

TEEKAY TANKERS LTD.
Form 6-K
November 14, 2014

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
Date of Report: November 6, 2014
Commission file number 1-33867

TEEKAY TANKERS LTD.
(Exact name of Registrant as specified in its charter)

4th Floor, Belvedere Building, 69 Pitts Bay Road, Hamilton, HM 08, Bermuda
(Address of principal executive offices)

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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

Item 1 Information Contained in this Form 6-K Report

Attached as Exhibit 1 is a copy of an announcement of Teekay Tankers Ltd. dated November 6, 2014.

SIGNATURE

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 TANKERS LTD.

Date: November 6, 2014

By: /s/ Vincent Lok
Vincent Lok
Chief Financial Officer
(Principal Financial and Accounting Officer)

TEEKAY TANKERS LTD.

4th Floor, Belvedere Building, 69 Pitts Bay Road

Hamilton, HM 08, Bermuda

EARNINGS RELEASE

TEEKAY TANKERS LTD. REPORTS

THIRD QUARTER 2014 RESULTS

Highlights

Reported third quarter 2014 adjusted net income attributable to shareholders of Teekay Tankers of \$2.6 million, or \$0.03 per share (excluding specific items which increased GAAP net income by \$3.3 million, or \$0.04 per share).

Generated third quarter 2014 Cash Available for Distribution (*CAD*) of \$0.19 per share, an increase of 90 percent from the same period of the prior year.

On August 1, 2014, completed the acquisition of a 50 percent interest in Teekay Corporation's commercial and technical management operations.

In October 2014, secured time charter-in contracts for two additional Aframax tankers, bringing the total in-chartered fleet to ten vessels.

In October 2014, Teekay Tankers invested approximately \$10 million to purchase an additional 935,130 shares of Tanker Investments Limited.

Hamilton, Bermuda, November 6, 2014 - Teekay Tankers Ltd. (*Teekay Tankers or the Company*) (NYSE: TNK) today reported adjusted net income attributable to its shareholders ⁽¹⁾ of \$2.6 million, or \$0.03 per share, for the quarter ended September 30, 2014, compared to adjusted net loss attributable to its shareholders of \$4.0 million, or \$0.05 per share, for the same period in the prior year. The increase in adjusted net income attributable to its shareholders is primarily due to stronger spot tanker rates in the third quarter of 2014 compared to the same period in the prior year, an increase in fleet size due to the addition of six in-chartered vessels delivered during 2014 and higher equity income due to commercial and technical management fees earned through the Company's 50 percent interest in the conventional tanker commercial management and technical management operations purchased from Teekay Corporation on August 1, 2014. Adjusted net income attributable to its shareholders excludes a number of specific

items that had the net effect of increasing net income attributable to its shareholders by \$3.3 million, or \$0.04 per share, for the three months ended September 30, 2014 and increasing net loss attributed to its shareholders by \$10.6 million, or \$0.12 per share, for the three months ended September 30, 2013, as detailed in *Appendix A* to this release. Including these items, the Company reported, on a GAAP basis, net income attributable to its shareholders of \$5.9 million, or \$0.07 per share, for the quarter ended September 30, 2014, compared to a net loss attributable to its shareholders of \$14.6 million, or \$0.17 per share, for the quarter ended September 30, 2013. Net revenues ⁽²⁾ were \$50.6 million and \$39.0 million for the quarters ended September 30, 2014 and September 30, 2013, respectively.

For the nine months ended September 30, 2014, the Company reported adjusted net income attributable to its shareholders ⁽¹⁾ of \$15.3 million, or \$0.18 per share, compared to adjusted net loss attributed to its shareholders of \$13.9 million, or \$0.17 per share, for the same period in the prior year. The increase in adjusted net income attributable to its shareholders is primarily due to stronger spot tanker rates for the first nine months of 2014 compared to the same period in the prior year, an increase in fleet size due to addition of six in-chartered vessels delivered during 2014, an increase in interest income recognized from the Company's investment in term loans, which concluded in March 2014, and higher equity income from the Company's equity accounted investments for the nine months ended September 30, 2014 as compared to the same period in the prior year. Adjusted net income attributable to its shareholders excludes a number of specific items that had the net effect of increasing net income attributable to its shareholders by \$21.5 million, or \$0.25 per share, and increasing the net loss attributable to its shareholders by \$8.4 million, or \$0.10 per share, for the nine month periods ended September 30, 2014 and September 30, 2013, respectively, as detailed in *Appendix A* to this release. Including these items, the Company reported, on a GAAP basis, net income attributable to its shareholders of \$36.9 million, or \$0.43 per share, for the nine months ended September 30, 2014, compared to net loss attributable to its shareholders of \$22.3 million, or \$0.27 per share, for the nine months ended September 30, 2013. Net revenues ⁽²⁾ were \$151.7 million and \$122.1 million for the nine months ended September 30, 2014 and September 30, 2013, respectively.

