

Teekay LNG Partners L.P.  
Form 6-K  
August 26, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 of**  
**the Securities Exchange Act of 1934**  
**For the quarterly period ended June 30, 2014**  
**Commission file number 1- 32479**

**TEEKAY LNG PARTNERS L.P.**  
**(Exact name of Registrant as specified in its charter)**

**4<sup>th</sup> Floor, Belvedere Building**  
**69 Pitts Bay Road**

**Hamilton, HM 08 Bermuda**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1).

Yes       No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7).

Yes       No

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**TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES**

**REPORT ON FORM 6-K FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2014**

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## ITEM 1 FINANCIAL STATEMENTS

## TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(in thousands of U.S. Dollars, except unit and per unit data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
	\$	\$	\$	\$
<b>VOYAGE REVENUES</b> (note 9a)	101,323	96,619	202,813	193,726
<b>OPERATING EXPENSES</b>				
Voyage expenses	1,167	1,224	2,500	1,615
Vessel operating expenses (note 9a)	24,320	24,814	48,576	50,130
Depreciation and amortization	23,530	25,156	47,640	49,299
General and administrative (note 9a)	6,254	4,744	12,662	10,213
<b>Total operating expenses</b>	<b>55,271</b>	<b>55,938</b>	<b>111,378</b>	<b>111,257</b>
<b>Income from vessel operations</b>	<b>46,052</b>	<b>40,681</b>	<b>91,435</b>	<b>82,469</b>
<b>OTHER ITEMS</b>				
Equity income (note 5)	32,924	39,425	53,297	65,849
Interest expense (note 7)	(15,068)	(13,132)	(29,899)	(26,380)
Interest income	572	782	1,220	1,297
Realized and unrealized loss on derivative instruments (note 10)	(16,335)	10,666	(23,856)	2,381
Foreign currency exchange (loss) gain (notes 7 and 10)	(66)	(2,787)	(845)	5,424
Other income	208	407	426	876
	2,235	35,361	343	49,447
<b>Net income before income tax expense</b>	<b>48,287</b>	<b>76,042</b>	<b>91,778</b>	<b>131,916</b>
Income tax expense (note 8)	(375)	(800)	(770)	(1,643)
<b>Net income</b>	<b>47,912</b>	<b>75,242</b>	<b>91,008</b>	<b>130,273</b>
<b>Other comprehensive loss:</b>				
Unrealized loss on qualifying cash flow hedging instrument in equity accounted joint ventures before reclassifications, net of tax (note 5c)	(1,121)		(2,064)	
Realized loss on qualifying cash flow hedging instrument in equity accounted joint ventures reclassified to equity	391		782	

income, net of tax (*note 5c*)

<b>Other comprehensive loss attributable to General and limited partners</b>	(730)		(1,282)	
<b>Comprehensive income</b>	47,182	75,242	89,726	130,273
Non-controlling interest in net and comprehensive income	4,263	5,581	9,113	6,167
General Partner's interest in net income	7,528	6,278	14,683	12,243
Limited partners' interest in net income	36,121	63,383	67,212	111,863
Limited partners' interest in net income per common unit:				
Basic	0.49	0.91	0.91	1.60
Diluted	0.49	0.91	0.91	1.60
Weighted-average number of common units outstanding:				
Basic	74,212,834	69,713,500	74,206,221	69,698,714
Diluted	74,255,543	69,732,097	74,252,842	69,709,382
Cash distributions declared per common unit	0.6918	0.6750	1.3836	1.3500

**Related party transactions (*note 9*)**

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

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## TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED BALANCE SHEETS

(in thousands of U.S. Dollars)

	As at June 30, 2014 \$	As at December 31, 2013 \$
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	121,658	139,481
Accounts receivable, including non-trade of \$14,529 (2013 \$18,084) (note 10)	20,068	19,844
Prepaid expenses	6,219	5,756
Current portion of derivative assets (note 10)	17,500	18,444
Current portion of net investments in direct financing leases (note 4)	18,105	16,441
Advances to joint venture partner (note 6a)		14,364
Advances to affiliates (notes 9b and 10)	21,036	6,634
<b>Total current assets</b>	<b>204,586</b>	<b>220,964</b>
Restricted cash – long-term (note 4)	498,400	497,298
<b>Vessels and equipment</b>		
At cost, less accumulated depreciation of \$444,571 (2013 \$413,074)	1,231,216	1,253,763
Vessels under capital leases, at cost, less accumulated depreciation of \$159,701 (2013 \$152,020)	530,195	571,692
Advances on newbuilding contracts (notes 9e and 11a)	117,778	97,207
<b>Total vessels and equipment</b>	<b>1,879,189</b>	<b>1,922,662</b>
Investment in and advances to equity accounted joint ventures (notes 5, 6b and 9d)	735,171	671,789
Net investments in direct financing leases (note 4)	676,476	683,254
Other assets	48,394	28,284
Derivative assets (note 10)	101,255	62,867
Intangible assets – net	92,124	96,845
Goodwill – liquefied gas segment	35,631	35,631
<b>Total assets</b>	<b>4,271,226</b>	<b>4,219,594</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current</b>		
Accounts payable	1,942	1,741
Accrued liabilities (notes 10 and 14)	46,876	45,796

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Unearned revenue	14,295	14,342
Current portion of long-term debt <i>(note 7)</i>	161,596	97,114
Current obligations under capital lease <i>(note 4)</i>	65,716	31,668
Current portion of in-process contracts <i>(note 5a)</i>	6,234	1,113
Current portion of derivative liabilities <i>(note 10)</i>	86,626	76,980
Advances from affiliates <i>(note 9b)</i>	46,271	19,270
<b>Total current liabilities</b>	<b>429,556</b>	<b>288,024</b>
Long-term debt <i>(note 7)</i>	1,642,859	1,680,393
Long-term obligations under capital lease <i>(note 4)</i>	499,458	566,661
Long-term unearned revenue	34,929	36,689
Other long-term liabilities <i>(notes 4 and 5c)</i>	70,974	69,480
In-process contracts <i>(note 5a)</i>	28,147	3,660
Derivative liabilities <i>(note 10)</i>	169,867	130,903
<b>Total liabilities</b>	<b>2,875,790</b>	<b>2,775,810</b>
Commitments and contingencies <i>(notes 4, 5, 7, 10, and 11)</i>		
<b>Equity</b>		
Limited Partners	1,304,036	1,338,133
General Partner	52,103	52,526
Accumulated other comprehensive (loss) income	(1,151)	131
Partners equity	1,354,988	1,390,790
Non-controlling interest	40,448	52,994
<b>Total equity</b>	<b>1,395,436</b>	<b>1,443,784</b>
<b>Total liabilities and total equity</b>	<b>4,271,226</b>	<b>4,219,594</b>

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

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**TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands of U.S. Dollars)

	Six Months Ended June 30, 2014 \$	Six Months Ended June 30, 2013 \$
Cash and cash equivalents provided by (used for)		
<b>OPERATING ACTIVITIES</b>		
<b>Net income</b>	91,008	130,273
Non-cash items:		
Unrealized loss (gain) on derivative instruments ( <i>note 10</i> )	4,368	(21,426)
Depreciation and amortization	47,640	49,299
Unrealized foreign currency exchange (loss) gain ( <i>notes 7 and 10</i> )	(66)	(5,993)
Equity income, net of dividends received of \$2,600 (2013 nil)	(50,690)	(65,849)
Amortization of deferred debt issuance costs and other	742	1,494
Change in operating assets and liabilities	9,452	5,748
Expenditures for dry docking	(7,931)	(17,796)
<b>Net operating cash flow</b>	94,523	75,750
<b>FINANCING ACTIVITIES</b>		
Proceeds from issuance of long-term debt	209,215	219,748
Scheduled repayments of long-term debt	(48,320)	(42,999)
Prepayments of long-term debt	(130,000)	(10,000)
Scheduled repayments of capital lease obligations	(3,396)	(5,205)
Proceeds from units issued out of continuous offering program, net of offering costs		4,924
Advances to joint venture partners and equity accounted joint ventures ( <i>note 6b</i> )		(16,785)
Increase in restricted cash	(1,197)	(952)
Cash distributions paid	(117,803)	(105,943)
Novation of derivative liabilities ( <i>note 9f</i> )	2,985	
Dividends paid to non-controlling interest ( <i>note 15b</i> )	(7,295)	(144)
<b>Net financing cash flow</b>	(95,811)	42,644
<b>INVESTING ACTIVITIES</b>		
Purchase of equity accounted investments ( <i>notes 5 and 15c</i> )	(1)	(135,790)
Receipts from direct financing leases	5,114	3,233
Expenditures for vessels and equipment	(21,648)	(1,793)



<b>Net investing cash flow</b>	(16,535)	(134,350)
<b>Decrease in cash and cash equivalents</b>	(17,823)	(15,956)
Cash and cash equivalents, beginning of the period	139,481	113,577
<b>Cash and cash equivalents, end of the period</b>	121,658	97,621

Supplemental cash flow information (*note 15*)

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

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**TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN TOTAL EQUITY**

(in thousands of U.S. Dollars and units)

	TOTAL EQUITY					Total	
	Partners Equity		Accumulated Other Comprehensive (Loss) Income (Note 5c)	Non- controlling Interest			
	Limited Partners			General Partner	\$		\$
	Number of Common Units	\$					
<b>Balance as at December 31, 2013</b>	74,196	1,338,133	52,526	131	52,994	1,443,784	
Net income		67,212	14,683		9,113	91,008	
Other comprehensive loss				(1,282)		(1,282)	
Cash distributions		(102,669)	(15,134)			(117,803)	
Dividends paid to non-controlling interest					(21,659)	(21,659)	
Equity based compensation (note 13)	17	1,360	28			1,388	
<b>Balance as at June 30, 2014</b>	74,213	1,304,036	52,103	(1,151)	40,448	1,395,436	

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

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**TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES**

**NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

**(all tabular amounts stated in thousands of U.S. Dollars, except unit and per unit data or unless otherwise indicated)**

**1. Basis of Presentation**

The unaudited interim consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (or *GAAP*). These financial statements include the accounts of Teekay LNG Partners L.P., which is a limited partnership formed under the laws of the Republic of The Marshall Islands, and its wholly owned or controlled subsidiaries (collectively, the *Partnership*). The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Certain information and footnote disclosures required by GAAP for complete annual financial statements have been omitted and, therefore, these interim financial statements should be read in conjunction with the Partnership's audited consolidated financial statements for the year ended December 31, 2013, which are included in the Partnership's Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on April 29, 2014. In the opinion of management of Teekay GP L.L.C., the general partner of the Partnership (or the *General Partner*), these interim unaudited consolidated financial statements reflect all adjustments consisting solely of a normal recurring nature, necessary to present fairly, in all material respects, the Partnership's consolidated financial position, results of operations, changes in total equity and cash flows for the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of those for a full fiscal year. Significant intercompany balances and transactions have been eliminated upon consolidation. In addition, certain of the comparative figures have been reclassified to conform to the presentation adopted in the current period relating to in-process revenue contracts of \$1.1 million and \$3.7 million reclassified from unearned revenue and other long-term liabilities, respectively, to current portion of in-process contracts and in-process contracts, respectively, in the Partnership's consolidated balance sheets.

**2. Financial Instruments**

a) Fair Value Measurements

For a description of how the Partnership estimates fair value and for a description of the fair value hierarchy levels, see Note 2 in the Partnership's audited consolidated financial statements filed with its Annual Report on Form 20-F for the year ended December 31, 2013. The following table includes the estimated fair value and carrying value of those assets and liabilities that are measured at fair value on a recurring and non-recurring basis, as well as the estimated fair value of the Partnership's financial instruments that are not accounted for at a fair value on a recurring basis.

**June 30, 2014**

**December 31, 2013**

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	<b>Fair Value Hierarchy Level</b>	<b>Carrying Amount Asset (Liability)</b> \$	<b>Fair Value Asset (Liability)</b> \$	<b>Carrying Amount Asset (Liability)</b> \$	<b>Fair Value Asset (Liability)</b> \$
Recurring:					
Cash and cash equivalents and restricted cash	Level 1	620,058	620,058	636,779	636,779
Derivative instruments (note 10)					
Interest rate swap agreements assets	Level 2	121,520	121,520	81,119	81,119
Interest rate swap agreements liabilities	Level 2	(246,412)	(246,412)	(200,762)	(200,762)
Cross currency swap agreements	Level 2	(22,018)	(22,018)	(18,236)	(18,236)
Other derivative	Level 3	1,576	1,576	6,344	6,344
Other:					
Advances to equity accounted joint ventures (note 6b)	(i)	85,469	(i)	85,135	(i)
Advances to joint venture partner (note 6a)	(ii)			14,364	(ii)
Long-term receivable included in other assets	Level 2	16,452	16,452		
Long-term debt public (note 7)	Level 1	(260,880)	(275,881)	(263,534)	(274,240)
Long-term debt non-public (note 7)	Level 2	(1,543,575)	(1,473,247)	(1,513,973)	(1,409,252)

(i) The advances to equity accounted joint ventures together with the Partnership's equity investments in the joint ventures form the net aggregate carrying value of the Partnership's interests in the joint ventures in these consolidated financial statements. The fair values of the individual components of such aggregate interests are not determinable.

(ii) The Partnership owns a 99% interest in Teekay Tangguh Borrower LLC (or *Teekay Tangguh*), which owns a 70% interest in Teekay BLT Corporation (or the *Teekay Tangguh Joint Venture*), essentially giving the Partnership a 69% interest in the Teekay Tangguh Joint Venture. The advances from the Teekay Tangguh Joint Venture to the joint venture partner together with the joint venture partner's equity investment in the Teekay Tangguh Joint Venture form the net aggregate carrying value of the joint venture partner's interest in the Teekay Tangguh Joint Venture in these consolidated financial statements. The fair value of the individual components of such aggregate interest was not determinable as at December 31, 2013.

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## TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(all tabular amounts stated in thousands of U.S. Dollars, except unit and per unit data or unless otherwise indicated)

Changes in fair value during the six months ended June 30, 2014 and 2013 for the Partnership's other derivative asset, the Toledo Spirit time-charter derivative, which is described below and is measured at fair value on a recurring basis using significant unobservable inputs (Level 3), are as follows:

	Six Months Ended June 30,	
	2014	2013
	\$	\$
Fair value at beginning of period	6,344	1,100
Realized and unrealized (losses) gains included in earnings	(3,224)	2,777
Settlements	(1,544)	23
Fair value at end of period	1,576	3,900

The Partnership's Suezmax tanker, the *Toledo Spirit*, operates pursuant to a time-charter contract that increases or decreases the otherwise fixed-hire rate established in the charter depending on the spot charter rates that the Partnership would have earned had it traded the vessel in the spot tanker market. The time-charter contract ends in August 2025, although the charterer has the right to terminate the time-charter in July 2018. In order to reduce the variability of its revenue under the *Toledo Spirit* time-charter, the Partnership entered into an agreement with Teekay Corporation under which Teekay Corporation pays the Partnership any amounts payable to the charterer of the *Toledo Spirit* as a result of spot rates being below the fixed rate, and the Partnership pays Teekay Corporation any amounts payable to the Partnership by the charterer of the *Toledo Spirit* as a result of spot rates being in excess of the fixed rate. The estimated fair value of this other derivative is based in part upon the Partnership's projection of future spot market tanker rates, which has been derived from current spot market tanker rates and long-term historical average rates as well as an estimated discount rate. The estimated fair value of this other derivative as of June 30, 2014 is based upon an average daily tanker rate of \$23,788 (June 30, 2013 - \$22,241) over the remaining duration of the charter contract and a discount rate of 8.4% (June 30, 2013 - 8.8%). In developing and evaluating this estimate, the Partnership considers the current tanker market fundamentals as well as the short and long-term outlook. A higher or lower average daily tanker rate would result in a higher or lower fair value liability or a lower or higher fair value asset. A higher or lower discount rate would result in a lower or higher fair value asset or liability.

## b) Financing Receivables

The following table contains a summary of the Partnership's loan receivables and other financing receivables by type of borrower and the method by which the Partnership monitors the credit quality of its financing receivables on a quarterly basis.

Class of Financing Receivable	Credit Quality Indicator	Grade	June 30,	December 31,
			2014	2013
			\$	\$
Direct financing leases	Payment activity	Performing	694,581	699,695
Other receivables:				
Long-term receivable and accrued revenue included in other assets	Payment activity	Performing	28,597	8,095
Advances to equity accounted joint ventures ( <i>note 6b</i> )	Other internal metrics	Performing	85,469	85,135
Advances to joint venture partner ( <i>note 6a</i> )	Other internal metrics	Settled		14,364
			808,647	807,289

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(all tabular amounts stated in thousands of U.S. Dollars, except unit and per unit data or unless otherwise indicated)

**3. Segment Reporting**

The following table includes results for the Partnership's segments for the periods presented in these financial statements.

