

Konkurransetilsynet
Postboks 439 Sentrum
5805 Bergen

Via email post@kt.no

Confidential version

Our reference 3465476/1
Partner in charge Eivind Vesterkjær

Oslo, 29 October 2009

STANDARDIZED NOTIFICATION OF A CONCENTRATION – NORSK TEEKAY AS – CONOCOPHILLIPS SHIPPING NORGE NR 2 AS

1 THE NOTIFYING PARTIES

1.1 Notifying party

Name: Norsk Teekay AS
Reg. number: 985 030 235
Address: Verven 4,
4014 Stavanger

Contact: Advokatfirmaet Thommessen AS
Haakon VIIIs gate 10
Postboks 1484 Vika
0116 Oslo

Att: Advokatfullmektig Henning Rosenlund Wahlen
Telephone: 23 11 13 18
hrw@thommessen.no

2 Other undertakings concerned

Name: The business activities of ConocoPhillips Shipping Norge Nr 2 AS
Reg. number: 979 542 976
Address: Ekofiskveien 35
4056 Tananger

Contact: Advokatfirmaet Thommessen AS
Haakon VIIIs gate 10
Postboks 1484 Vika
0116 Oslo

Att: Advokatfullmektig Henning Rosenlund Wahlen
Telephone: 23 11 13 18
hrw@thommessen.no

3 Nature of the concentration

Through an agreement entered into between Teekay Shipping Partners Holding AS, (to be registered) an indirect wholly-owned subsidiary of Norsk Teekay AS ("Teekay") and ConocoPhillips Shipping Norge Nr 2 AS ("ConocoPhillips Shipping"), Teekay will acquire (through the company Partrederiet Teekay Shipping Partners DA) the STL (Submerged Turret Loading) shuttle tanker Randgrid from ConocoPhillips Shipping. While ConocoPhillips Shipping will acquire a minority equity stake in Partrederiet Teekay Shipping Partners DA, the transaction will result in Teekay acquiring sole control of Randgrid for the purpose of Norwegian merger control rules.

The purpose of Partrederiet Teekay Shipping Partners DA is to provide bulk transport services of crude oil from the Heidrun oil field on Haltenbanken in the North Sea and other North Sea fields using its own vessels and (if necessary) vessels chartered from third parties.

4 The structure and business areas of the undertakings concerned

4.1 Teekay Corporation

Teekay is an indirectly wholly-owned subsidiary of Teekay Corporation, an international player within production, storage and transportation of oil and liquefied natural gas and related services. Teekay Corporation has a fleet of over 150 vessels, offices in 16 countries and more than 6,700 seagoing and shore-based employees. Teekay Corporation provides a comprehensive set of marine services to the world's leading oil and gas companies, helping them to seamlessly link their upstream energy production to their downstream processing operations. Teekay Corporation's common stock is listed on the New York Stock Exchange (NYSE) where it trades under the symbol "TK". Teekay Corporation controls three NYSE stock listed companies; Teekay LNG Partners LP (TGP), Teekay Tankers Ltd (TNK), and Teekay Offshore Partners LP (TOO).

Teekay's shuttle tanker services comprise a fleet of 40 tankers that transport crude oil and condensates from offshore oil field installations to onshore terminals and refineries, both in the North Sea and Brazil. The shuttle tanker services are mainly managed by Teekay Shipping Norway AS in Stavanger. The Stavanger office employs approximately 140 employees and is regarded as one of the leading shuttle tanker hubs in the world.

Additional details about Teekay can be found at www.teekay.com.

4.2 ConocoPhillips Shipping Norge Nr 2 AS

ConocoPhillips Shipping is an indirectly wholly-owned subsidiary of ConocoPhillips ("ConocoPhillips"). ConocoPhillips is an international, integrated energy company with activities within, in particular, exploration for and production of oil, natural gas and natural gas liquids around the world, refining, and (through its 50 percent interest in Chevron Phillips Chemical Company LLC) production of chemicals and plastics.

Additional information about ConocoPhillips can be found at www.conocophillips.com.