- (1) Adjusted net income (loss) attributable to shareholders of Teekay Tankers is a non-GAAP financial measure. Please refer to *Appendix A* to this release for a reconciliation of this non-GAAP measure as used in this release to the most directly comparable financial measure under United States generally accepted accounting principles (*GAAP*) and for information about specific items affecting net income (loss) that are typically excluded by securities analysts in their published estimates of the Company's financial results.
- (2) Net revenues is a non-GAAP financial measure used by certain investors to measure the financial performance of shipping companies. Please refer to *Appendix C* included in this release for a reconciliation of this non-GAAP measure to the most directly comparable financial measure under GAAP.

During the third quarter of 2014, the Company generated \$16.2 million, or \$0.19 per share, of Cash Available for Distribution ⁽³⁾, compared to \$8.7 million, or \$0.10 per share, in the third quarter of 2013 due to the reasons noted above. On October 3, 2014, Teekay Tankers declared a dividend of \$0.03 per share for the third quarter of 2014, which was paid on October 31, 2014 to all shareholders of record on October 17, 2014. Since the Company's initial public offering in December 2007, it has declared dividends in 28 consecutive quarters, which now total \$7.395 per share on a cumulative basis.

Crude spot tanker rates for the third quarter of 2014 reached their highest average for a third quarter since 2008, commented Kevin Mackay, Chief Executive Officer of Teekay Tankers. Stronger seasonal oil demand early in the quarter, an increase in long-haul crude tanker movements from the Atlantic to Pacific and an increase in oil purchases for onshore commercial and strategic storage were some of the key factors that combined to push average spot tanker rates higher during the quarter. Although rates weakened slightly in September, they rebounded again in October in part due to the completion of refinery turnarounds and an increase in global imports ahead of the winter season. Despite recent downward revisions in global economic growth forecasts, we believe that limited crude tanker fleet growth and a continued increase in long-haul crude tanker movements from the Atlantic to Pacific basins will continue to support a general firming of average spot tanker rates, while the impact of lower global oil prices, will result in a reduction in ship operating costs through reduced bunker fuel prices.

Given our positive spot tanker rate outlook, Teekay Tankers has continued to strategically increase its spot tanker exposure through new in-charter contracts at favourable rates and with option periods, Mr. Mackay continued. Last month, we secured two additional in-charter Aframax tankers, which will add over 1,175 days to our overall spot tanker exposure and bring our total in-chartered portfolio to ten vessels in time for what we expect will be a stronger winter tanker market. Combined with strong operating leverage and a low cash break-even rate, we believe Teekay Tankers is well-positioned to benefit from a sustained tanker market recovery.

(3) Cash Available for Distribution (*CAD*) represents net income (loss), plus depreciation and amortization, unrealized losses from derivatives, non-cash items, CAD from equity accounted investments and any write-offs or other non-recurring items, less unrealized gains from derivatives and other non-cash items. Please refer to *Appendix B* to this release for a reconciliation of Cash Available for Distribution (a non-GAAP measure) as used in this release to the most directly comparable GAAP financial measure.

Summary of Recent Developments

New Time Charter-In Vessels

In October 2014, Teekay Tankers secured time charter-in contracts for two additional Aframax vessels, which increased Teekay Tankers' total time charter-in fleet to ten vessels. The new time charter-in contracts have an average daily rate of \$18,000 and firm contract periods of six to 33 months, with extension options.

Investment in Tanker Investments Ltd.

In October 2014, Teekay Tankers acquired an additional 0.9 million common shares of Tanker Investments Ltd. (*TIL*) for a cost of approximately \$10 million. The additional investment increases Teekay Tankers' total ownership of TIL to 3.4 million, or approximately 9.3 percent adjusted for TIL's recent share repurchase program.

