19
VLCC tankers		1			1
Product tankers	8	2			10
LNG carriers ⁽⁴⁾				4	4
Shuttle tankers				4	4
FPSO units ⁽⁵⁾	4				4
FSO units ⁽⁵⁾	1				1
Total Teekay Parent fleet	32 ⁽¹⁰⁾	25		8	65
Teekay Offshore fleet	 				