Additional information about ConocoPhillips' activities in Norway can be found at www.conocophillips.no/read.aspx?db=internet/main.nsf&uid=E6686F87E817347BC1256CDA004C6B65

The only business of ConocoPhillips Shipping is the ownership of the shuttle tanker Randgrid. ConocoPhillips Shipping has not engaged in the commercial operation of Randgrid (or any other shuttle tanker) and is consequently only a provider of tonnage. Randgrid is currently on a bare boat charterparty to its affiliate company ConocoPhillips Investments Norge AS who subsequently has time chartered the ship to Teekay.

Randgrid will be taken out of commercial activity in the North Sea as it most likely will be considered too old by oil companies and terminals.

5 Turnover and operating result in Norway last financial year

	Company	Revenues in Norway (in NOK millions)	Operating result from Norwegian operations (if recorded/available)
Notifying party	Teekay Corporation	3 630,5 ¹	N/A
Other undertaking concerned	ConocoPhillips Shipping Norge Nr 2 AS	40,7	12,8

6 Affected markets

6.1 Market definition

Shuttle tankers are used as an alternative to pipelines to transport crude oil and condensates from offshore oil field installations to onshore terminals and refineries.

Shuttle tankers generally range in size between 80-150,000 DWT. They have equipment which enables the vessel to maintain position whilst off-loading oil from the production facilities at the oil field in question, including dynamic positioning ("DP") equipment, bow loading facilities, controllable pitch propellers and bow and/or stern thrusters and redundant safety systems.

Shuttle tankers initially started operating in the North Sea. Other main areas for shuttle tankers are in Russia, Brazil and Canada. Shuttle tankers are also under construction for operation in the Gulf of Mexico. There are also future plans to take up such operation in the Arctic sea and north western Russia. The total world fleet of shuttle tankers consists currently of 91 shuttle tankers including 20 newbuildings. Currently 32 shuttle tankers are operating in the North Sea.

From a market definition perspective two different levels can be distinguished in relation to shuttle tankers:

¹ Based on Norges Bank's exchange rate for USD of 5,6374 the 27 October 2009

- The "tonnage market": The ownership and provision of shuttle tankers on charter to specialised shuttle tanker operators or to oil exploration companies that operate the vessels themselves, and;
- The "shuttle tanker services market": The provision of integrated shuttle tanker transportation services on the basis of a dedicated fleet of owned or chartered-in shuttle tankers and a specialised organisation capable of handling the logistics requirements of the customers.

By virtue of its ownership of Randgrid, ConocoPhillips Shipping is active in the market for provision of shuttle tanker tonnage. Randgrid was originally acquired to transport crude oil from Heidrun. ConocoPhillips has an ownership interest in the Heidrun field of about 24%. ConocoPhillips Shipping has never engaged in the provision of shuttle tanker services to third parties. Randgrid entered into a time charter with Statoil, the operator of the Heidrun field, upon delivery from the yard in 1995. The time charter contract was transferred to Navion in 1997 and subsequently to Teekay in 2003 upon Teekay acquiring Navion.

[REDACTED] This agreement is connected to Teekay's current provision of services to StatoilHydro, through its subsidiary Mongstad Terminal DA, for the Heidrun oilfield.

In contrast, Teekay's shuttle tanker activities concentrate on the provision of integrated shuttle tanker services, i.e. a complex logistics exercise on the basis of contracts of affreightment (COA). Under a COA, the customer is allowed a fractional use of a vessel and only pays for the duration of each voyage, contrary to a time charter where the customer must pay 100 % for each vessel. The COA concept therefore allows for a cost efficient and high uptime/reliability service for the customer. Teekay serves a number of COAs with its fleet of vessels, owned and in-chartered, and is responsible for the utilization of the vessels by scheduling the vessels to optimize employment. A COA pool of vessel requires both a critical mass of vessels and a critical mass of contracts. A COA operator must also have an organisation comprising of technical, operational and commercial expertise, and will have to have available a much larger organisation than a tonnage provider, which is closer to being a mere financial investor. The only other COA operator in the North Sea is Knutsen OAS.