	<b>Three Months Ended June 30,</b>					
	<b>2014</b>			<b>2013</b>		
	<b>Liquefied Gas</b>	<b>Conventional</b>	<b>Total</b>	<b>Liquefied Gas</b>	<b>Conventional</b>	<b>Total</b>
	<b>Segment</b>	<b>Tanker</b>		<b>Segment</b>	<b>Tanker</b>	
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Voyage revenues	77,602	23,721	101,323	68,270	28,349	96,619
Voyage expenses	705	462	1,167	407	817	1,224
Vessel operating expenses	14,746	9,574	24,320	13,683	11,131	24,814
Depreciation and amortization	17,888	5,642	23,530	18,329	6,827	25,156
General and administrative <sup>(i)</sup>	4,460	1,794	6,254	3,233	1,511	4,744
Income from vessel operations	39,803	6,249	46,052	32,618	8,063	40,681

	<b>Six Months Ended June 30,</b>					
	<b>2014</b>			<b>2013</b>		
	<b>Liquefied Gas</b>	<b>Conventional</b>	<b>Total</b>	<b>Liquefied Gas</b>	<b>Conventional</b>	<b>Total</b>
	<b>Segment</b>	<b>Tanker</b>		<b>Segment</b>	<b>Tanker</b>	
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Voyage revenues	152,566	50,247	202,813	136,300	57,426	193,726
Voyage expenses	1,528	972	2,500	407	1,208	1,615
Vessel operating expenses	29,460	19,116	48,576	27,676	22,454	50,130
Depreciation and amortization	36,001	11,639	47,640	35,619	13,680	49,299
General and administrative <sup>(i)</sup>	9,208	3,454	12,662	6,917	3,296	10,213
	76,369	15,066	91,435	65,681	16,788	82,469

Income from vessel  
operations

- (i) Includes direct general and administrative expenses and indirect general and administrative expenses (allocated to each segment based on estimated use of corporate resources).

A reconciliation of total segment assets to total assets presented in the consolidated balance sheets is as follows:

	<b>June 30,</b>	<b>December 31,</b>
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Total assets of the liquefied gas segment	3,683,649	3,591,693
Total assets of the conventional tanker segment	418,596	456,186
Unallocated:		
Cash and cash equivalents	121,658	139,481
Accounts receivable and prepaid expenses	26,287	25,600
Advances to affiliates	21,036	6,634
Consolidated total assets	4,271,226	4,219,594



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## TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES

## NOTES TO THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(all tabular amounts stated in thousands of U.S. Dollars, except unit and per unit data or unless otherwise indicated)

**4. Vessel Charters**

The minimum estimated charter hire payments for the remainder of the year and the next four fiscal years, as at June 30, 2014, for the Partnership's vessels chartered-in and vessels chartered-out are as follows:

	<b>Remainder of 2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>
	\$	\$	\$	\$	\$
Vessel Charters <sup>(i)</sup>					
Charters-in capital leases <sup>(ii)(iii)(iv)(v)</sup>	42,395	31,790	31,672	54,953	51,296
Charters-out operating leases <sup>(i)</sup>	164,366	319,745	337,841	355,519	314,918
Charters-out direct financing leases <sup>(ii)</sup>	34,718	74,908	75,064	204,109	173,701
	199,084	394,653	412,905	559,628	488,619

- (i) The Teekay Tangguh Joint Venture is a party to operating leases whereby it is leasing the *Tangguh Hiri* and the *Tangguh Sago* liquefied natural gas (or *LNG*) carriers (or the *Tangguh LNG Carriers*) to a third party, which is in turn leasing the vessels back to the joint venture. The table does not include the Partnership's minimum charter hire payments to be paid and received under these leases, which are described in more detail in Note 4 to the Partnership's audited consolidated financial statements filed with its Annual Report on Form 20-F for the year ended December 31, 2013.
- (ii) As at June 30, 2014 and December 31, 2013, the Partnership had \$475.8 million and \$475.6 million, respectively, of cash which, including any interest earned on such amounts, is restricted to being used for charter hire payments of certain vessels chartered-in under capital leases. The Partnership also maintains restricted cash deposits relating to certain loans and to amounts received from charterers to be used only for dry-docking expenditures and emergency repairs, such cash totaled \$22.6 million and \$21.7 million as at June 30, 2014 and December 31, 2013, respectively.
- (iii) As described in Note 4 in the Partnership's audited consolidated financial statements filed with its Annual Report on Form 20-F for the year ended December 31, 2013, the Partnership has leasing arrangements relating to five of its LNG carriers (three through Teekay Nakilat Corporation (or the *RasGas II LNG Carriers*) and two through the Teekay Tangguh Joint Venture, in which the Partnership owns 70% and 69%

ownership interests, respectively). Under these arrangements, the Partnership is the lessee and the lessors claim tax depreciation on the capital expenditures they incurred to acquire these vessels. As is typical in these leasing arrangements, tax and change of law risks are assumed by the lessee. Lease payments under the lease arrangements are based on certain tax and financial assumptions at the commencement of the leases. If an assumption proves to be incorrect, the lessor is entitled to increase the lease payments to maintain its agreed after-tax margin.

The carrying amount of tax indemnification guarantees of the Partnership relating to these leasing arrangements as at June 30, 2014 was \$23.4 million (December 31, 2013 \$23.9 million) and is included as part of other long-term liabilities in the Partnership's consolidated balance sheets. The tax indemnification is for the duration of the lease contracts with the third parties plus the years it would take for the lease payments to be statute barred, and ends in 2033 for two vessels and 2041 for three vessels. Although there is no maximum potential amount of future payments, Teekay Nakilat Corporation and the Teekay Tangguh Joint Venture may terminate the lease arrangements on a voluntary basis at any time. If the lease arrangements terminate, Teekay Nakilat Corporation and the Teekay Tangguh Joint Venture will be required to pay termination sums to the lessor sufficient to repay the lessor's investment in the vessels and to compensate it for the tax effect of the terminations, including recapture of any tax depreciation.

- (iv) Excludes estimated charter hire payments of \$833.1 million for the period from 2019 to 2037.
- (v) As at June 30, 2014, the Partnership was a party to capital leases on three Suezmax tankers. Under these capital leases, the owner has the option to require the Partnership to purchase the three vessels. The charterer, who is also the owner, also has the option to cancel the charter contracts. The amounts in the table assume the owner will not exercise its options to require the Partnership to purchase any of the three vessels from the owner, but rather it assumes the owner will cancel the charter contracts when the cancellation right is first exercisable, which is the 13th year anniversary of each respective contract. For one of the three Suezmax tankers, the *Huelva Spirit*, the cancellation option was first exercisable in April 2014. The owner reached an agreement to sell the *Huelva Spirit* to a third party and the vessel was sold on August 15, 2014. Upon sale of the *Huelva Spirit*, the Partnership was not required to pay the balance of the capital lease obligation of \$26.8 million as at June 30, 2014, as the vessel under capital lease was returned to the owner and the capital lease obligation was concurrently extinguished.
- (vi) Minimum scheduled future operating lease revenues do not include revenue generated from new contracts entered into after June 30, 2014, revenue from unexercised option periods of contracts that existed on June 30, 2014, or variable or contingent revenues. Therefore, the minimum scheduled future operating lease revenues should not be construed to reflect total charter hire revenues that may be recognized for any of the years.
- (vii) As described in Note 4 in the Partnership's audited consolidated financial statements filed with its Annual Report on Form 20-F for the year ended December 31, 2013, the Tangguh LNG Carriers' time-charters are accounted for as direct financing leases. In addition, in September 2013 and November 2013, the Partnership acquired two 155,900-cubic meter LNG carriers (or the *Awilco LNG Carriers*) from Norway-based Awilco LNG ASA (or *Awilco*) and chartered them back to Awilco on five- and four-year fixed-rate bareboat charter contracts (each with a one-year extension option), respectively, with Awilco holding a fixed-price purchase obligation at the end of the charters. The bareboat charters with Awilco are accounted for as direct financing leases.



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**5. Equity Method Investments**

a) On June 27, 2014, the Partnership acquired from BG International Limited (or *BG*) its ownership interests in four 174,000-cubic meter Tri-Fuel Diesel Electric LNG carrier newbuildings, which will be constructed by Hudong-Zhonghua Shipbuilding (Group) Co., Ltd. in China for a total fully built-up cost to the joint venture of approximately \$1.0 billion. The vessels upon delivery, which are scheduled between September 2017 and January 2019, will each operate under 20-year fixed-rate time-charter contracts, plus extension options with Methane Services Limited, a wholly-owned subsidiary of BG. As compensation for BG's ownership interest in these four LNG carrier newbuildings, the Partnership assumed BG's obligation to provide the shipbuilding supervision and crew training services for the four LNG carrier newbuildings up to their delivery date pursuant to a ship construction support agreement. The Partnership estimates it will incur approximately \$36.7 million of costs to provide these services, of which BG has agreed to pay a fixed amount of \$20.3 million. On June 27, 2014, the Partnership estimated that the fair value of the service obligation was \$30.2 million and the fair value of the amount due from BG was \$16.5 million. The \$30.2 million service obligation is included in the current portion of in-process contracts, and the in-process contracts and the receivable from BG is included in other assets in the Partnership's consolidated balance sheet. Through this transaction, the Partnership has a 30% ownership interest in two LNG carrier newbuildings and a 20% ownership interest in the remaining two LNG carrier newbuildings (collectively the *BG Joint Venture*). The excess of the Partnership's investment in the BG Joint Venture over the Partnership's share of the underlying carrying value of net assets acquired was approximately \$13.7 million. This basis difference has notionally been allocated to the ship construction support agreements and the time-charter contracts. The Partnership accounts for its investment in the BG Joint Venture using the equity method.

b) In February 2013, the Partnership entered into a 50/50 joint venture agreement with Belgium-based Exmar NV (or *Exmar*) to own and charter-in liquefied petroleum gas (or *LPG*) carriers with a primary focus on the mid-size gas carrier segment. The joint venture entity, called Exmar LPG BVBA, took economic effect as of November 1, 2012 and, as of June 30, 2014, included 21 owned LPG carriers (including 10 newbuilding carriers scheduled for delivery between late-2014 and 2018) and four chartered-in LPG carriers. For its 50% ownership interest in the joint venture, including newbuilding payments made prior to the November 1, 2012 economic effective date of the joint venture, the Partnership invested \$133.1 million in exchange for equity and a shareholder loan and assumed approximately \$108 million of its pro rata share of existing debt and lease obligations as of the economic effective date. These debt and lease obligations are secured by certain vessels in the Exmar LPG BVBA fleet. The Partnership also paid a \$2.7 million acquisition fee to Teekay Corporation that was recorded as part of the investment in Exmar LPG BVBA (see Note 9d). The excess of the book value of net assets acquired over Teekay LNG's investment in Exmar LPG BVBA, which amounted to approximately \$6.0 million, has been accounted for as an adjustment to the value of the vessels, charter agreements and lease obligations of Exmar LPG BVBA and recognition of goodwill, in accordance with the finalized purchase price allocation. Control of Exmar LPG BVBA is shared equally between Exmar and the Partnership. The Partnership accounts for its investment in Exmar LPG BVBA using the equity method.

c) From June to July 2013, the joint venture between the Partnership and Marubeni Corporation (or the *Teekay LNG-Marubeni Joint Venture*) completed the refinancing of its short-term loan facilities by entering into separate

long-term debt facilities totaling approximately \$963 million. These debt facilities mature between 2017 and 2030. The Partnership agreed to guarantee its 52% share of the secured loan facilities of the Teekay LNG-Marubeni Joint Venture and, as a result, recorded a guarantee liability of \$0.7 million. The carrying value of the guarantee liability as at June 30, 2014, was \$0.5 million (December 31, 2013 \$0.6 million) and is included as part of other long-term liabilities in the Partnership's consolidated balance sheets. In addition, the Teekay LNG-Marubeni Joint Venture entered into an eight-year interest rate swap with a notional amount of \$160.0 million, amortizing quarterly over the term of the interest rate swap to \$70.4 million at maturity. The interest rate swap exchanges the receipt of LIBOR-based interest for the payment of a fixed rate of interest of 2.20% in the first two years and 2.36% in the last six years. This interest rate swap has been designated as a qualifying cash flow hedging instrument for accounting purposes. The Teekay LNG-Marubeni Joint Venture uses the same accounting policy for qualifying cash flow hedging instruments as the Partnership uses. The Partnership accounts for its investment in the Teekay LNG-Marubeni Joint Venture using the equity method.

#### **6. Advances to Joint Venture Partner and Equity Accounted Joint Ventures**

a) The Partnership owns a 69% interest in the Teekay Tangguh Joint Venture. As of December 31, 2013, the Teekay Tangguh Joint Venture had non-interest bearing advances of \$10.2 million to the Partnership's joint venture partner, BLT LNG Tangguh Corporation, and advances of \$4.2 million to its parent company, P.T. Berlian Laju Tanker. The advances to P.T. Berlian Laju Tanker were due on demand and bore interest at a fixed-rate of 8.0%. These advances by the Teekay Tangguh Joint Venture were made between 2010 and 2012 as advances on dividends. On February 1, 2014, the Teekay Tangguh Joint Venture declared dividends of \$69.5 million of which \$14.4 million was used to settle the advances made to BLT LNG Tangguh Corporation and P.T. Berlian Laju Tanker.

b) The Partnership has a 50% interest in Exmar LPG BVBA and a 50% interest in another joint venture with Exmar (or the *Excalibur Joint Venture*), which owns an LNG carrier, the *Excalibur*. As of June 30, 2014, the Partnership had advances of \$81.7 million due from Exmar LPG BVBA, of which \$67.9 million was assumed through the acquisition of Exmar LPG BVBA, and \$3.0 million is due from the Excalibur Joint Venture. These advances bear interest at LIBOR plus margins ranging from 0.50% to 2.0% and have no fixed repayment terms. As at June 30, 2014, the interest accrued on these advances was \$0.8 million (December 31, 2013 \$0.4 million).

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**7. Long-Term Debt**

	<b>June 30,</b>	<b>December 31,</b>
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
U.S. Dollar-denominated Revolving Credit Facilities due through 2018	175,000	235,000
U.S. Dollar-denominated Term Loan due through 2018	98,472	103,207
U.S. Dollar-denominated Term Loan due through 2018	120,833	125,000
U.S. Dollar-denominated Term Loan due through 2018	130,000	
U.S. Dollar-denominated Term Loan due through 2019	284,477	296,935
U.S. Dollar-denominated Term Loan due through 2021	291,650	297,956
U.S. Dollar-denominated Term Loan due through 2021	99,015	102,372
U.S. Dollar-denominated Unsecured Demand Loan	13,282	13,282
Norwegian Kroner-denominated Bond due in 2017	114,135	115,296
Norwegian Kroner-denominated Bond due in 2018	146,745	148,238
Euro-denominated Term Loans due through 2023	330,846	340,221
<b>Total</b>	<b>1,804,455</b>	<b>1,777,507</b>
<b>Less current portion</b>	<b>161,596</b>	<b>97,114</b>
<b>Total</b>	<b>1,642,859</b>	<b>1,680,393</b>

As at June 30, 2014, the Partnership had three long-term revolving credit facilities available, which, as at such date, provided for borrowings of up to \$410.6 million, of which \$235.6 million was undrawn. Interest payments are based on LIBOR plus margins. The amount available under the revolving credit facilities reduces by \$17.3 million (remainder of 2014), \$84.1 million (2015), \$27.3 million (2016), \$28.2 million (2017) and \$253.7 million (2018). All the revolving credit facilities may be used by the Partnership to fund general partnership purposes and to fund cash distributions. The Partnership is required to repay all borrowings used to fund cash distributions within 12 months of their being drawn, from a source other than further borrowings. The revolving credit facilities are collateralized by first-priority mortgages granted on seven of the Partnership's vessels, together with other related security, and include a guarantee from the Partnership or its subsidiaries of all outstanding amounts.

At June 30, 2014, the Partnership had a U.S. Dollar-denominated term loan outstanding in the amount of \$98.5 million. Interest payments on this loan are based on LIBOR plus 2.75% and require quarterly interest and principal payments and a bullet repayment of \$50.7 million due at maturity in 2018. This loan facility is collateralized by a first-priority mortgage on the five vessels to which the loan relates, together with certain other related security,

and is guaranteed by the Partnership.

At June 30, 2014, the Partnership had a U.S. Dollar-denominated term loan outstanding in the amount of \$120.8 million. Interest payments on this loan are based on LIBOR plus 2.80% and require quarterly interest and principal payments and a bullet repayment of \$83.3 million due at maturity in 2018. This loan facility is collateralized by a first-priority mortgage on one vessel to which the loan relates, together with certain other related security, and is guaranteed by the Partnership.