Acquisition of Teekay Corporation's Commercial and Technical Operations

On August 1, 2014, the Company completed the acquisition of a 50 percent interest in Teekay Tanker Operations Ltd., which owns Teekay's conventional tanker commercial and technical management operations, for an aggregate purchase price of approximately \$24 million (including \$7 million in net working capital). As consideration for this acquisition, the Company issued 4.2 million shares to Teekay Corporation (*Teekay*), which had a value of \$17 million, or \$4.03 per share, on the acquisition closing date, and paid Teekay approximately \$7 million in cash for the net working capital it assumed in connection with the purchase.

Tanker Market

Crude tanker spot rates strengthened significantly during the third quarter of 2014, with rates achieving the highest average level for a third quarter since 2008. The increase in tanker rates was primarily due to a combination of stronger seasonal oil demand in July and August, an increase in long-haul crude movements from the Atlantic to Pacific and an increase in oil purchases for onshore commercial and strategic storage. These stronger tanker rates weakened towards the end of the third quarter due to the onset of seasonal refinery maintenance, but have since strengthened again in early October ahead of the peak winter demand season. The recent strength in tanker rates is in part due to the impact of lower global oil prices, which is having a positive impact on tanker rates in a number of ways:

Lower oil prices encourage stockpiling of crude oil, particularly in China where the government continues to fill the second stage of its Strategic Petroleum Reserve;

A contango price structure for crude oil futures encourages buying and could lead to floating storage of oil if the spread between the current and future oil price widens;

Lower oil and fuel prices, if sustained, could translate into higher oil demand over time; and

Reduced bunker prices are positive for tanker earnings by lowering voyage operating costs.

Long Range 2 (LR2) product tanker spot rates also strengthened during the third quarter, with August rates averaging the highest level since December 2009. LR2 rates have been supported by high levels of Asian naphtha imports from the West coupled with an increase in long-haul product exports from new refineries in the Middle East and Asia. A reduction in global oil prices in recent weeks has also been positive for the LR2 trade, as lower naphtha prices in relation to liquefied petroleum gas (LPG) has led some petrochemical plants to process more naphtha instead of LPG.

The global tanker fleet grew by 4.9 million deadweight tonnes (*mdwt*), or 1.0 percent, in the first nine months of 2014. The majority of the fleet growth occurred in the product tanker sector while the crude tanker fleet grew by just 1.1 *mdwt*, or 0.3 percent. The global Very Large Crude Carrier (VLCC) fleet has grown by a net seven vessels, or 1.1 percent, in the first nine months of the year while the Suezmax and uncoated Aframax fleets have reduced in size by two vessels, or 0.4 percent, and 13 vessels, or 2.0 percent, respectively. Looking ahead, the Company forecasts 2.0 percent net global tanker fleet growth in 2015 with growth once again weighted towards the product tanker sector and another year of negative fleet growth for the Suezmax and uncoated Aframax sectors.

In October 2014, the International Monetary Fund lowered its outlook for global economic growth to 3.3 percent in 2014, from 3.7 percent, and reduced its 2015 outlook to 3.8 percent, from 4.0 percent. This downward revision has filtered through to global oil demand forecasts with expected demand growth of 0.9 million barrels per day (*mb/d*) in 2014 and 1.2 *mb/d* in 2015 compared to forecast growth of 1.2 *mb/d* and 1.4 *mb/d*, respectively, in previous forecasts (based on an average of forecasts from the International Energy Agency, the Energy Information Administration, and OPEC).

Despite this downward revision to oil demand forecasts, the tanker market outlook remains positive for the crude tanker sector due to a combination of a shrinking mid-size crude tanker fleet and a continued increase in tanker tonne-mile demand, as an increasing amount of crude oil moves long-haul from the Atlantic to Pacific basins, which is expected to drive an increase in tanker fleet utilization and spot tanker rates during the remainder of 2014 and 2015.