While it is true that Teekay may charter a vessel to a customer on a bareboat or time charter basis, if the customer so requests (for example if the customer wishes to operate the vessel itself), Teekay's primary business idea in the North Sea is to provide integrated shuttle tanker services under COAs. In the North Sea, Teekay has three vessels jointly owned with Stena on time charter basis and two vessels on bare boat charter to Teekay Petrojarl while the remaining fleet operates under COAs.

Hence, Randgrid and ConocoPhillips are active in a market which is upstream of the Teekay's core activities within the commercial management of shuttle tanker and the provision of shuttle tanker services to oil exploration and production companies. As a consequence, the transaction is primarily of a vertical nature and should be viewed as a vertical rather than a horizontal merger. It should be noted that a vertical relationship already exists through Teekay's existing charter party for Randgrid.

Thus, the only market where there exists an overlap cf. the Competition Act Section 18 (2) e) between the parties to this concentration, is within "tonnage market". This is taken into consideration under section 7 below.

As shuttle tanker tonnage may be offered to customers in all parts of the world, this market must geographically be defined as a world-wide market.

6.2 Competitive impact

The transaction therefore entails that Randgrid will remain in Teekay's fleet within the "shuttle tanker services market" as a partly owned vessel rather than an in-chartered one. As such, the fact that Teekay will obtain ownership and control over Randgrid will not have any impact on Teekay's position within either the "tonnage market", or the "shuttle tanker services market". In relation to the latter market this is due to the fact that Teekay already provides shuttle tanker services with Randgrid through its existing COA contracts for both the Heidrun field other fields.

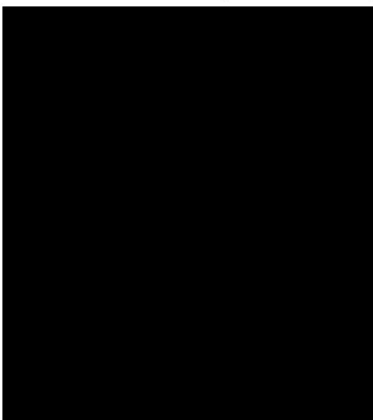
Regardless, we will for the sake of good order provide information regarding the mentioned markets in the attached document which contains a complete overview of the existing world-wide shuttle tanker fleet.

The following should be noted while reading this document:

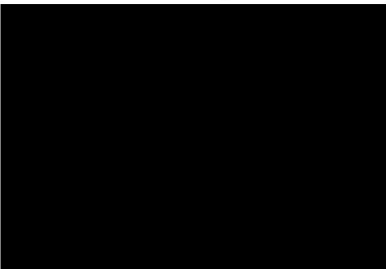
In relation to ships where the column of operator and owner are identical, the ships perform their services within the "shuttle tanker services market". Contrary, where the operator and owner are not identical, the ships have been chartered out to a customer (operator) and are consequently participants within the "tonnage market".

7 Most important competitors, customers and suppliers of the parties in the world-wide "tonnage market"

7.1.1 Most important competitors

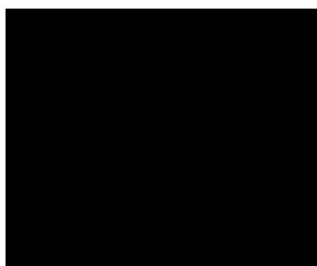


7.1.2 Most important customers



7.1.3 Most important suppliers (shipyards)





8 ANNUAL REPORTS AND ANNUAL ACCOUNTS

The 2008 annual report and accounts of Teekay are available from the Brønnøysund Registration Centre.

The annual report and accounts for Teekay Corporation can be downloaded from
http://www.teekay.com/documents_root/News%20Releases/TKC_20-F_Dec_2008%201pm_%20version.pdf.

The 2008 annual reports and accounts of ConocoPhillips Shipping Norge Nr 2 AS are available from the Brønnøysund Registration Centre.

9 Business secrets

This notification contains business secrets, these have been marked. Also the attached document is regarded as confidential.

Yours sincerely

Advokatfirmaet Thommessen AS

Henning Rosenlund Wahlen
Advokatfullmektig