At June 30, 2014, the Partnership had a U.S. Dollar-denominated term loan outstanding in the amount of \$130.0 million. Interest payments on this loan are based on LIBOR plus 2.75% and require quarterly interest and principal payments and a bullet repayment of \$95.3 million due at maturity in 2018. This loan facility is collateralized by a first-priority mortgage on one vessel to which the loan relates, together with certain other related security, and is guaranteed by the Partnership.

The Partnership owns a 70% interest in Teekay Nakilat Corporation (or the *Teekay Nakilat Joint Venture*), a consolidated entity of the Partnership. The Teekay Nakilat Joint Venture has a U.S. Dollar-denominated term loan outstanding, which, as at June 30, 2014, totaled \$284.5 million, of which \$116.3 million bears interest at a fixed-rate of 5.39% and requires quarterly interest and principal payments over the remaining term of the loan maturing in 2018 and 2019. The remaining \$168.2 million bears interest based on LIBOR plus 0.68%, which requires quarterly interest payments over the remaining term of the loan and will require bullet repayments of approximately \$56.0 million for each of the three vessels due at maturity in 2018 and 2019. The term loan is collateralized by first-priority mortgages on the three vessels to which the loan relates, together with certain other related security and certain guarantees from the Partnership.

The Partnership owns a 69% interest in the Teekay Tangguh Joint Venture, a consolidated entity of the Partnership. The Teekay Tangguh Joint Venture has a U.S. Dollar-denominated term loan outstanding, which, as at June 30, 2014, totaled \$291.6 million. Interest payments on the loan are based on LIBOR plus margins. Interest payments on one tranche under the loan facility are based on LIBOR plus 0.30%, while interest payments on the second tranche are based on LIBOR plus 0.63%. One tranche reduces in quarterly payments while the other tranche correspondingly is drawn up with a final \$95.0 million bullet payment for each of two vessels due in 2021. This loan facility is collateralized by first-priority mortgages on the two vessels to which the loan relates, together with certain other security and is guaranteed by the Partnership.

At June 30, 2014, the Partnership had a U.S. Dollar-denominated term loan outstanding in the amount of \$99.0 million. Interest payments on one tranche under the loan facility are based on LIBOR plus 0.30%, while interest payments on the second tranche are based on LIBOR plus 0.70%. One tranche reduces in semi-annual payments while the other tranche correspondingly is drawn up every six months with a final \$20.0 million bullet payment for each of two vessels due at maturity in 2021. This loan facility is collateralized by first-priority mortgages on the two vessels to which the loan relates, together with certain other related security and is guaranteed by Teekay Corporation.

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The Teekay Nakilat Joint Venture has a U.S. Dollar-denominated demand loan outstanding owing to Qatar Gas Transport Company Ltd. (Nakilat), which, as at June 30, 2014, totaled \$13.3 million. Interest payments on this loan are based on a fixed interest rate of 4.84%. The loan is repayable on demand.

The Partnership has Norwegian Kroner (or *NOK*) 700 million of senior unsecured bonds that mature in May 2017 in the Norwegian bond market. As at June 30, 2014, the carrying amount of the bonds was \$114.1 million and the bonds are listed on the Oslo Stock Exchange. The interest payments on the bonds are based on NIBOR plus a margin of 5.25%. The Partnership has a cross currency swap, to swap all interest and principal payments into U.S. Dollars, with the interest payments fixed at a rate of 6.88% (see Note 10) and the transfer of principal fixed at \$125.0 million upon maturity in exchange for NOK 700 million.

The Partnership has NOK 900 million of senior unsecured bonds that mature in September 2018 in the Norwegian bond market. As at June 30, 2014, the carrying amount of the bonds was \$146.7 million and the bonds are listed on the Oslo Stock Exchange. The interest payments on the bonds are based on NIBOR plus a margin of 4.35%. The Partnership has a cross currency swap, to swap all interest and principal payments into U.S. Dollars, with the interest payments fixed at a rate of 6.43% (see Note 10) and the transfer of principal fixed at \$150.0 million upon maturity in exchange for NOK 900 million.

The Partnership has two Euro-denominated term loans outstanding, which as at June 30, 2014, totaled 241.7 million Euros (\$330.8 million). Interest payments are based on EURIBOR plus margins, which ranged from 0.60% to 2.25% as of June 30, 2014, and the loans require monthly interest and principal payments. The term loans have varying maturities through 2023. The term loans are collateralized by first-priority mortgages on two vessels to which the loans relate, together with certain other related security and are guaranteed by the Partnership and one of its subsidiaries.

The weighted-average effective interest rate for the Partnership's long-term debt outstanding at June 30, 2014 and December 31, 2013 was 2.52% and 2.48%, respectively. This rate does not reflect the effect of related interest rate swaps that the Partnership has used to economically hedge certain of its floating-rate debt (see Note 10). At June 30, 2014, the margins on the Partnership's outstanding revolving credit facilities and term loans ranged from 0.30% to 2.80%.

All Euro-denominated term loans and NOK-denominated bonds are revalued at the end of each period using the then-prevailing U.S. Dollar exchange rate. Due primarily to the revaluation of the Partnership's NOK-denominated bonds, the Partnership's Euro-denominated term loans, capital leases and restricted cash, and the change in the valuation of the Partnership's cross currency swap, the Partnership incurred foreign exchange (losses) gains of (\$0.1) million and (\$2.8) million, and (\$0.8) million and \$5.4 million, of which these amounts were primarily unrealized, for the three months ended June 30, 2014 and 2013, and the six months ended June 30, 2014 and 2013, respectively.



The aggregate annual long-term debt principal repayments required subsequent to June 30, 2014 are \$53.1 million (remainder of 2014), \$162.5 million (2015), \$109.4 million (2016), \$225.6 million (2017), \$799.9 million (2018) and \$454.0 million (thereafter).

The Partnership and a subsidiary of Teekay Corporation are borrowers under a loan arrangement and are joint and severally liable for the obligations to the lender. Obligations resulting from long-term debt joint and several liability arrangements are measured at the sum of the amount the Partnership agreed to pay, on the basis of its arrangement among the co-obligor, and any additional amount the Partnership expects to pay on behalf of the co-obligor. This loan arrangement matures in 2021 and as of June 30, 2014 had an outstanding balance of \$195.2 million, of which \$99.0 million was the Partnership's share. Teekay Corporation has indemnified the Partnership in respect of any losses and expenses arising from any breach by the co-obligor of the terms and conditions of the loan facility.

Certain loan agreements require that (a) the Partnership maintains minimum levels of tangible net worth and aggregate liquidity, (b) the Partnership maintains certain ratios of vessel values as it relates to the relevant outstanding loan principal balance, (c) the Partnership not exceed a maximum level of leverage, and (d) one of the Partnership's subsidiaries maintains restricted cash deposits. The Partnership's ship-owning subsidiaries may not, among other things, pay dividends or distributions if the Partnership is in default under its term loans or revolving credit facilities. One of the Partnership's term loans is guaranteed by Teekay Corporation and contains covenants that require Teekay Corporation to maintain the greater of a minimum liquidity (cash and cash equivalents) of at least \$50.0 million and 5.0% of Teekay Corporation's total consolidated debt which has recourse to Teekay Corporation. As at June 30, 2014, the Partnership, and Teekay Corporation and their affiliates were in compliance with all covenants relating to the Partnership's credit facilities and term loans.

## 8. Income Tax

The components of the provision for income taxes were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	\$	\$	\$	\$
Current	(375)	(533)	(770)	(1,181)
Deferred		(267)		(462)
Income tax expense	(375)	(800)	(770)	(1,643)

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**9. Related Party Transactions**

a) Two of the Partnership's LNG carriers, the *Arctic Spirit* and *Polar Spirit*, are employed on long-term charter contracts with subsidiaries of Teekay Corporation. In addition, the Partnership and certain of its operating subsidiaries have entered into services agreements with certain subsidiaries of Teekay Corporation pursuant to which the Teekay Corporation subsidiaries provide the Partnership and its subsidiaries with administrative, commercial, crew training, advisory, business development, technical and strategic consulting services. Finally, the Partnership reimburses the General Partner for expenses incurred by the General Partner that are necessary for the conduct of the Partnership's business. Such related party transactions were as follows for the periods indicated:

	Three Months Ended		Six Months Ended	
	June 30,	June 30,	June 30,	June 30,
	2014	2013	2014	2013
	\$	\$	\$	\$
Revenues <sup>(i)</sup>	9,452	9,398	18,801	16,505
Vessel operating expenses <sup>(ii)</sup>	3,245	2,587	6,074	4,938
General and administrative <sup>(iii)</sup>	4,065	2,816	7,134	6,004

(i) Commencing in 2008, the *Arctic Spirit* and *Polar Spirit* were time-chartered to Teekay Corporation at a fixed-rate for a period of ten years (plus options exercisable by Teekay Corporation to extend up to an additional 15 years).

(ii) Includes ship management and crew training services provided by Teekay Corporation.

(iii) Includes commercial, strategic, advisory, business development and administrative management fees charged by Teekay Corporation and reimbursements to Teekay Corporation and our General Partner for costs incurred on the Partnership's behalf.

b) As at June 30, 2014 and December 31, 2013, non-interest bearing advances to affiliates totaled \$21.0 million and \$6.6 million, respectively, and non-interest bearing advances from affiliates totaled \$46.3 million and \$19.3 million, respectively. These advances are unsecured and have no fixed repayment terms.

c) The Partnership's Suezmax tanker the *Toledo Spirit* operates pursuant to a time-charter contract that increases or decreases the otherwise fixed-hire rate established in the charter depending on the spot charter rates that the Partnership would have earned had it traded the vessel in the spot tanker market. The time-charter contract ends in

August 2025, although the charterer has the right to terminate the time-charter in July 2018. The Partnership has entered into an agreement with Teekay Corporation under which Teekay Corporation pays the Partnership any amounts payable to the charterer as a result of spot rates being below the fixed rate, and the Partnership pays Teekay Corporation any amounts payable to the Partnership as a result of spot rates being in excess of the fixed rate. The amounts receivable or payable to Teekay Corporation are settled annually (see Notes 2 and 10).

d) In March 2013, the Partnership paid a \$2.7 million fee to Teekay Corporation relating to services in support of the Partnership's successful acquisition of its 50% interest in Exmar LPG BVBA (see Note 5b). This acquisition fee is reflected as part of investments in and advances to equity accounted joint ventures in the Partnership's consolidated balance sheets.

e) The Partnership has services agreements with certain subsidiaries of Teekay Corporation pursuant to which the Teekay Corporation subsidiaries provide the Partnership with shipbuilding and site supervision services relating to the five LNG newbuildings the Partnership owns. These costs are capitalized and included as part of advances on newbuilding contracts in the Partnership's consolidated balance sheets. As at June 30, 2014 and December 31, 2013, shipbuilding and site supervision costs provided by Teekay Corporation subsidiaries totaled \$0.8 million and \$0.2 million, respectively.

f) In March 2014, two interest rate swap agreements were novated from Teekay Corporation to the Partnership. Teekay Corporation concurrently paid the Partnership \$3.0 million in cash consideration, which represents the estimated fair value of the interest rate swap liabilities on the novation date.

g) As part of the Partnership's acquisition of its ownership interest in the BG Joint Venture (see Note 5a), the Partnership entered into an agreement with a subsidiary of Teekay Corporation whereby Teekay Corporation's subsidiary will, on behalf of the Partnership, provide shipbuilding supervision and crew training services for the four LNG carrier newbuildings in the BG Joint Venture up to their delivery date. All costs incurred by Teekay Corporation's subsidiary, plus a reasonable profit markup, will be charged to the Partnership. As of June 30, 2014, no costs have been charged to the Partnership.

## **10. Derivative Instruments**

The Partnership uses derivative instruments in accordance with its overall risk management policy. The Partnership has not designated derivative instruments described within this note as hedges for accounting purposes.

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*Foreign Exchange Risk*

In May 2012 and September 2013, concurrently with the issuance of NOK 700 million and NOK 900 million, respectively, of senior unsecured bonds (see Note 7), the Partnership entered into cross currency swaps and pursuant to these swaps the Partnership receives the principal amount in NOK on maturity dates of the swaps in exchange for payments of a fixed U.S. Dollar amount. In addition, the cross currency swaps exchange a receipt of floating interest in NOK based on NIBOR plus a margin for a payment of U.S. Dollar fixed interest. The purpose of the cross currency swaps is to economically hedge the foreign currency exposure on the payment of interest and principal of the Partnership's NOK-denominated bonds due in 2017 and 2018, and to economically hedge the interest rate exposure. The following table reflects information relating to the cross currency swaps as at June 30, 2014.

Principal Amount	Principal Amount	Floating Rate Receivable		Fixed Rate Payable	Fair Value / Carrying	Weighted-
		Reference	Margin		Amount of (Liability)	Average Remaining
NOK	\$	Rate	Margin		\$	Term (Years)
700,000	125,000	NIBOR	5.25%	6.88%	(14,513)	2.8
900,000	150,000	NIBOR	4.35%	6.43%	(7,505)	4.2
					(22,018)	

*Interest Rate Risk*

The Partnership enters into interest rate swaps which either exchange a receipt of floating interest for a payment of fixed interest or a payment of floating interest for a receipt of fixed interest to reduce the Partnership's exposure to interest rate variability on certain of its outstanding floating-rate debt and floating-rate restricted cash deposits. As at June 30, 2014, the Partnership was committed to the following interest rate swap agreements:

Interest Rate Index	Principal Amount \$	Fair Value / Carrying Amount of Assets (Liability)	Weighted-Average Remaining Term (years)	Fixed Interest Rate (%) <sup>(i)</sup>
---------------------	---------------------	--	---	--

\$

<b>LIBOR-Based Debt:</b>					
U.S. Dollar-denominated interest rate swaps <sup>(ii)</sup>	LIBOR	400,757	(91,531)	22.6	4.9
U.S. Dollar-denominated interest rate swaps <sup>(ii)</sup>	LIBOR	192,924	(38,269)	4.7	6.2
U.S. Dollar-denominated interest rate swaps	LIBOR	90,000	(13,171)	4.2	4.9
U.S. Dollar-denominated interest rate swaps	LIBOR	100,000	(12,687)	2.5	5.3
U.S. Dollar-denominated interest rate swaps <sup>(iii)</sup>	LIBOR	187,500	(36,754)	14.5	5.2
U.S. Dollar-denominated interest rate swaps <sup>(iii)</sup>	LIBOR	80,335	(4,085)	7.1	2.8
U.S. Dollar-denominated interest rate swaps <sup>(iv)</sup>	LIBOR	320,000	(4,160)	1.8	2.9
U.S. Dollar-denominated interest rate swaps <sup>(ii)</sup>	LIBOR	130,000	(1,510)	4.5	1.7
<b>LIBOR-Based Restricted Cash Deposit:</b>					
U.S. Dollar-denominated interest rate swaps <sup>(ii)</sup>	LIBOR	469,066	121,309	22.6	4.8
<b>EURIBOR-Based Debt:</b>					
Euro-denominated interest rate swaps <sup>(v)</sup>	EURIBOR	330,845	(44,034)	6.5	3.1

(124,892)

- (i) Excludes the margins the Partnership pays on its floating-rate term loans, which, at June 30, 2014, ranged from 0.30% to 2.80%.
- (ii) Principal amount reduces quarterly.
- (iii) Principal amount reduces semi-annually.
- (iv) These interest rate swaps are being used to economically hedge expected interest payments on new debt that is planned to be outstanding from 2016 to 2021. These interest rate swaps are subject to mandatory early termination in 2016 whereby the swaps will be settled based on their fair value at that time.
- (v) Principal amount reduces monthly to 70.1 million Euros (\$96.0 million) by the maturity dates of the swap agreements.

As at June 30, 2014, the Partnership had multiple interest rate swaps and cross currency swaps with the same counterparty that are subject to the same master agreements. Each of these master agreements provides for the net settlement of all swaps subject to that master agreement through a single payment in the event of default or termination of any one swap. The fair value of these interest rate swaps are presented on a gross basis in the Partnership's consolidated balance sheets. As at June 30, 2014, these interest rate swaps and cross currency swaps had an aggregate fair value asset amount of \$121.3 million and an aggregate fair value liability amount of \$208.7 million.



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*Credit Risk*

The Partnership is exposed to credit loss in the event of non-performance by the counterparties to the interest rate swap agreements. In order to minimize counterparty risk, the Partnership only enters into derivative transactions with counterparties that are rated A- or better by Standard & Poor's or A3 or better by Moody's at the time of the transactions. In addition, to the extent practical, interest rate swaps are entered into with different counterparties to reduce concentration risk.