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Operating Results

The following table highlights the operating performance of the Company's time-charter and spot vessels measured in net voyage revenue per revenue day, or time-charter equivalent (*TCE*) rates, before related-party pool management fees, related-party commissions and off-hire bunker expenses:

| | Three Months Ended | | |
|--|---------------------------|----------------------|---------------------------|
| | September 30, 2014 | June 30, 2014 | September 30, 2013 |
| Time-Charter Out Fleet | | | |
| Suezmax revenue days | 184 | 182 | 134 |
| Suezmax TCE per revenue day | \$ 20,373 | \$ 20,166 | \$ 20,448 |
| Aframax revenue days | 697 | 761 | 825 |
| Aframax TCE per revenue day | \$ 17,848 | \$ 17,628 | \$ 17,542 |
| MR revenue days | 92 | 91 | 92 |
| MR TCE per revenue day ⁽ⁱ⁾ | \$ 36,666 | \$ 36,219 | \$ 35,633 |
| Spot Fleet | | | |
| Suezmax revenue days | 730 | 727 | 716 |
| Suezmax spot TCE per revenue day | \$ 21,134 | \$ 16,089 | \$ 13,799 |
| Aframax revenue days | 371 | 266 | 284 |
| Aframax spot TCE per revenue day ⁽ⁱⁱ⁾ | \$ 22,105 | \$ 15,540 | \$ 13,583 |
| LR2 revenue days | 511 | 273 | 275 |
| LR2 spot TCE per revenue day | \$ 17,232 | \$ 13,340 | \$ 12,488 |
| MR revenue days | 151 | 182 | 184 |
| MR spot TCE per revenue day | \$ 13,365 | \$ 11,656 | \$ 15,067 |
| VLCC revenue days | | 76 | |
| VLCC spot TCE per revenue day | | \$ 11,280 | |
| Total Fleet | | | |
| Suezmax revenue days | 914 | 909 | 850 |
| Suezmax TCE per revenue day | \$ 20,980 | \$ 16,906 | \$ 14,845 |
| Aframax revenue days | 1,068 | 1,027 | 1,109 |
| Aframax TCE per revenue day | \$ 18,410 | \$ 17,087 | \$ 16,528 |
| LR2 revenue days | 511 | 273 | 275 |
| LR2 TCE per revenue day | \$ 17,232 | \$ 13,340 | \$ 12,488 |
| MR revenue days | 243 | 273 | 276 |
| MR TCE per revenue day ⁽ⁱ⁾ | \$ 22,199 | \$ 19,844 | \$ 21,923 |
| VLCC revenue days | | 76 | |
| VLCC TCE per revenue day | | \$ 11,280 | |

- (i) The charter rate on the Medium Range (*MR*) tanker includes approximately \$14,000 per day for the additional costs relating to Australian crew versus international crew.
- (ii) The combined average spot TCE rate for the Aframax tankers trading in both the Aframax Pool and on non-pool voyage charters was \$19,466 per day and \$15,462 per day for the three months ended September 30, 2014 and June 30, 2014, respectively. No Aframax tankers in the Company's fleet were traded in the non-pool voyage charters for the three months ended September 30, 2013.

Teekay Tankers Fleet

The following table summarizes the Company's fleet as of November 1, 2014 (including committed charter-in vessels to be delivered):

| | Owned Vessels | Chartered-in Vessels | Total |
|--------------------------------------|------------------|-------------------------|-------|
| Fixed-rate: | | | |
| Suezmax Tankers | 2 | | 2 |
| Aframax Tankers | 8 | | 8 |
| MR Product Tankers | 1 | | 1 |
| VLCC Tanker ⁽ⁱ⁾ | 1 | | 1 |
| Total Fixed-Rate Fleet | 12 | | 12 |
| Spot-rate: | | | |
| Suezmax Tankers | 8 | | 8 |
| Aframax Tankers ⁽ⁱⁱ⁾ | 3 | 6 | 9 |
| LR2 Product Tankers ⁽ⁱⁱⁱ⁾ | 3 | 4 | 7 |
| MR Product Tankers | 2 | | 2 |
| Total Spot Fleet | 16 | 10 | 26 |
| Total Teekay Tankers Fleet | 28 | 10 | 38 |