*Other Derivative*

In order to reduce the variability of its revenue, the Partnership has entered into an agreement with Teekay Corporation under which Teekay Corporation pays the Partnership any amounts payable to the charterer of the *Toledo Spirit* as a result of spot rates being below the fixed rate, and the Partnership pays Teekay Corporation any amounts payable to the Partnership by the charterer of the *Toledo Spirit* as a result of spot rates being in excess of the fixed rate. The fair value of the derivative asset at June 30, 2014 was \$1.6 million (December 31, 2013 – an asset of \$6.3 million).

The following table presents the location and fair value amounts of derivative instruments, segregated by type of contract, on the Partnership's consolidated balance sheets.

	Accounts receivable/ Advances to affiliates	Current portion of derivative assets	Derivative assets	Accrued liabilities	Current portion of derivative liabilities	Derivative liabilities
<b>As at June 30, 2014</b>						
Interest rate swap agreements	4,565	17,200	99,755	(11,812)	(85,007)	(149,593)
Cross currency swap agreements				(125)	(1,619)	(20,274)
Toledo Spirit time-charter derivative		300	1,500	(224)		
	4,565	17,500	101,255	(12,161)	(86,626)	(169,867)
<b>As at December 31, 2013</b>						
Interest rate swap agreements	4,608	17,044	59,467	(10,960)	(75,615)	(114,187)
Cross currency swap agreement				(155)	(1,365)	(16,716)
Toledo Spirit time-charter derivative	1,544	1,400	3,400			
	6,152	18,444	62,867	(11,115)	(76,980)	(130,903)

Realized and unrealized gains (losses) relating to interest rate swap agreements and the Toledo Spirit time-charter derivative are recognized in earnings and reported in realized and unrealized loss on derivative instruments in the Partnership's consolidated statements of income and comprehensive income. The effect of the gain (loss) on these derivatives on the Partnership's consolidated statements of income and comprehensive income is as follows:

	<b>Three Months Ended June 30,</b>					
	<b>2014</b>			<b>2013</b>		
	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>
Interest rate swap agreements	(10,020)	(5,391)	(15,411)	(9,496)	19,885	10,389
Toledo Spirit time-charter derivative	(224)	(700)	(924)	(23)	300	277
	(10,244)	(6,091)	(16,335)	(9,519)	20,185	10,666

	<b>Six Months Ended June 30,</b>					
	<b>2014</b>			<b>2013</b>		
	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>
Interest rate swap agreements	(19,264)	(1,368)	(20,632)	(19,022)	18,626	(396)
Toledo Spirit time-charter derivative	(224)	(3,000)	(3,224)	(23)	2,800	2,777
	(19,488)	(4,368)	(23,856)	(19,045)	21,426	2,381



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Unrealized and realized gains (losses) relating to cross currency swap agreements are recognized in earnings and reported in foreign currency exchange (loss) gain in the Partnership's consolidated statements of income and comprehensive income. For the three and six months ended June 30, 2014, unrealized losses relating to the cross currency swap agreements of \$7.7 million and \$3.8 million, respectively, and realized losses of \$0.3 million and \$0.6 million, respectively, were recognized in earnings. For the three and six months ended June 30, 2013, unrealized losses of \$2.7 million and \$8.9 million, respectively, and realized losses of \$0.1 million and a nominal amount, respectively, were recognized in earnings.

**11. Commitments and Contingencies**

a) In December 2012, July 2013 and November 2013, the Partnership signed contracts with Daewoo Shipbuilding & Marine Engineering Co., Ltd., (or *DSME*) for the construction of five 173,400-cubic meter LNG carriers at a total cost of approximately \$1,050 million. These newbuilding vessels will be equipped with the M-type, Electronically Controlled, Gas Injection (or *MEGI*) twin engines, which are expected to be significantly more fuel-efficient and have lower emission levels than other engines currently being utilized in LNG shipping. The two vessels ordered in December 2012 are scheduled for delivery in 2016 and, upon delivery of the vessels, will be chartered to Cheniere Marketing L.L.C. at fixed rates for a period of five years. The Partnership intends to secure charter contracts for the remaining three vessels prior to their delivery in 2017. As at June 30, 2014, costs incurred under these newbuilding contracts totaled \$117.8 million and the estimated remaining costs to be incurred are \$71.2 million (remainder of 2014), \$137.7 million (2015), \$296.9 million (2016) and \$426.4 million (2017).

b) As described in Note 4, the Teekay Nakilat Joint Venture is the lessee under 30-year capital lease arrangements with a third party for the three RasGas II LNG Carriers (or the *RasGas II Leases*). The UK taxing authority (or *HMRC*) has been urging the lessor as well as other lessors under capital lease arrangements that have tax benefits similar to the ones provided by the RasGas II Leases, to terminate such finance lease arrangements and has in other circumstances challenged the use of similar structures. As a result, the lessor has requested that the Teekay Nakilat Joint Venture contemplate the termination of the RasGas II Leases or entertain other alternatives for the leasing structure. The Teekay Nakilat Joint Venture has declined the request from HMRC to voluntarily terminate the RasGas II Leases primarily because of a January 2012 court decision from the First Tribunal regarding a similar financial lease of an LNG carrier that ruled in favor of the taxpayer, as well as a 2013 decision from the Upper Tribunal that upheld the 2012 verdict. However, HMRC appealed the 2013 decision to the Court of Appeal and in August 2014, HMRC was successful in having the judgment of the First Tribunal (in favor of the taxpayer) set aside. The matter will now be reconsidered by the First Tribunal, taking into account the appellate court's comments on their earlier judgment.

If HMRC is able to successfully challenge the RasGas II Leases, the Teekay Nakilat Joint Venture could be subject to significant costs associated with the termination of the lease or increased lease payments to compensate the lessor for the lost tax benefits. The Partnership estimates its 70.0% share of the potential exposure to be approximately

\$34 million, exclusive of any interest rate swap termination costs and costs associated with any new financing.

c) As described in Note 5a, the Partnership has an ownership interest in the BG Joint Venture and as part of the acquisition, agreed to assume BG's obligation to provide shipbuilding supervision and crew training services for the four LNG carrier newbuildings up to their delivery dates pursuant to a ship construction support agreement. The shipbuilding and crew training obligation to be incurred, net of the reimbursement from BG are \$2.5 million (remainder of 2014), \$3.7 million (2015), \$2.0 million (2016), \$2.4 million (2017), \$3.0 million (2018) and \$2.8 million (thereafter).

In addition, the BG Joint Venture secured a \$787.0 million debt facility to finance a portion of the estimated fully built-up cost of \$1.0 billion for its four newbuilding carriers with the remaining portion to be financed pro-rata based on ownership interests by the Partnership and the other partners. The Partnership's proportionate share of the newbuilding installments, net of the financing, are \$3.8 million (remainder of 2014), \$4.9 million (2015), \$7.9 million (2016), \$15.0 million (2017), \$17.3 million (2018) and \$6.3 million (thereafter).

## **12. Total Capital and Net Income Per Unit**

At June 30, 2014, approximately 66.0% of the Partnership's common units outstanding were held by the public. The remaining common units, as well as the 2% general partner interest, were held by a subsidiary of Teekay Corporation.

In 2013, the Partnership implemented a continuous offering program (or *COP*) under which the Partnership may issue new common units, representing limited partner interests, at market prices up to a maximum aggregate amount of \$100.0 million. The Partnership did not sell any units under the *COP* during the three and six months ended June 30, 2014. During the three and six months ended June 30, 2013, the Partnership sold 124,071 common units under the *COP* for net proceeds of \$4.9 million.

### ***Net Income Per Unit***

Net income per common unit is determined by dividing net income, after deducting the non-controlling interest and the General Partner's interest, by the weighted-average number of units outstanding during the period. The computation of limited partners' interest in net income per common unit diluted assumes the exercise of all dilutive restricted units using the treasury stock method. The computation of limited partners' interest in net loss per common unit diluted does not assume such exercises as the effect would be anti-dilutive.

The General Partner's and common unitholders' interests in net income are calculated as if all net income was distributed according to the terms of the Partnership's partnership agreement, regardless of whether those earnings would or could be distributed. The partnership agreement does not provide for the distribution of net income; rather, it provides for the distribution of available cash, which is a contractually defined term that generally means all cash on hand at the end of each quarter after establishment of cash reserves determined by the Partnership's board of directors to provide for the proper conduct of the Partnership's business, including reserves for maintenance and replacement capital expenditures and anticipated credit needs. In addition, the General Partner is entitled to incentive distributions if the amount the Partnership distributes to unitholders with respect to any quarter exceeds specified target levels. Unlike available cash, net income is affected by non-cash items, such as depreciation and amortization, unrealized gains or losses on non-designated derivative instruments and foreign currency translation gains or losses.

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During the three and six months ended June 30, 2014 and 2013, cash distributions exceeded \$0.4625 per unit and, consequently, the assumed distribution of net income resulted in the use of the increasing percentages to calculate the General Partner's interest in net income for the purposes of the net income per unit calculation. For more information on the increasing percentages to calculate the General Partner's interest in net income, please refer to the Partnership's Annual Report on Form 20-F.

Pursuant to the partnership agreement, allocations to partners are made on a quarterly basis.

**13. Unit-Based Compensation**

In March 2014, a total of 9,521 common units, with an aggregate value of \$0.4 million, were granted to the non-management directors of the General Partner as part of their annual compensation for 2014.

The Partnership grants restricted unit awards as incentive-based compensation under the Teekay LNG Partners L.P. 2005 Long-Term Incentive Plan to certain of the Partnership's employees and to certain employees of Teekay Corporation's subsidiaries that provide services to the Partnership. The Partnership measures the cost of such awards using the grant date fair value of the award and recognizes that cost, net of estimated forfeitures, over the requisite service period. The requisite service period consists of the period from the grant date of the award to the earlier of the date of vesting or the date the recipient becomes eligible for retirement. For unit-based compensation awards subject to graded vesting, the Partnership calculates the value for the award as if it was one single award with one expected life and amortizes the calculated expense for the entire award on a straight-line basis over the requisite service period. The compensation cost of the Partnership's unit-based compensation awards are reflected in general and administrative expenses in the Partnership's consolidated statements of income and comprehensive income.

During March 2014 and 2013, the Partnership granted 32,378 and 36,878 restricted units, respectively, with grant date fair values of \$1.3 million and \$1.5 million, respectively, to certain of the Partnership's employees and to certain employees of Teekay Corporation's subsidiaries, based on the Partnership's closing unit price on the grant date. Each restricted unit is equal in value to one of the Partnership's common units plus reinvested distributions from the grant date to the vesting date. The restricted units vest equally over three years from the grant date. Any portion of a restricted unit award that is not vested on the date of a recipient's termination of service is cancelled, unless their termination arises as a result of the recipient's retirement and in this case the restricted unit award will continue to vest in accordance with the vesting schedule. Upon vesting, the value of the restricted unit awards is paid to each recipient in the form of units. During the three and six months ended June 30 2014, a total of nil and 7,076 restricted units, respectively, with fair values of nil and \$0.3 million, respectively, vested. During the three and six months ended June 30, 2014, the Partnership recorded expenses related to the restricted units of \$0.1 million and \$1.2 million, respectively (three and six months ended June 30, 2013, \$0.2 million and \$0.7 million, respectively).

#### **14. Restructuring Charge**

Compania Espanole de Petroles, S.A., the charterer and owner of the Partnership's former conventional vessels under capital lease, the *Tenerife Spirit* and *Algeciras Spirit*, reached an agreement to sell the vessels to a third-party on November 2013 and January 2014, respectively. On redelivery of the vessels, the charter contract with the Partnership was terminated. The *Tenerife Spirit* and *Algeciras Spirit* delivered to their new owners in December 2013 and February 2014, respectively. As a result of these sales, the Partnership recorded a restructuring charge of \$1.8 million in December 2013 relating to seafarer severance payments, of which \$0.7 million and \$1.2 million have been paid during the three and six months ended June 30, 2014, respectively. The balance outstanding of \$0.6 million as at June 30, 2014 (December 31, 2013 \$1.8 million) is included in accrued liabilities on the consolidated balance sheets.

#### **15. Supplemental Cash Flow Information**

a) As described in Note 4 in the Partnership's audited consolidated financial statements filed with its Annual Report on Form 20-F for the year ended December 31, 2013, the sale of the *Algeciras Spirit* on February 28, 2014 resulted in the vessel under capital lease being returned to the owner and the capital lease obligation being concurrently extinguished. Therefore, the sale of the vessel under capital lease of \$30.1 million and the concurrent extinguishment of the corresponding capital lease obligation of \$30.1 million was treated as a non-cash transaction in the Partnership's consolidated statements of cash flows.

b) As described in Note 6, the portion of the dividends declared by the Teekay Tangguh Joint Venture that was used to settle the advances made to BLT LNG Tangguh Corporation and P.T. Berlian Laju Tanker of \$14.4 million was treated as a non-cash transaction in the Partnership's consolidated statements of cash flows.

c) As described in Note 5a, the Partnership acquired BG's ownership interest in the BG Joint Venture. As compensation, the Partnership assumed BG's obligation (net of an agreement by BG to pay the Partnership approximately \$20.3 million) to provide shipbuilding supervision and crew training services for the four LNG carrier newbuildings up to their delivery dates pursuant to a ship construction support agreement. The estimated fair value of the assumed obligation of approximately \$30.2 million was used to offset the purchase price and the Partnership's receivable from BG and was treated as a non-cash transaction in the Partnership's consolidated statements of cash flows.

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**16. Accounting Pronouncements Not Yet Adopted**

a) In April 2014, the Financial Accounting Standards Board (or *FASB*) issued Accounting Standards Update 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (or *ASU 2014-08*) which raises the threshold for disposals to qualify as discontinued operations. A discontinued operation is defined as: (i) a component of an entity or group of components that has been disposed of or classified as held for sale and represents a strategic shift that has or will have a major effect on an entity's operations and financial results; or (ii) an acquired business that is classified as held for sale on the acquisition date. ASU 2014-08 also requires additional disclosures regarding discontinued operations, as well as material disposals that do not meet the definition of discontinued operations. ASU 2014-08 is effective for fiscal years beginning on or after December 15, 2014, and interim periods within those years. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in the financial statements previously issued or available for issuance. The impact, if any, of adopting ASU 2014-08 on the Partnership's financial statements will depend on the occurrence and nature of disposals that occur after ASU 2014-08 is adopted.

b) In May 2014, the FASB issued Accounting Standards Update 2014-09, *Revenue from Contracts with Customers*, (or *ASU 2014-09*). ASU 2014-09 will require entities to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This update creates a five-step model that requires entities to exercise judgment when considering the terms of the contract(s) which include (i) identifying the contract(s) with the customer, (ii) identifying the separate performance obligations in the contract, (iii) determining the transaction price, (iv) allocating the transaction price to the separate performance obligations, and (v) recognizing revenue when each performance obligation is satisfied. ASU 2014-09 is effective for interim and annual periods beginning after December 15, 2016 and shall be applied retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. Early adoption is not permitted. The Partnership is evaluating the effect of adopting this new accounting guidance.

**17. Subsequent Events**

a) On July 9, 2014, the Partnership, through a new 50/50 joint venture with China LNG, has finalized shipbuilding contracts for six internationally-flagged icebreaker LNG carriers for a project, located on the Yamal Peninsula in Northern Russia (or the *Yamal LNG Project*). The Yamal LNG Project is a joint venture between Russia-based Novatek OAO (60%), France-based Total S.A. (20%) and China-based China National Petroleum Corporation (or *CNPC*) (20%), and will consist of three LNG trains with a total expected capacity of 16.5 million metric tons of LNG per annum and is currently scheduled to start-up in early-2018. The joint venture between the Partnership and China LNG will build the six 172,000-cubic meter ARC7 LNG carrier newbuildings to be constructed by DSME, of South Korea, for a total fully built-up cost of approximately \$2.1 billion. The vessels, which will be constructed with maximum 2.1 meter icebreaking capabilities in both the forward and reverse directions, are scheduled to deliver at various times between the first quarter of 2018 and first quarter of 2020. Upon their deliveries, the six LNG carriers

will each operate under fixed-rate time-charter contracts with Yamal Trade Pte. Ltd. until December 31, 2045, plus extension options.

b) On July 17, 2014, the Partnership completed a public offering of 3.1 million common units (including 0.3 million common units issued upon exercise of the underwriters' over-allotment option) at a price of \$44.65 per unit, for gross proceeds of approximately \$140.8 million (including the General Partner's 2% proportionate capital contribution). The Partnership used the net proceeds from the offering of approximately \$140.5 million to prepay a portion of its outstanding debt under two of its revolving credit facilities, to fund the equity portion of its first installment payment of approximately \$95 million for the six newbuilding LNG carriers ordered by the Partnership's 50/50 joint venture with China LNG for the Yamal LNG Project and to fund a portion of its MEGI newbuildings' shipyard installments.