- (i) The Company's ownership interest in this vessel is 50 percent.
- (ii) One Aframax tanker is currently in-chartered for a 12-month period ending in January 2015, with options to extend for up to an additional 24 months, one Aframax tanker is currently in-chartered for a 12-month period ending in June 2015, with an option to extend for up to an additional nine months, one Aframax tanker is currently in-chartered for an 18-month period ending March 2016, one Aframax tanker is currently in-chartered for a six-month period ending April 2015, with options to extend for up to an additional 12 months and one Aframax tanker is currently in-chartered for a 12-month period ending October 2015, with options to extend for up to an additional 12 months. We expect the remaining time charter-in Aframax vessels to deliver in the fourth quarter of 2014.
- (iii) One LR2 product tanker is currently in-chartered for a 12-month period ending in June 2015, with an option to extend up to an additional 12 months, one LR2 product tanker is currently in-chartered for a 12-month period ending in July 2015, with an option to extend up to an additional six months and two LR2 product tankers are currently in-chartered for six month periods ending in February 2015 with options to extend up to an additional 12 months.

Liquidity

As of September 30, 2014, the Company had total liquidity of \$238.7 million (which consisted of \$46.4 million of cash and \$192.3 million in an undrawn revolving credit facility), compared to total liquidity of \$250 million as at June 30, 2014.

Conference Call

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The Company plans to host a conference call on Thursday, November 6, 2014 at 1:00 p.m. (ET) to discuss its results for the third quarter of 2014. An accompanying investor presentation will be available on Teekay Tankers website at www.teekaytankers.com prior to the start of the call. All shareholders and interested parties are invited to listen to the live conference call by choosing from the following options:

By dialing (800) 505-9568 or (416) 204-9271, if outside of North America, and quoting conference ID code 3098883.

By accessing the webcast, which will be available on Teekay Tankers website at www.teekaytankers.com (the archive will remain on the website for a period of 30 days).

The conference call will be recorded and available until Thursday, November 13, 2014. This recording can be accessed following the live call by dialing (888) 203-1112 or (647) 436-0148, if outside North America, and entering access code 3098883.

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About Teekay Tankers

Teekay Tankers directly owns a fleet of 27 double-hull vessels, including 11 Aframax tankers, 10 Suezmax tankers, three Long Range 2 (*LR2*) product tankers, three Medium-Range (*MR*) product tankers and has contracted six time charter-in Aframax tankers and four time charter-in LR2 product tankers. Teekay Tankers' vessels are employed through a mix of short- or medium-term fixed-rate time charter contracts and spot tanker market trading, and its vessels are commercially and technically managed by a joint venture company in which Teekay Tankers and Teekay Corporation (NYSE: TK) each own a 50 percent interest. The Company also owns a Very Large Crude Carrier (*VLCC*) through a 50 percent-owned joint venture. In addition, Teekay Tankers owns a minority interest in Tanker Investments Ltd. (OSLO: TIL), which currently owns a fleet of 14 modern tankers. Teekay Tankers was formed in December 2007 by Teekay Corporation as part of its strategy to expand its conventional oil tanker business.

Teekay Tankers' common stock trades on the New York Stock Exchange under the symbol *TNK*.

For Investor Relations enquiries contact:

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TEEKAY TANKERS LTD.

SUMMARY CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(in thousands of U.S. dollars, except share data)

| | Three Months Ended | | | Nine Months Ended | |
|--|--------------------------------------|---------------------------------|-------------------------------------|--------------------------------------|--------------------------------------|
| | September 30, 2014 (unaudited) | June 30, 2014 (unaudited) | September 30 2013 (unaudited) | September 30, 2014 (unaudited) | September 30, 2013 (unaudited) |
| Time charter revenues | 19,986 | 20,533 | 20,600 | 62,001 | 67,488 |
| Net pool revenues | 31,648 | 20,518 | 18,879 | 82,329 | 50,470 |
| Voyage charter revenues | 1,836 | 3,382 | | 6,214 | 4,283 |
| Interest income from investment in term loans ⁽¹⁾ | | | | 9,118 | 5,683 |
| Total revenues | 53,470 | 44,433 | 39,479 | 159,662 | 127,924 |
| Voyage expenses | (2,872) | (3,612) | (483) | (7,923) | (5,845) |
| Vessel operating expenses | (22,935) | (23,585) | (21,859) | (69,314) | (69,745) |
| Time-charter hire expense | (6,309) | (1,112) | (1,216) | (8,473) | (5,153) |
| Depreciation and amortization | (12,451) | (12,425) | (11,935) | (37,378) | (35,720) |
| General and administrative expenses | (2,890) | (3,163) | (3,317) | (9,245) | (10,240) |
| Loss provision on investment in term loans | | | (10,399) | | (14,910) |
| Gain (loss) on sale of vessels ⁽²⁾ | | 9,955 | | 9,955 | (71) |
| Income (loss) from operations | 6,013 | 10,491 | (9,730) | 37,284 | (13,760) |
| Interest expense | (2,042) | (2,274) | (2,440) | (6,663) | (7,555) |
| Interest income | 49 | 60 | 71 | 247 | 95 |
| Realized and unrealized gain (loss) on derivative instruments ⁽³⁾ | 447 | (3,614) | (2,492) | (1,523) | (510) |
| Equity income ⁽⁴⁾ | 1,612 | 15 | 458 | 4,221 | 290 |
| Other (expenses) income | (217) | (89) | (458) | 3,317 | (828) |
| Net income (loss) | 5,862 | 4,589 | (14,591) | 36,883 | (22,268) |
| Earnings (loss) per share attributable to shareholders of Teekay Tankers | | | | | |
| - Basic | 0.07 | 0.05 | (0.17) | 0.44 | (0.27) |
| - Diluted | 0.07 | 0.05 | (0.17) | 0.43 | (0.27) |
| Weighted-average number of total common shares outstanding | | | | | |