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**TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES**

**JUNE 30, 2014**

**PART I FINANCIAL INFORMATION**

**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and accompanying notes contained in Item 1 Financial Statements of this Report on Form 6-K and with our audited consolidated financial statements contained in Item 18 Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 5 Operating and Financial Review and Prospects of our Annual Report on Form 20-F for the year ended December 31, 2013.

**OVERVIEW**

Teekay LNG Partners L.P. is an international provider of marine transportation services for liquefied natural gas (or *LNG*), liquefied petroleum gas (or *LPG*) and crude oil. As of June 30, 2014, we had a fleet of 38 LNG carriers (including one regasification unit and nine newbuilding carriers), 30 LPG/Multigas carriers (including 10 newbuilding carriers and four chartered-in carriers) and nine conventional tankers which generally operate under long-term, fixed-rate charters. Our interests in these vessels range from 20% to 100%.

**SIGNIFICANT DEVELOPMENTS IN 2014**

**Equity Offering**

On July 17, 2014, we completed a public offering of 3.1 million common units (including 0.3 million common units issued upon exercise of the underwriters' over-allotment option) at a price of \$44.65 per unit, for gross proceeds of approximately \$140.8 million (including our General Partner's 2% proportionate capital contribution). We used the net proceeds from the offering of approximately \$140.5 million to prepay a portion of our outstanding debt under two of our revolving credit facilities, to fund the equity portion of our first installment payment of approximately \$95.0 million for six newbuilding LNG carriers ordered by our 50/50 joint venture with China LNG Shipping (Holdings) Limited (or *China LNG*) for the Yamal LNG Project and to fund a portion of our M-type, Electronically Controlled, Gas Injection (or *MEGI*) newbuildings' shipyard installments.

**Yamal LNG Project**

On July 9, 2014, we, through a new 50/50 joint venture with China LNG (or the *Yamal LNG Joint Venture*), finalized shipbuilding contracts for six internationally-flagged icebreaker LNG carriers for a project located on the Yamal Peninsula in Northern Russia (or the *Yamal LNG Project*). The Yamal LNG Project is a joint venture between Russia-based Novatek OAO (60%), France-based Total S.A. (20%) and China-based China National Petroleum Corporation (or *CNPC*) (20%) and will consist of three LNG trains with a total expected capacity of 16.5 million metric tons of LNG per annum and is currently scheduled to start-up in early-2018. The Yamal LNG Joint Venture will build six 172,000-cubic meter ARC7 LNG carrier newbuildings to be constructed by Daewoo Shipbuilding & Marine Engineering Co., Ltd. (or *DSME*), of South Korea, for a total fully built-up cost of approximately \$2.1 billion. The vessels, which will be constructed with maximum 2.1 meter icebreaking capabilities in both the forward and

reverse directions, are scheduled to deliver at various times between the first quarter of 2018 and first quarter of 2020. Upon their deliveries, the six LNG carriers will each operate under fixed-rate time-charter contracts with Yamal Trade Pte. Ltd. until December 31, 2045, plus extension options. The six LNG carriers constructed for the Yamal LNG Project will transport LNG from Northern Russia to Europe and Asia.

### **BG Joint Venture**

On June 27, 2014, we acquired from BG International Limited (or *BG*) its ownership interest in four 174,000-cubic meter Tri-Fuel Diesel Electric LNG carrier newbuildings, which will be constructed by Hudong-Zhonghua Shipbuilding (Group) Co., Ltd. in China for a total fully built-up cost to the joint venture of approximately \$1.0 billion. The vessels upon delivery, which are scheduled to deliver between September 2017 and January 2019, will each operate under 20-year fixed-rate time-charter contracts, plus extension options with Methane Services Limited, a wholly-owned subsidiary of BG. As compensation for BG's ownership interest in these four LNG carrier newbuildings, we assumed BG's portion of the shipbuilding installments and its obligation to provide the shipbuilding supervision and crew training services for the four LNG carrier newbuildings up to their delivery date pursuant to a ship construction support agreement. We estimate that we will incur approximately \$36.7 million of costs to provide these services, of which BG has agreed to pay a fixed amount of \$20.3 million. On June 27, 2014, we estimated that the fair value of the service obligation was \$30.2 million and fair value of the amount due from BG was \$16.5 million. Through this transaction, we have a 30% ownership interest in two LNG carrier newbuildings, with the balance of the ownership held by China LNG and CETS Investment Management (HK) Co. Ltd. (or *CETS*) (an affiliate of China National Offshore Oil Corporation), and a 20% ownership interest in the remaining two LNG carrier newbuildings, with the balance of the ownership held by China LNG, CETS and BW LNG Investments Pte. Ltd. (collectively the *BG Joint Venture*). We account for our investment in the BG Joint Venture using the equity method. We expect to finance our pro rata equity interest in future shipyard installment payments using a portion of our available liquidity with the balance of the total cost of the vessels financed with equity contributions by the other partners and a new \$787.0 million long-term debt facility secured by the BG Joint Venture.

### **Sale of Vessels**

Compania Espanole de Petroles, S.A. (or *CEPSA*), the charterer and prior owner of the *Algeciras Spirit* and *Huelva Spirit* conventional vessels under capital lease, reached agreements in January 2014 and July 2014, respectively, to sell the vessels to third-parties. On redelivery of the *Algeciras Spirit* and *Huelva Spirit* to CEPSA, the charter contracts with us were terminated and the vessels delivered to its new owners in February 2014 and August 2014, respectively.



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**Table of Contents****Exmar LPG Fleet Renewal**

We hold a 50% interest in Exmar LPG BVBA, a joint venture with Belgium-based Exmar NV, to own and charter-in LPG carriers with a primary focus on the mid-size gas carrier segment. Two of Exmar LPG BVBA's 12 LPG newbuilding carriers, the *Waasmunster* and *Warinsart*, delivered in April and June 2014, respectively. There is one additional LPG newbuilding carriers scheduled for delivery in 2014. As a result of these newbuilding deliveries, and as part of its fleet renewal strategy, Exmar LPG BVBA decided to sell certain of its LPG carriers. The *Temse* was sold and delivered to its new owner in March 2014 and the *Flanders Tenacity* and *Eeklo* were sold and delivered to their new owners in June 2014. Exmar LPG BVBA recognized a net gain of \$17.6 million as a result of the sale of these vessels, in which our proportionate share was \$8.8 million. Another vessel, the *Flanders Harmony*, was sold and delivered to its new owner in August 2014 and as a result we expect Exmar LPG BVBA to recognize a net gain of \$13.4 million, in which our proportionate share would be \$6.7 million. In addition, the chartered-in contract for *Berlian Ekuator* expired in January 2014 and the vessel was delivered back to its owner.

**LNG Newbuildings**

In prior years, we entered into agreements with DSME to construct a total of five LNG carrier newbuildings for a total cost of approximately \$1,050 million. These newbuilding vessels will be equipped with the MEGI twin engines, which are expected to be significantly more fuel efficient and have lower emission levels than other engines currently being utilized in LNG shipping. We also hold options with DSME to order up to three additional LNG carrier newbuildings, which options expire in December 2014. We secured five-year time-charter contracts with Cheniere Marketing L.L.C. for two of the five LNG carrier newbuildings, which will commence upon their deliveries in the first half of 2016. We intend to secure charter contracts for the other three LNG carrier newbuildings prior to their deliveries in 2017.

**RESULTS OF OPERATIONS**

There are a number of factors that should be considered when evaluating our historical financial performance and assessing our future prospects and we use a variety of financial and operational terms and concepts when analyzing our results of operations. These factors, terms and concepts are described in Item 5 Operating and Financial Review and Prospects of our Annual Report on Form 20-F for the year ended December 31, 2013, filed with the SEC on April 29, 2014.

We manage our business and analyze and report our results of operations on the basis of two business segments: the liquefied gas segment and the conventional tanker segment, each of which are discussed below.

***Liquefied Gas Segment***

As at June 30, 2014, our liquefied gas segment fleet included 38 LNG carriers and 30 LPG/Multigas carriers, in which our interests ranged from 20% to 100%. However, the table below only includes 13 LNG carriers and five LPG/Multigas carriers, which are accounted for under the consolidation method of accounting. The table excludes five newbuilding LNG carriers and the following vessels accounted for under the equity method: (i) six LNG carriers relating to our joint venture with Marubeni Corporation (or the *MALT LNG Carriers*), (ii) four LNG carriers relating to the Angola LNG Project (or the *Angola LNG Carriers*), (iii) four LNG carriers relating to our joint venture with QGTC Nakilat (1643-6) Holdings Corporation (or the *RasGas 3 LNG Carriers*), (iv) four newbuilding LNG carriers relating to the BG Joint Venture and (v) two LNG carriers (or the *Exmar LNG Carriers*) and (vi) 15 LPG carriers and 10 newbuilding LPG carriers (or the *Exmar LPG Carriers*) relating to our joint ventures with Exmar.

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The following table compares our liquefied gas segment's operating results for the three and six months ended June 30, 2014 and 2013, and compares its net voyage revenues (which is a non-GAAP financial measure) for the three and six months ended June 30, 2014 and 2013 to voyage revenues, the most directly comparable GAAP financial measure. Non-GAAP financial measures may not be comparable to those of other companies which may calculate similar measures differently. The following table also provides a summary of the changes in calendar-ship-days and revenue days for our liquefied gas segment:

	<b>Three Months Ended June 30,</b>		
	<b>2014</b>	<b>2013</b>	<b>% Change</b>
Voyage revenues	77,602	68,270	13.7
Voyage expenses	705	407	73.2
Net voyage revenues	76,897	67,863	13.3
Vessel operating expenses	14,746	13,683	7.8
Depreciation and amortization	17,888	18,329	(2.4)
General and administrative <sup>(1)</sup>	4,460	3,233	38.0
Income from vessel operations	39,803	32,618	22.0
<b>Operating Data:</b>			
Revenue Days (A)	1,638	1,435	14.1
Calendar-Ship-Days (B)	1,638	1,456	12.5
Utilization (A)/(B)	100.0%	98.6%	

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(in thousands of U.S. Dollars, except revenue days, calendar-ship-days and percentages)

	<b>Six Months Ended June 30,</b>		
	<b>2014</b>	<b>2013</b>	<b>% Change</b>
Voyage revenues	152,566	136,300	11.9
Voyage expenses	1,528	407	275.4
<b>Net voyage revenues</b>	<b>151,038</b>	<b>135,893</b>	<b>11.1</b>
Vessel operating expenses	29,460	27,676	6.4
Depreciation and amortization	36,001	35,619	1.1
General and administrative <sup>(1)</sup>	9,208	6,917	33.1
<b>Income from vessel operations</b>	<b>76,369</b>	<b>65,681</b>	<b>16.3</b>
<b>Operating Data:</b>			
Revenue Days (A)	3,212	2,834	13.3
Calendar-Ship-Days (B)	3,258	2,896	12.5
Utilization (A)/(B)	98.6%	97.9%	

<sup>(1)</sup>Includes direct general and administrative expenses and indirect general and administrative expenses (allocated to each segment based on estimated use of resources).

Our liquefied gas segment's total calendar-ship-days increased by 12.5% to 3,258 days in 2014 from 2,896 days in 2013 as a result of the acquisition and delivery of two LNG carriers from Awilco (or the *Awilco LNG Carriers*), the *Wilforce* and *Wilpride*, in September 2013 and November 2013, respectively. During the six months ended June 30, 2014, two of our vessels were off-hire for a total of 46 days compared to two vessels being off-hire for 62 days in the same period last year. As a result, our utilization increased to 98.6% for the six months ended June 30, 2014 compared to 97.9% for the same period in 2013.

*Net Voyage Revenues.* Net voyage revenues increased for the three and six months ended June 30, 2014 from the same periods last year, primarily as a result of:

increases of \$6.4 million and \$13.0 million for the three and six months ended June 30, 2014, respectively, as a result of the acquisition and delivery of the Awilco LNG Carriers in September 2013 and November 2013, respectively;

an increase of \$2.2 million for the three and six months ended June 30, 2014 due to the *Catalunya Spirit* being off-hire for 21 days in the second quarter of 2013 for a scheduled dry docking;

an increase of \$2.1 million for the six months ended June 30, 2014 due to the *Arctic Spirit* being off-hire for 41 days in the first quarter of 2013 for a scheduled dry docking;

increases of \$1.0 million and \$1.5 million for the three and six months ended June 30, 2014, respectively, due to the effect on our Euro-denominated revenues from the strengthening of the Euro against the U.S. Dollar compared to the same periods in 2013; and

increases of \$0.3 million and \$0.7 million for the three and six months ended June 30, 2014, respectively, due to operating expense and dry-docking recovery adjustments under our charter provisions for *Tangguh Hiri* and *Tangguh Sago*;

partially offset by:

decreases of \$0.6 million and \$2.5 million for the three and six months ended June 30, 2014, respectively, due to the *Galicia Spirit* being off-hire for 28 days in the first quarter of 2014 for a scheduled dry docking; and

a decrease of \$2.4 million for the six months ended June 30, 2014 relating to 18 days of unscheduled off-hire in the first quarter of 2014 due to repairs required for one of our LNG carriers.

*Vessel Operating Expenses.* Vessel operating expenses increased for the three and six months ended June 30, 2014 from the same periods last year, primarily as a result of:

increases of \$0.5 million and \$1.1 million for the three and six months ended June 30, 2014, respectively, as a result of higher manning costs due to wage increases relating to certain of our LNG carriers; and

an increase of \$0.7 million for the three and six months ended June 30, 2014 relating to costs to train our crew for two LNG carrier newbuildings that are expected to be delivered in the first half of 2016.

*Depreciation and Amortization.* Depreciation and amortization remained consistent for the three and six months ended June 30, 2014 compared to the same periods last year.

**Table of Contents****Conventional Tanker Segment**

As at June 30, 2014, our fleet included eight Suezmax-class double-hulled conventional crude oil tankers and one Handymax Product tanker, six of which we own and three of which we lease under capital leases. All of our conventional tankers operate under fixed-rate charters. The *Bermuda Spirit* s and *Hamilton Spirit* s time-charter contracts were amended in the fourth quarter of 2012 to reduce the daily hire rate on each by \$12,000 per day for a duration of 24 months, commencing October 1, 2012. However, during this renegotiated period, if Suezmax tanker spot rates exceed the renegotiated charter rate, the charterer will pay us the excess amount up to a maximum of the original charter rate. The impact of the change in hire rates is not fully reflected in the table below as the change in the lease payments are being recognized on a straight-line basis over the term of the lease.

In addition, CEPSA, the charterer and owner of our conventional vessels under capital lease reached an agreement for the third-party sale of the *Algeciras Spirit* in January 2014 and the *Huelva Spirit* in July 2014, and on redelivery of the vessels to CEPSA, the charter contracts with us were terminated. The *Algeciras Spirit* delivered to its new owner in February 2014 and the *Huelva Spirit* in August 2014. Upon sale of the vessels, we are not required to pay the balance of the capital lease obligations as the vessels under capital lease are returned to the owner and the capital lease obligation is concurrently extinguished. We did not record a gain or loss on the sale of the *Algeciras Spirit* or *Huelva Spirit* or expect to record a gain or loss on future sales of vessels under these capital leases. When the vessels are sold to a third party, we are subject to seafarer severance related costs. Seafarer severance costs related to the *Algeciras Spirit* were recorded in the fourth quarter of 2013 and seafarer severance costs related to the *Huelva Spirit* of approximately \$2.2 million will be recorded in the third quarter of 2014.

The following table compares our conventional tanker segment's operating results for the three and six months ended June 30, 2014 and 2013, and compares its net voyage revenues (which is a non-GAAP financial measure) for the three and six months ended June 30, 2014 and 2013 to voyage revenues, the most directly comparable GAAP financial measure. The following tables also provide a summary of the changes in calendar-ship-days and revenue days for our conventional tanker segment:

	Three Months Ended June 30,		
	2014	2013	% Change
(in thousands of U.S. Dollars, except revenue days, calendar-ship-days and percentages)			
Voyage revenues	23,721	28,349	(16.3)
Voyage expenses	462	817	(43.5)
Net voyage revenues	23,259	27,532	(15.5)
Vessel operating expenses	9,574	11,131	(14.0)
Depreciation and amortization	5,642	6,827	(17.4)
General and administrative <sup>(1)</sup>	1,794	1,511	18.7
Income from vessel operations	6,249	8,063	(22.5)
Operating Data:			
Revenue Days (A)	795	976	(18.5)
Calendar-Ship-Days (B)	819	1,001	(18.2)
Utilization (A)/(B)	97.1%	97.5%	

(in thousands of U.S. Dollars, except revenue days,  
calendar-ship-days and percentages)

	<b>Six Months Ended June 30,</b>		
	<b>2014</b>	<b>2013</b>	<b>% Change</b>
Voyage revenues	50,247	57,426	(12.5)
Voyage expenses	972	1,208	(19.5)
Net voyage revenues	49,275	56,218	(12.4)
Vessel operating expenses	19,116	22,454	(14.9)
Depreciation and amortization	11,639	13,680	(14.9)
General and administrative <sup>(1)</sup>	3,454	3,296	4.8
Income from vessel operations	15,066	16,788	(10.3)
Operating Data:			
Revenue Days (A)	1,637	1,966	(16.7)
Calendar-Ship-Days (B)	1,688	1,991	(15.2)
Utilization (A)/(B)	97.0%	98.7%	

<sup>(1)</sup>Includes direct general and administrative expenses and indirect general and administrative expenses (allocated to each segment based on estimated use of corporate resources).

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Our conventional tanker s total calendar ship days decreased by 15.2% to 1,688 days for the six months ended June 30, 2014 from 1,991 days for the same period in 2013 as a result of the sale of the *Tenerife Spirit* and the *Algeciras Spirit* in December 2013 and February 2014, respectively. During the six months ended June 30, 2014, two of our vessels were off-hire for a total of 51 days for scheduled dry dockings, compared to one of our vessels being off-hire for 25 days during the same period in 2013. As a result, our utilization decreased to 97.0% for the six months ended June 30, 2014 compared to 98.7% for the same period in 2013.

*Net Voyage Revenues.* Net voyage revenues decreased for the three and six months ended June 30, 2014 from the same periods last year, primarily as a result of:

decreases of \$5.3 million and \$8.9 million for the three and six months ended June 30, 2014, respectively, due to the sale of the *Tenerife Spirit* and *Algeciras Spirit* in December 2013 and February 2014, respectively; and

decreases of \$0.3 million and \$0.7 million for the three and six months ended June 30, 2014, respectively due to the *Bermuda Spirit* being off-hire for 27 days in the first quarter of 2014 and the *Hamilton Spirit* being off-hire for 24 days in the second quarter of 2014 for scheduled dry dockings; partially offset by:

increases of \$0.1 million and \$1.7 million for the three and six months ended June 30, 2014, respectively, due to higher revenues earned by the *Bermuda Spirit* and *Hamilton Spirit* relating to the agreement between us and the charterer as Suezmax tanker spot rates exceeded the renegotiated charter rate during the first half of 2014; and

an increase of \$0.9 million for the three and six months ended June 30, 2014 due to the *European Spirit* being off-hire for 25 days in the second quarter of 2013 for a scheduled dry docking.

*Vessel Operating Expenses.* Vessel operating expenses decreased for the three and six months ended June 30, 2014 compared to the same periods last year, primarily as a result of the sales of the *Tenerife Spirit* and *Algeciras Spirit* in December 2013 and February 2014, respectively.

*Depreciation and Amortization.* Depreciation and amortization decreased for the three and six months ended June 30, 2014, from the same periods last year, primarily as a result of the sales of the *Tenerife Spirit* and *Algeciras Spirit* in December 2013 and February 2014, respectively.

## ***Other Operating Results***

*General and Administrative Expenses.* General and administrative expenses increased to \$6.3 million and \$12.7 million for the three and six months ended June 30, 2014, respectively, from \$4.7 million and \$10.2 million, respectively, for the same periods last year, primarily due to:

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increases of \$1.0 million and \$1.2 million for the three and six months ended June 30, 2014, respectively, primarily as a result of a greater amount of corporate services provided to us by Teekay Corporation to support our growth;

increases of \$0.1 million and \$0.7 million for the three and six months ended June 30, 2014, respectively, due to higher advisory fees incurred to support our business development activities; and

an increase of \$0.5 million for the six months ended June 30, 2014 due to the timing of accounting recognition of restricted unit awards as a result of certain senior personnel meeting retirement eligibility criteria.

*Equity Income.* Equity income decreased to \$32.9 million and \$53.3 million, respectively, for the three and six months ended June 30, 2014, from \$39.4 million and \$65.8 million, respectively, for the same periods last year, as set forth in the tables below:

(in thousands of U.S. Dollars)	Three Months Ended June 30					Total Equity Income <sup>(1)</sup>
	Angola LNG Carriers	Exmar LNG Carriers	Exmar LPG Carriers	MALT LNG Carriers	RasGas 3 LNG Carriers	
Three months ended June 30, 2014	(392)	2,211	18,740	7,120	5,245	32,924
Three months ended June 30, 2013	14,451	2,516	4,375	11,898	6,185	39,425
Difference	(14,843)	(305)	14,365	(4,778)	(940)	(6,501)

(in thousands of U.S. Dollars)	Six Months Ended June 30					Total Equity Income <sup>(1)</sup>
	Angola LNG Carriers	Exmar LNG Carriers	Exmar LPG Carriers	MALT LNG Carriers	RasGas 3 LNG Carriers	
Six months ended June 30, 2014	(1,169)	4,931	23,423	15,890	10,222	53,297
Six months ended June 30, 2013	19,717	5,013	5,715	23,302	12,102	65,849
Difference	(20,886)	(82)	17,708	(7,412)	(1,880)	(12,552)

<sup>(1)</sup>This table does not include the BG Joint Venture as it had no activity from our acquisition date of June 27, 2014 to June 30, 2014.



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The \$14.8 million and \$20.9 million decreases for the three and six months ended June 30, 2014, respectively, in our 33% investment in the four Angola LNG Carriers were primarily due to unrealized losses on derivative instruments in the first half of 2014 as a result of long-term LIBOR benchmark interest rates decreasing for interest rate swaps maturing after two years, compared to unrealized gains on derivative instruments in the same periods last year. In addition, operating expenses were higher during 2014 compared to 2013 due to main engine overhauls performed in 2014.

The equity income relating to our 50% ownership interest in the Exmar LNG Carriers remained consistent for the three and six months ended June 30, 2014 compared to the same periods last year.

The \$14.4 million and \$17.7 million increases for the three and six months ended June 30, 2014, respectively, in our 50% ownership interest in Exmar LPG BVBA were primarily due to our 50% acquisition of this joint venture in February 2013, the gain on the sale of *Flanders Tenacity* and *Eeklo* which were sold during the second quarter of 2014, the delivery of two newbuildings, *Waasmunster* and *Warinsart*, during the second quarter of 2014 and higher revenues as a result of higher Very Large Gas Carrier spot rates earned in the second quarter of 2014; partially offset by a loss on the sale of *Temse* in the first quarter of 2014 and less income generated as a result of the disposals of the *Donau* (March 2013), *Temse* and *Eeklo* (*Flanders Tenacity* sold on June 30, 2014).

The \$4.8 million and \$7.4 million decreases for the three and six months ended June 30, 2014, respectively, in our 52% investment in the MALT LNG Carriers were primarily due to higher interest margins upon completion of debt refinancing within the Teekay LNG-Marubeni Joint Venture in June and July 2013, the off-hire of *Woodside Donaldson* and *Magellan* for 34 days and 23 days, respectively, during 2014 for scheduled dry dockings, an increase in operating expenses as a result of main engine overhauls and related off-hire relating to the *Woodside Donaldson* in the first quarter of 2014. These decreases were partially offset by the *Methane Spirit* being off-hire for 28 days in the first quarter of 2013.

The \$0.9 million and \$1.9 million decreases for the three and six months ended June 30, 2014, respectively, in our 40% investment in RasGas 3 LNG Carriers were primarily due to lower unrealized gains on derivative instruments in the second quarter of 2014 compared to the same period last year as the increase in the long-term benchmark interest rates for interest rate swaps maturing within two years did not increase as much as compared to 2013 and due to a performance claim incurred in the first quarter of 2014.

*Interest Expense.* Interest expense increased to \$15.1 million and \$29.9 million for the three and six months ended June 30, 2014, respectively, from \$13.1 million and \$26.4 million, respectively, for the same periods last year. Interest expense primarily reflects interest incurred on our capital lease obligations and long-term debt. These changes were primarily the result of:

increases of \$2.2 million and \$4.2 million for the three and six months ended June 30, 2014, respectively, as a result of our NOK bond issuance in September 2013; and

increases of \$2.2 million and \$3.4 million for the three and six months ended June 30, 2014, respectively, relating to two new debt facilities used to fund the deliveries of the two Awilco LNG Carriers in late-2013; partially offset by:

decreases of \$1.4 million and \$2.2 million for the three and six months ended June 30, 2014, respectively, due to lower interest on capital lease obligations associated with the sales of the *Tenerife Spirit* and *Algeciras Spirit* in December 2013 and February 2014, respectively;

decreases of \$0.8 million and \$1.4 million for the three and six months ended June 30, 2014, respectively, due to debt repayments during 2013 and the first half of 2014 and a decrease in LIBOR; and

decreases of \$0.5 million and \$0.9 million for the three and six months ended June 30, 2014, respectively, due to an increase in capitalized interest on our newbuildings compared to the same periods in 2013.

*Interest Income.* Interest income remained consistent for the three and six months ended June 30, 2014, respectively, compared to the same periods last year.

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*Realized and Unrealized (Losses) Gains on Derivative Instruments.* Net realized and unrealized losses on derivative instruments were (\$16.3) million and (\$23.9) million for the three and six months ended June 30, 2014, respectively, as compared to realized and unrealized gains of \$10.7 million and \$2.4 million, respectively, in the same periods last year, as set forth in the tables below:

(in thousands of U.S. Dollars)

	<b>Three Months Ended June 30,</b>					
	<b>2014</b>			<b>2013</b>		
	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>
Interest rate swap agreements	(10,020)	(5,391)	(15,411)	(9,496)	19,885	10,389
Toledo Spirit time-charter derivative	(224)	(700)	(924)	(23)	300	277
	(10,244)	(6,091)	(16,335)	(9,519)	20,185	10,666

	<b>Six Months Ended June 30,</b>					
	<b>2014</b>			<b>2013</b>		
	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>	<b>Realized gains (losses)</b>	<b>Unrealized gains (losses)</b>	<b>Total</b>
Interest rate swap agreements	(19,264)	(1,368)	(20,632)	(19,022)	18,626	(396)
Toledo Spirit time-charter derivative	(224)	(3,000)	(3,224)	(23)	2,800	2,777
	(19,488)	(4,368)	(23,856)	(19,045)	21,426	2,381

As at June 30, 2014 and 2013, we had interest rate swap agreements with aggregate average net outstanding notional amounts of approximately \$1.3 billion and \$860.0 million, respectively, with average fixed rates of 3.9% and 4.6%, respectively. The increase in realized losses from 2013 to 2014 relating to our interest rate swaps was primarily due to the addition of four interest rate swaps in 2014 and due to lower short-term variable interest rates in 2014 compared to the same period in 2013.

Long-term LIBOR benchmark interest rates decreased during the three and six months ended June 30, 2014 and increased during the three and six months ended June 30, 2013, which resulted in us recognizing unrealized gains of \$17.6 million and \$40.2 million for the respective periods in 2014 and unrealized losses of \$36.6 million and \$57.1 million for the respective periods in 2013 from our interest rate swaps associated with our restricted cash deposits.

During the three and six months ended June 30, 2014, we recognized unrealized losses on our interest rate swaps associated with our U.S. Dollar-denominated long-term debt and capital leases. This resulted from \$30.4 million and \$54.6 million, respectively, of unrealized losses relating to decreases in long-term LIBOR benchmark interest rates relative to the first quarter of 2014 and beginning of 2014; partially offset by transfers of \$13.1 million and \$25.4 million, respectively, of previously recognized unrealized losses to realized losses related to actual cash settlements of our interest rate swaps.

During the three and six months ended June 30, 2013, we recognized unrealized gains on our interest rate swaps associated with our U.S. Dollar-denominated long-term debt and capital leases. The unrealized gains resulted from the transfer of \$12.5 million and \$24.7 million, respectively, of previously recognized unrealized losses to realized losses related to actual cash settlements of our interest rate swaps and an additional \$37.4 million and \$41.0 million of unrealized gains relating to increases in long-term LIBOR benchmark interest rates relative to the first quarter of 2013 and beginning of 2013.

Long-term EURIBOR benchmark interest rates decreased during the three and six months ended June 30, 2014 and increased during the three and six months ended June 30, 2013, which resulted in us recognizing unrealized losses of \$5.7 million and \$12.4 million and unrealized gains of \$6.6 million and \$10.0 million, respectively, on our interest rate swaps associated with our Euro-denominated long-term debt.

The projected average tanker rates in the tanker market increased for the three and six months ended June 30, 2014 compared to the first quarter and beginning of the year, which resulted in \$0.7 million and \$3.0 million of unrealized losses, respectively, on our Toledo Spirit time-charter derivative. The projected average tanker rates in the tanker market decreased for the three and six months ended June 30, 2013 compared to the first quarter and beginning of 2013, which resulted in \$0.3 million and \$2.8 million of unrealized gains, respectively, on our Toledo Spirit time-charter derivative. The Toledo Spirit time-charter derivative is the agreement with Teekay Corporation under which Teekay Corporation pays us any amounts payable to the charterer of the *Toledo Spirit* as a result of spot rates being below the fixed rate, and we pay Teekay Corporation any amounts payable to us by the charterer of the *Toledo Spirit* as a result of spot rates being in excess of the fixed rate.

Please see Item 5 Operating and Financial Review and Prospects: Valuation of Derivative Instruments in our Annual Report on Form 20-F for the year ended December 31, 2013, which explains how our derivative instruments are valued, including the significant factors and uncertainties in determining the estimated fair value and why changes in these factors result in material variances in realized and unrealized loss on derivative instruments.

*Foreign Currency Exchange (Losses) and Gains.* Foreign currency exchange (losses) and gains were (\$0.1) million and (\$0.8) million for the three and six months ended June 30, 2014, respectively, compared to (\$2.8) million and \$5.4 million for the same periods last year. Our foreign currency exchange losses and gains, substantially all of which are unrealized, are due primarily to the relevant period-end revaluation of our NOK-denominated debt and our Euro-denominated term loans and restricted cash for financial reporting purposes and the realized and unrealized losses on our cross currency swaps. Losses on NOK-denominated and Euro-denominated monetary liabilities reflect a weaker U.S. Dollar against the NOK and Euro on the date of revaluation or settlement compared to the rate in effect at the beginning of the period. Gains on NOK-denominated and Euro-denominated monetary liabilities reflect a stronger U.S. Dollar against the NOK and Euro on the date of revaluation or settlement compared to the rate in effect at the beginning of the period.

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For the three and six months ended June 30, 2014, foreign currency exchange (losses) gains include realized losses of (\$0.3) million and (\$0.6) million, respectively, and unrealized losses of (\$7.7) million and (\$3.8) million, respectively, on our cross currency swap, and unrealized gains of \$6.3 million and \$2.7 million, respectively, on the revaluation of our Norwegian Kroner-denominated debt. For the three and six months ended June 30, 2014, foreign currency exchange gains also include the revaluation of our Euro-denominated restricted cash, debt and capital leases of \$1.7 million and \$1.0 million, respectively.

For the three and six months ended June 30, 2013, foreign currency exchange (losses) gains include realized losses of (\$0.1) million and a nominal amount, respectively, and unrealized losses of (\$2.7) million and (\$8.9) million, respectively, on our cross currency swap, and unrealized gains of \$4.5 million and \$10.5 million, respectively, on the revaluation of our Norwegian Kroner-denominated debt. For the three and six months ended June 30, 2013, foreign currency exchange (losses) gains also include the revaluation of our Euro-denominated restricted cash, debt and capital leases of (\$4.5) million and \$3.6 million, respectively.

*Other Income.* Other income remained consistent for the three and six months ended June 30, 2014 compared to the same periods last year.

*Income Tax Expense.* Income tax expense decreased to \$0.4 million and \$0.8 million for the three and six months ended June 30, 2014, respectively, from \$0.8 million and \$1.6 million, respectively, for the same periods last year, due to expected lower taxable income in taxable jurisdictions.

### ***Liquidity and Cash Needs***

Our business model is to employ our vessels on fixed-rate contracts with major oil companies, with original terms typically between 10 to 25 years. The operating cash flow our vessels generate each quarter, excluding a reserve for maintenance capital expenditures and debt repayments, is generally paid out to our unitholders within approximately 45 days after the end of each quarter. Our primary short-term liquidity needs are to pay these quarterly distributions on our outstanding units, payment of operating expenses, dry-docking expenditures, debt service costs and to fund general working capital requirements. We anticipate that our primary sources of funds for our short-term liquidity needs will be cash flows from operations.