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| | | | | | |
|-----------|------------|------------|------------|------------|------------|
| - Basic | 86,429,215 | 83,676,425 | 83,591,030 | 84,584,086 | 83,591,030 |
| - Diluted | 86,828,810 | 83,966,874 | 83,591,030 | 84,942,563 | 83,591,030 |

- (1) In 2010, the Company invested in two term loans (*Loans*) secured by two 2010-built VLCC vessels. The borrowers under the Loans were in default on their interest payment obligations since the first quarter of 2013, and subsequently, in default of the repayment of the loan principal from the loan maturity date in July 2013. In late-March 2014, the Company took full ownership of the vessels held as collateral in satisfaction of the Loans and accrued interest and recorded the vessels at their fair value at that date. As a result, the Company recognized an additional \$9.1 million of interest income owing under the Loans for the three months ended March 31, 2014.
- (2) In early May 2014, the Company sold to Tanker Investments Limited (*TIL*) two wholly-owned subsidiaries, each of which owns one VLCC, for aggregate proceeds of \$154.0 million plus related working capital on closing of \$1.7 million. In the second quarter of 2014, the Company recognized a \$10.0 million gain on this transaction.
- (3) Includes realized losses relating to interest rate swaps that relate to the amounts actually paid of \$2.5 million, \$2.5 million, and \$2.5 million for the three months ended September 30, 2014, June 30, 2014 and September 30, 2013, respectively, and \$7.5 million and \$7.4 million for the six months ended September 30, 2014, and September 30, 2013, respectively.

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- (4) Included in equity income for the three months ended September 30, 2014 are the Company's proportionate share of earnings from its 6.5 percent interest (excluding an additional 0.9 million common shares acquired in October 2014) in Tanker Investments Ltd., which owns 14 conventional tankers, its 50 percent interest in High-Q Joint Venture, which owns one VLCC tanker, and its 50 percent interest in Teekay Tanker Operations Ltd, which owns Teekay's conventional tanker commercial and technical management operations. The total equity income of \$1.6 million includes \$0.4 million of the Company's proportionate share of items included in Appendix A to this release, related primarily to unrealized gains on derivative instruments and foreign exchange items.

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TEEKAY TANKERS LTD.**SUMMARY CONSOLIDATED BALANCE SHEETS**

(in thousands of U.S. dollars)

| | As at September 30, 2014 (unaudited) | As at June 30, 2014 (unaudited) | As at December 31, 2013 (unaudited) |
|-------------------------------------|---|--|--|
| ASSETS | | | |
| Cash | 46,366 | 21,764 | 25,646 |
| Pool receivable from affiliates | 18,669 | 13,699 | 10,765 |
| Accounts receivable | 2,591 | 2,545 | 4,247 |
| Prepaid assets | 12,957 | 12,036 | 10,361 |
| Investment in term loans | | | 136,061 |
| Due from affiliates | 36,674 | 33,197 | 27,991 |
| Vessels and equipment | 838,139 | 841,013 | 859,308 |
| Loan to equity accounted investment | | | |