Our long-term liquidity needs primarily relate to expansion and maintenance capital expenditures and debt repayment. Expansion capital expenditures primarily represent the purchase or construction of vessels to the extent the expenditures increase the operating capacity or revenue generated by our fleet, while maintenance capital expenditures primarily consist of dry-docking expenditures and expenditures to replace vessels in order to maintain the operating capacity or revenue generated by our fleet. Our primary sources of funds for our long-term liquidity needs are from cash from operations, long-term bank borrowings and other debt or equity financings, or a combination thereof. Consequently, our ability to continue to expand the size of our fleet is dependent upon our ability to obtain long-term bank borrowings and other debt, as well as raising equity.

Our revolving credit facilities and term loans are described in Item 1 Financial Statements: Note 7 Long-Term Debt . They contain covenants and other restrictions typical of debt financing secured by vessels, that restrict the ship-owning subsidiaries from: incurring or guaranteeing indebtedness; changing ownership or structure, including mergers, consolidations, liquidations and dissolutions; paying dividends or distributions if we are in default; making capital expenditures in excess of specified levels; making certain negative pledges and granting certain liens; selling, transferring, assigning or conveying assets; making certain loans and investments; and entering into a new line of business. Certain of our revolving credit facilities and term loans require us to maintain financial covenants. If we do not meet these financial covenants, the lender may accelerate the repayment of the revolving credit facilities and term

loans, thus having a significant impact on our short-term liquidity requirements. As at June 30, 2014, we and our affiliates were in compliance with all covenants relating to our credit facilities and term loans.

We have two credit facilities that require us to maintain vessel value to outstanding loan principal balance ratios of 110% and 115%, respectively. As at June 30, 2014, we had vessel value to outstanding loan principal balance ratios of 141% and 155%, respectively. The vessel values are determined using second-hand market comparables or using a depreciated replacement cost approach. Since vessel values can be volatile, our estimates of market value may not be indicative of either the current or future prices that could be obtained if we sold any of the vessels.

As at June 30, 2014, our consolidated cash and cash equivalents were \$121.7 million, compared to \$139.5 million at December 31, 2013. Our total liquidity which consists of cash, cash equivalents and undrawn medium-term credit facilities, was \$357.3 million as at June 30, 2014, compared to \$332.2 million as at December 31, 2013. The increase in total consolidated liquidity is primarily due to a new \$130.0 million term loan entered into in March 2014 relating to the second Awilco LNG Carrier, the *Wilpride*; partially offset by installments for new buildings made during May 2014.

As of June 30, 2014, we had a working capital deficit of \$224.9 million. The working capital deficit includes a \$65.7 million current capital lease obligation for two Suezmax tankers, under which the owner has the option to require us to purchase the vessels. The owner also has cancellation rights, as the charterer, under the charter contracts for these Suezmax tankers. The working capital deficit also includes a \$55.0 million outstanding balance on one of our debt facilities that matures in the second quarter of 2015. We expect to refinance this debt facility before it comes due.

We expect to manage the remaining portion of our working capital deficit primarily with net operating cash flow generated in 2014, debt refinancing and, to a lesser extent, existing undrawn revolving credit facilities. As at June 30, 2014, we had undrawn medium-term credit facilities of \$235.6 million.

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**Cash Flows.** The following table summarizes our cash flow for the periods presented:

(in thousands of U.S. Dollars)	Six Months Ended June 30,	
	2014	2013
Net cash flow from operating activities	94,523	75,750
Net cash flow (used for) from financing activities	(95,811)	42,644
Net cash flow used for investing activities	(16,535)	(134,350)

**Operating Cash Flows.** Net cash flow from operating activities increased to \$94.5 million for the six months ended June 30, 2014, from \$75.8 million for the same period last year, primarily due to the acquisition and delivery of the two Awilco LNG Carriers in late-2013 and an increase in revenue from the *Bermuda Spirit* and *Hamilton Spirit* as a result of the agreement between us and the charterer as Suezmax tanker spot rates exceeded the renegotiated charter rate during 2014; partially offset by the sales of the *Tenerife Spirit* and *Algeciras Spirit* in December 2013 and February 2014, respectively, and 18 days of unscheduled off-hire during 2014 due to repairs required for one of our LNG carriers. Net cash flow from operating activities depends upon the timing and amount of dry-docking expenditures, repair and maintenance activity, the impact of vessel additions and dispositions on operating cash flows, foreign currency rates, changes in interest rates, timing of dividends from equity accounted investments, fluctuations in working capital balances and spot market hire rates (to the extent we have vessels operating in the spot tanker market or our hire rates are partially affected by spot market rates). The number of vessel dry dockings tends to vary each period depending on the vessels' maintenance schedule.

Our equity accounted joint ventures are generally required to distribute all available cash to its shareholders. However, the timing and amount of dividends from each of our equity accounted joint ventures may not necessarily coincide with the operating cash flow generated from each respective equity accounted joint venture. The timing and amount of dividends distributed by our equity accounted joint ventures are affected by the timing and amounts of debt repayments in the joint ventures, as well as any cash reserves maintained in the joint ventures for operations, capital expenditures, and/or as required under financing agreements.

**Financing Cash Flows.** Net cash flow (used for) from financing activities was (\$95.8) million for the six months ended June 30, 2014, compared to \$42.6 million for the same period last year, primarily as a result of higher net proceeds from long-term debt in 2013, which was used to fund the acquisition of our 50% interest in the Exmar LPG Carriers in February 2013. Our investments in vessels and equipment are financed primarily with term loans and capital lease arrangements. The decrease in net proceeds from long-term debt was partially offset by a reduction in advances of \$16.8 million to our equity accounted joint ventures as described in Item 1 Financial Statements: Note 6b Advances to Joint Venture Partner and Equity Accounted Joint Ventures .

Cash distributions paid during the six months ended June 30, 2014 increased to \$117.8 million from \$105.9 million for the same period last year. This increase was the result of an increase in the number of units eligible to receive the cash distribution as a result of a common unit public offering in October 2013; a common unit private placement in July 2013; units issued as a result of the COP that commenced during the second quarter of 2013; and a 2.50% increase in the quarterly cash distribution per unit commencing in the fourth quarter of 2013 and paid in February 2014. In addition, cash paid to non-controlling interests increased by \$7.1 million primarily as a result of cash dividends of \$21.5 million paid in the first quarter of 2014 by Teekay BLT Corporation, our consolidated joint venture with BLT LNG Tangguh Corporation in which we hold a 69% ownership interest.

**Investing Cash Flows.** Net cash flow used for investing activities was (\$16.5) million for the six months ended June 30, 2014, compared to (\$134.4) million for the same period last year. During the six months ended June 30,

2014, we used cash of \$20.5 million primarily to fund new building installments. During the six months ended June 30, 2013, we used cash of \$136.8 million to fund our 50% interest in the Exmar LPG Carriers.



**Table of Contents****Contractual Obligations and Contingencies**

The following table summarizes our contractual obligations as at June 30, 2014:

	<b>Total</b>	<b>Remainder of 2014</b>	<b>2015 and 2016</b>	<b>2017 and 2018</b>	<b>Beyond 2018</b>
(in millions of U.S. Dollars)					
<b>U.S. Dollar-Denominated Obligations:</b>					
Long-term debt <sup>(1)</sup>	1,212.8	44.7	235.4	581.9	350.8
Commitments under capital leases <sup>(2)</sup>	104.1	30.4	15.5	58.2	
Commitments under capital leases <sup>(3)</sup>	941.1	12.0	48.0	48.0	833.1
Commitments under operating leases <sup>(4)</sup>	355.8	12.1	48.2	48.2	247.3
Newbuilding installments/shipbuilding supervision <sup>(5)</sup>	1,003.8	77.5	453.1	464.1	9.1
<b>Total U.S. Dollar-Denominated obligations</b>	<b>3,617.6</b>	<b>176.7</b>	<b>800.2</b>	<b>1,200.4</b>	<b>1,440.3</b>
<b>Euro-Denominated Obligations: <sup>(6)</sup></b>					
Long-term debt <sup>(7)</sup>	330.8	8.4	36.5	182.7	103.2
<b>Total Euro-Denominated obligations</b>	<b>330.8</b>	<b>8.4</b>	<b>36.5</b>	<b>182.7</b>	<b>103.2</b>
<b>Norwegian Kroner-Denominated Obligations: <sup>(6)</sup></b>					
Long-term debt <sup>(8)</sup>	260.9			260.9	
<b>Total Norwegian Kroner-Denominated obligations</b>	<b>260.9</b>			<b>260.9</b>	
<b>Totals</b>	<b>4,209.3</b>	<b>185.1</b>	<b>836.7</b>	<b>1,644.0</b>	<b>1,543.5</b>

(1) Excludes expected interest payments of \$8.7 million (remainder of 2014), \$29.6 million (2015 and 2016), \$19.4 million (2017 and 2018) and \$11.5 million (beyond 2018). Expected interest payments are based on the existing interest rates (fixed-rate loans) and LIBOR at June 30, 2014, plus margins on debt that has been drawn that ranges up to 2.80% (variable-rate loans). The expected interest payments do not reflect the effect of related interest rate swaps that we have used as an economic hedge of certain of our variable-rate debt.

(2) Includes, in addition to lease payments, amounts we may be required to pay to purchase three leased vessels from 2014 to the end of the period when cancellation options are first exercisable. The owner of the *Huelva Spirit* sold the vessel to a third party in August 2014. The purchase price for any vessels we are required to purchase would be based on the unamortized portion of the vessel construction financing costs for the vessels, which are included in the table above. We expect to satisfy any such purchase price by assuming the existing vessel financing, although we may be required to obtain separate debt or equity financing to complete any purchases if the lenders

do not consent to our assuming the financing obligations. Please read Item 1 Financial Statements: Note 4 Vessel Charters .

- (3) Existing restricted cash deposits of \$475.8 million, together with the interest earned on these deposits, are expected to be sufficient to repay the remaining amounts we currently owe under the lease arrangements.
- (4) We have corresponding leases whereby we are the lessor and expect to receive approximately \$318.1 million under these leases from 2014 to 2029.
- (5) In December 2012, July 2013 and November 2013, we entered into agreements for the construction of five LNG newbuildings. The remaining cost for these five newbuildings totaled \$932.2 million as of June 30, 2014, including estimated interest and construction supervision fees.

As part of the acquisition of an ownership interest in the BG Joint Venture, we agreed to assume BG's obligation to provide shipbuilding supervision and crew training services for the four LNG carrier newbuildings and to fund our proportionate share of newbuilding installments. The estimated costs for the shipbuilding supervision and crew training services and our proportionate share of newbuilding installments, net of the secured financing within the joint venture for the LNG carrier newbuildings, totaled \$91.9 million. However, as part of this agreement with BG, we expect to recover approximately \$20.3 million of the shipbuilding supervision and crew training costs from BG between 2015 and 2019.

The table above excludes 10 newbuilding LPG carriers scheduled for delivery between late-2014 and 2018 in the joint venture between Exmar and us. As at June 30, 2014, our 50% share of the remaining cost for these 10 newbuildings totaled \$219 million, including estimated interest and construction supervision fees.

- (6) Euro-denominated and NOK-denominated obligations are presented in U.S. Dollars and have been converted using the prevailing exchange rate as of June 30, 2014.

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- (7) Excludes expected interest payments of \$2.7 million (remainder of 2014), \$10.1 million (2015 and 2016), \$7.2 million (2017 and 2018) and \$2.7 million (beyond 2018). Expected interest payments are based on EURIBOR at June 30, 2014, plus margins that range up to 2.25%, as well as the prevailing U.S. Dollar/Euro exchange rate as of June 30, 2014. The expected interest payments do not reflect the effect of related interest rate swaps that we have used as an economic hedge of certain of our variable-rate debt.
- (8) Excludes expected interest payments of \$8.6 million (remainder of 2014), \$34.2 million (2015 and 2016) and \$17.8 million (2017 and 2018). Expected interest payments are based on NIBOR at June 30, 2014, plus margins that range up to 5.25%, as well as the prevailing U.S. Dollar/NOK exchange rate as of June 30, 2014. The expected interest payments do not reflect the effect of the related cross currency swaps that we have used as an economic hedge of our foreign exchange and interest rate exposure associated with our NOK-denominated long-term debt.

**Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements. The details of our equity accounted investments are shown in Item 18 Notes to Consolidated Financial Statements: Note 5 Equity Method Investments of our Annual Report on Form 20-F for the year ended December 31, 2013. In addition, please read Item 1 Financial Statements: Note 5 Equity Method Investments .

**Critical Accounting Estimates**

We prepare our consolidated financial statements in accordance with GAAP, which require us to make estimates in the application of our accounting policies based on our best assumptions, judgments and opinions. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our consolidated financial statements are presented fairly and in accordance with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could materially differ from our assumptions and estimates. Accounting estimates and assumptions discussed in Item 5 Operating and Financial Review and Prospects Critical Accounting Estimates of our Annual Report on Form 20-F for the year ended December 31, 2013, are those that we consider to be the most critical to an understanding of our financial statements, because they inherently involve significant judgments and uncertainties. For a further description of our critical accounting policies, please read Item 5 Operating and Financial Review and Prospects in our Annual Report on Form 20-F for the year ended December 31, 2013. There have been no significant changes in accounting estimates and assumptions from those discussed in the Form 20-F.

At June 30, 2014, we had one reporting unit with goodwill attributable to it. Based on conditions that existed at June 30, 2014, we do not believe that there is a reasonable possibility that the goodwill attributable to this reporting unit might be impaired for the remainder of the year. However, certain factors that impact this assessment are inherently difficult to forecast and, as such, we cannot provide any assurance that an impairment will or will not occur in the future. An assessment for impairment involves a number of assumptions and estimates that are based on factors that are beyond our control. These are discussed in more detail in the following section entitled Forward-Looking Statements .

**FORWARD-LOOKING STATEMENTS**

This Report on Form 6-K for the three months ended June 30, 2014 contains certain forward-looking statements (as such term is defined in Section 27A of the Securities Exchange Act of 1933 as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) concerning future events and our operations, performance and financial

condition, including, in particular, statements regarding:

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

growth prospects of the LNG and LPG shipping and oil tanker markets;

LNG, LPG and tanker market fundamentals, including the balance of supply and demand in the LNG, LPG and tanker markets and spot LNG, LPG and tanker charter rates;

our ability to conduct and operate our business and the business of our subsidiaries in a manner than minimizes taxes imposed upon us and our subsidiaries;

estimated minimum charter hire payments for the remainder of 2014 and the next four fiscal years, and our expectation regarding our vessels' ability to perform to specifications and maintain their hire rates;

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

expected purchases and deliveries of newbuilding vessels, our ability to obtain charter contracts for these newbuildings, and the newbuildings' commencement of service under charter contracts, including with respect to the five LNG newbuildings ordered from DSME, four LNG newbuildings ordered within the BG Joint Venture, six LNG newbuildings relating to the Yamal LNG Project and 10 remaining LPG newbuildings ordered within Exmar LPG BVBA;

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delivery dates, financing and estimated costs for acquisitions and newbuildings, including the possible purchase of our leased Suezmax tankers and our LNG and LPG carrier newbuildings;

the cost of supervision contract and crew training in relation to the BG Joint Venture;

the expected technical and operational capabilities of newbuildings, including the benefits of the M-type, Electronically Controlled, Gas Injection twin engines in certain LNG carrier newbuildings;

the expected sale or redelivery of certain vessels;

our expectation that we will not record a gain or loss on future sales of vessels under capital lease;

the expected source of funds for short-term and long-term liquidity needs;

estimated capital expenditures and our ability to fund them;

the expected source of funds to manage our working capital deficit;

our continued ability to enter into long-term, fixed-rate time-charters with our LNG and LPG customers;

the recent economic downturn and financial crisis in the global market and potential negative effects on our customers' ability to charter our vessels and pay for our services;

obtaining LNG and LPG projects that we or Teekay Corporation bid on or that Teekay Corporation has been awarded;

our expected financial flexibility to pursue acquisitions and other expansion opportunities;

the possibility that goodwill attributable to a reporting unit will not be impaired for the remainder of the year;

our expectations regarding whether the UK taxing authority can successfully challenge the tax benefits available under certain of our leasing arrangements, and the potential financial exposure to us if such a challenge is successful;

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

anticipated taxation of our partnership and its subsidiaries; and

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

Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain the words believe, anticipate, expect, estimate, predict, will be, will continue, will likely result, plan, intend or words or phrases of similar meanings. These statements involve known and unknown risks and are based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies, many of which are beyond our control. Actual results may differ materially from those expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially include, but are not limited to: changes in production of LNG, LPG or oil; changes in anticipated levels of vessel newbuilding orders or rates of vessel scrapping; changes in the financial stability of our charterers; changes in financial stability of banks providing letters of credit for us or our joint ventures; changes in trading patterns; changes in our expenses; changes in applicable industry laws and regulations and the timing of implementation of new laws and regulations; LNG or LPG infrastructure constraints and community and environmental group resistance to new LNG or LPG infrastructure; potential development of active short-term or spot LNG or LPG shipping markets; spot tanker market rate fluctuations; potential inability to implement our growth strategy; competitive factors in the markets in which we operate; potential for early termination of long-term contracts and our ability to renew or replace long-term contracts; our ability to secure charter contracts for our newbuilding carriers; loss of any customer, time-charter or vessel; shipyard production or vessel delivery delays; changes in tax regulations or the outcome of tax positions; our potential inability to raise financing to purchase additional vessels; our exposure to currency exchange rate fluctuations; conditions in the public equity markets; LNG or LPG project delays or abandonment; potential failure of the Yamal LNG Project to be completed for any reason, including due to lack of funding as a result of existing or future sanctions against Russia and Russian entities and individuals, which may affect partners in the project; potential delays or cancellation of the Yamal LNG project; and other factors detailed from time to time in our periodic reports filed with the SEC, including our Annual Report on Form 20-F for the year ended December 31, 2013. We do not intend to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with respect thereto or any change in events, conditions or circumstances on which any such statement is based.

**Table of Contents****TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES****JUNE 30, 2014****PART I FINANCIAL INFORMATION****ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Interest Rate Risk**

We are exposed to the impact of interest rate changes primarily through our borrowings that require us to make interest payments based on LIBOR, EURIBOR or NIBOR. Significant increases in interest rates could adversely affect our operating margins, results of operations and our ability to service our debt. We use interest rate swaps to reduce our exposure to market risk from changes in interest rates. The principal objective of these contracts is to minimize the risks and costs associated with our floating-rate debt.

We are exposed to credit loss in the event of non-performance by the counterparties to the interest rate swap agreements. In order to minimize counterparty risk, we only enter into derivative transactions with counterparties that are rated A- or better by Standard & Poor's or A3 or better by Moody's at the time of the transactions. In addition, to the extent practical, interest rate swaps are entered into with different counterparties to reduce concentration risk.

The table below provides information about our financial instruments at June 30, 2014, that are sensitive to changes in interest rates. For long-term debt and capital lease obligations, the table presents principal payments and related weighted-average interest rates by expected contractual maturity dates. For interest rate swaps, the table presents notional amounts and weighted-average interest rates by expected contractual maturity dates. The expected contractual maturity dates do not reflect potential prepayments of long-term debt and capital lease obligations as well as the potential exercise of early termination options for certain of our interest rate swaps.

**Expected Maturity Date**

	<b>Remainder of 2014</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>There- after</b>	<b>Total</b>	<b>Fair Value Liability</b>	<b>Rate<sup>(1)</sup></b>
	<b>(in millions of U.S. Dollars, except percentages)</b>								
<b>Long-Term Debt:</b>									
Variable Rate (\$U.S.) <sup>(2)</sup>	32.2	120.0	65.6	66.2	465.9	333.3	1,083.2	(1,028.8)	1.5%
Variable Rate (Euro) <sup>(3) (4)</sup>	8.4	17.6	18.9	20.3	162.4	103.2	330.8	(313.4)	1.7%
Variable Rate (NOK) <sup>(4) (5)</sup>				114.2	146.7		260.9	(275.9)	6.6%
Fixed-Rate Debt (\$U.S.)	12.5	24.9	24.9	24.9	24.9	17.5	129.6	(131.0)	5.3%
Average Interest Rate	5.4%	5.4%	5.4%	5.4%	5.4%	5.0%	5.3%		

**Capital Lease****Obligations:** <sup>(6)</sup>

Fixed-Rate (\$U.S.) <sup>(7)</sup>	28.4	4.4	4.5	28.3	26.3		91.9	(91.9)	6.2%
Average Interest Rate <sup>(8)</sup>	7.9%	5.4%	5.4%	4.6%	6.4%		6.2%		

**Interest Rate****Swaps:**

Contract Amount (\$U.S.) <sup>(6) (9)</sup>	19.7	40.0	360.6	171.3	71.2	438.0	1,100.8	(110.6)	4.1%
Average Fixed Pay Rate <sup>(2)</sup>	4.0%	4.0%	3.0%	4.9%	4.4%	4.6%	4.1%		
Contract Amount (Euro) <sup>(4) (10)</sup>	8.4	17.6	18.9	20.3	162.4	103.2	330.8	(44.0)	3.1%
Average Fixed Pay Rate <sup>(3)</sup>	3.1%	3.1%	3.1%	3.1%	2.6%	3.8%	3.1%		

- (1) Rate refers to the weighted-average effective interest rate for our long-term debt and capital lease obligations, including the margin we pay on our floating-rate debt and the average fixed pay rate for our interest rate swap agreements. The average interest rate for our capital lease obligations is the weighted-average interest rate implicit in our lease obligations at the inception of the leases. The average fixed pay rate for our interest rate swaps excludes the margin we pay on our floating-rate term loans, which as of June 30, 2014 ranged from 0.30% to 2.80%. Please read Item 1 Financial Statements: Note 7 Long-Term Debt .
- (2) Interest payments on U.S. Dollar-denominated debt and interest rate swaps are based on LIBOR.
- (3) Interest payments on Euro-denominated debt and interest rate swaps are based on EURIBOR.
- (4) Euro-denominated and NOK-denominated amounts have been converted to U.S. Dollars using the prevailing exchange rate as of June 30, 2014.



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- (5) Interest payments on our NOK-denominated debt and on our cross currency swaps are based on NIBOR. Our NOK 700 million and NOK 900 million debt have been economically hedged with cross currency swaps, to swap all interest and principal payments into U.S. Dollars, with the respective interest payments fixed at a rate of 6.88% and 6.43%, respectively, and the transfer of principal locked in at \$125.0 million and \$150.0 million, respectively, upon maturity. Please see below in the foreign currency fluctuation section and read Item 1 Financial Statements: Note 10 Derivative Instruments .
- (6) Under the terms of the capital leases for the RasGas II LNG Carriers (see Item 1 Financial Statements: Note 4 Vessel Charters ), we are required to have on deposit, subject to a variable rate of interest, an amount of cash that, together with interest earned on the deposit, will equal the remaining amounts owing under the variable-rate leases. The deposits, which as at June 30, 2014 totaled \$475.8 million, and the lease obligations, which as at June 30, 2014 totaled \$473.2 million, have been swapped for fixed-rate deposits and fixed-rate obligations. Consequently, Teekay Nakilat Corporation is not subject to interest rate risk from these obligations and deposits and, therefore, the lease obligations, cash deposits and related interest rate swaps have been excluded from the table above. As at June 30, 2014, the contract amount, fair value and fixed interest rates of these interest rate swaps related to Teekay Nakilat Corporation s capital lease obligations and restricted cash deposits were \$400.8 million and \$469.1 million, (\$91.5) million and \$121.3 million, and 4.9% and 4.8%, respectively.
- (7) The amount of capital lease obligations represents the present value of minimum lease payments together with our purchase obligation, as applicable. Please read Item 1 Financial Statements: Note 4 Vessel Charters .
- (8) The average interest rate is the weighted-average interest rate implicit in the capital lease obligations at the inception of the leases. Interest rate adjustments on these leases have corresponding adjustments in charter receipts under the terms of the charter contracts to which these leases relate to.
- (9) The average variable receive rate for our U.S. Dollar-denominated interest rate swaps is set at 3-month or 6-month LIBOR.
- (10) The average variable receive rate for our Euro-denominated interest rate swaps is set at 1-month EURIBOR.

**Spot Market Rate Risk**

One of our Suezmax tankers, the *Toledo Spirit*, operates pursuant to a time-charter contract that increases or decreases the otherwise fixed-rate established in the charter depending on the spot charter rates that we would have earned had we traded the vessel in the spot tanker market. The remaining term of the time-charter contract is 11 years, although the charterer has the right to terminate the time-charter in July 2018. We have entered into an agreement with Teekay Corporation under which Teekay Corporation pays us any amounts payable to the charterer as a result of spot rates being below the fixed rate, and we pay Teekay Corporation any amounts payable to us from the charterer as a result of spot rates being in excess of the fixed rate. The amounts payable to or receivable from Teekay Corporation are settled at the end of each year. At June 30, 2014, the fair value of this derivative asset was \$1.6 million and the change from December 31, 2013 to the reporting period has been reported in realized and unrealized loss on derivative instruments.

**Foreign Currency Fluctuation Risk**

Our functional currency is U.S. Dollars because primarily all of our revenues and most of our operating costs are in U.S. Dollars. Our results of operations are affected by fluctuations in currency exchange rates. The volatility in our financial results due to currency exchange rate fluctuations is attributed primarily to foreign currency revenues and expenses, our Euro-denominated loans and restricted cash deposits and our NOK-denominated bonds. A portion of our voyage revenues are denominated in Euros. A portion of our vessel operating expenses and general and administrative expenses are denominated in Euros, which is primarily a function of the nationality of our crew and administrative staff. We have Euro-denominated interest expense and Euro-denominated interest income related to our Euro-denominated loans of 241.7 million Euros (\$330.8 million) and Euro-denominated restricted cash deposits of 14.3 million Euros (\$19.6 million), respectively, as at June 30, 2014. We also incur NOK-denominated interest expense on our NOK-denominated bonds; however, we entered into cross currency swaps and pursuant to these swaps

we receive the principal amount in NOK on the maturity date of the swap, in exchange for payment of a fixed U.S. Dollar amount. In addition, the cross currency swaps exchange a receipt of floating interest in NOK based on NIBOR plus a margin for a payment of U.S. Dollar fixed interest. The purpose of the cross currency swaps is to economically hedge the foreign currency exposure on the payment of interest and principal of our NOK bonds due in 2017 through 2018, and to economically hedge the interest rate exposure. We have not designated, for accounting purposes, these cross currency swaps as cash flow hedges of our NOK-denominated bonds due in 2017 through 2018. Please read Item 1 Financial Statements: Note 10 Derivative Instruments . At June 30, 2014, the fair value of this derivative liability was \$22.0 million and the change from December 31, 2013 to the reporting period has been reported in foreign currency exchange (loss) gain. As a result, fluctuations in the Euro and NOK relative to the U.S. Dollar have caused, and are likely to continue to cause, fluctuations in our reported voyage revenues, vessel operating expenses, general and administrative expenses, interest expense, interest income, realized and unrealized loss on derivative instruments and foreign currency exchange (loss) gain.

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**TEEKAY LNG PARTNERS L.P. AND SUBSIDIARIES**

**JUNE 30, 2014**

**PART II OTHER INFORMATION**

Item 1 Legal Proceedings

None

Item 1A Risk Factors

In addition to the other information set forth in this Report on Form 6-K and the risk factor below, you should carefully consider the risk factors discussed in Part I, Item 3. Key Information-Risk Factors in our Annual Report on Form 20-F for the year ended December 31, 2013, which could materially affect our business, financial condition or results of operations.

***The LNG carrier newbuildings for the Yamal LNG Project are customized vessels and our financial condition, results of operations and ability to make distributions on our common units could be substantially affected if the Yamal LNG Project is not completed.***

The LNG carrier newbuildings ordered by the Yamal LNG Joint Venture will be specifically built for the Arctic requirements of the Yamal LNG Project and will have limited redeployment opportunities to operate as conventional trading LNG carriers if the project is abandoned or cancelled. If the project is abandoned or cancelled for any reason, either before or after commencement of operations, the Yamal LNG Joint Venture may be unable to reach a settlement agreement with the shipyard allowing for the termination of the shipbuilding contracts (given that no such optional termination right exists thereunder), change the vessel specifications to reflect those applicable to more conventional LNG carriers and which do not incorporate ice-breaking capabilities, or find suitable alternative employment for the newbuilding vessels on a long-term basis with other LNG projects or otherwise.

The Yamal LNG Project may be abandoned or not completed for various reasons, including, among others:

failure of the project to obtain debt financing;

failure to achieve expected operating results;

changes in demand for LNG;

adverse changes in Russian regulations or governmental policy relating to the project or the export of LNG;

technical challenges of completing and operating the complex project, particularly in extreme Arctic conditions;

labor disputes; and

environmental regulations or potential claims.

If the project is not completed or is abandoned, proceeds from limited Yamal LNG project sponsor guarantees and potential alternative employment, if any, of the vessels and from potential sales of components and scrapping of the vessels likely would fall substantially short of the cost to the Yamal LNG Joint Venture of the vessels. Any such shortfall could have a material adverse effect on our financial condition, results of operations and ability to make distributions on our common units.

***Sanctions against key participants in the Yamal LNG Project could impede completion or performance of the Yamal LNG Project, which could have a material adverse effect on us.***

The U.S. Treasury Department's Office of Foreign Assets Control (or *OFAC*) recently placed Russia-based Novatek OAO (or *Novatek*), a 60% owner of the Yamal LNG Project, on the Sectoral Sanctions Identifications List. OFAC also previously imposed sanctions on an investor in Novatek, which sanctions remain in effect. The restrictions on Novatek prohibit U.S. persons from participating in debt financing transactions of greater than 90 day maturity by Novatek and, by virtue of Novatek's 60% ownership interest, the Yamal LNG Project. To the extent the Yamal LNG Project or Novatek are dependent on financing involving participation by U.S. persons, these OFAC actions could have a material adverse effect on the ability of the Yamal LNG Project to be completed or perform as expected. Effective August 1, 2014, the European Union also imposed certain sanctions on Russia. These sanctions require an European Union license or authorization before a party can provide certain technologies or technical assistance, financing, financial assistance, or brokering with regard to these technologies. These technologies appear to focus on oil exploration projects, not gas projects. Furthermore, OFAC and other governments or organizations may impose additional sanctions on Novatek, the Yamal LNG Project or other project participants, which may further hinder the ability of the Yamal LNG Project to receive necessary financing. Although we believe that we are in compliance with all applicable sanctions laws and regulations, and intend to maintain such compliance, these sanctions have just been imposed and the scope of these laws may be subject to changing interpretation. Future sanctions may prohibit the Yamal LNG Joint Venture from performing under its contracts with the Yamal LNG Project, which could have a material adverse effect on our financial condition, results of operations and ability to make distributions on our common units.

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***Failure of the Yamal LNG Project to achieve expected results could lead to a default under the time-charter contracts by the charter party.***

The charter party under the Yamal LNG Joint Venture's time-charter contracts for the Yamal LNG Project is Yamal Trade Pte. Ltd., a wholly-owned subsidiary of Yamal LNG, the project's sponsor. If the Yamal LNG Project does not achieve expected results, the risk of charter party default may increase. Any such default could adversely affect our results of operations and ability to make distributions on our common units. If the charter party defaults on the time-charter contracts, we may be unable to redeploy the vessels under other time-charter contracts or may be forced to scrap the vessels.

***Neither the Yamal LNG Joint Venture nor our joint venture partner may be able to obtain financing for the six LNG carrier newbuildings for the Yamal LNG Project.***

The Yamal LNG Joint Venture does not have in place financing for the six LNG carrier newbuildings that will service the Yamal LNG Project. The estimated total fully built-up cost for the vessels is approximately \$2.1 billion. If the Yamal LNG Joint Venture is unable to obtain debt financing for the vessels on acceptable terms, if at all, or if our joint venture partner fails to fund its portion of the newbuilding financing, we may be unable to purchase the vessels and participate in the Yamal LNG Project.

**Item 2 Unregistered Sales of Equity Securities and Use of Proceeds**

None

**Item 3 Defaults Upon Senior Securities**

None

**Item 4 Mine Safety Disclosures**

None

**Item 5 Other Information**

None

**THIS REPORT ON FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO THE FOLLOWING REGISTRATION STATEMENTS OF THE PARTNERSHIP:**

**REGISTRATION STATEMENT ON FORM S-8 (NO.333-124647) FILED WITH THE SEC ON MAY 5, 2005**

**REGISTRATION STATEMENT ON FORM F-3 (NO.333-170838) FILED WITH THE SEC ON NOVEMBER 24, 2010**

**REGISTRATION STATEMENT ON FORM F-3 (NO.333-188387) FILED WITH THE SEC ON MAY 6, 2013**

**REGISTRATION STATEMENT ON FORM F-3 (NO.333-190783) FILED WITH THE SEC ON AUGUST 22, 2013**

**REGISTRATION STATEMENT ON FORM F-3ASR (NO.333-197479) FILED WITH THE SEC ON JULY 17, 2014**

**REGISTRATION STATEMENT ON FORM F-3 (NO.333-197651) FILED WITH THE SEC ON JULY 25, 2014**

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TEEKAY LNG PARTNERS L.P.

By: Teekay GP L.L.C., its General Partner

Date: August 26, 2014

By: /s/ Peter Evensen

Peter Evensen

Chief Executive Officer and Chief Financial Officer

(Principal Financial and Accounting Officer)