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FRONTLINE LTD /  
Form 10-Q  
May 06, 2004

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended March 31, 2004

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 033-79220

California Petroleum Transport Corporation

(Exact name of registrant as specified in its charter)

Delaware

04-3232976

(State or other jurisdiction  
of incorporation or organization)

(I.R.S. Employer Identification No.)

Suite 3218, One International Place, Boston, Massachusetts, 02101-2916

(Address of principal executive offices)

(617) 951-7690

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year,  
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during  
the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2) of the Exchange Act)  Yes  No

Number of shares outstanding of each class of Registrant's Common Stock as of April 30, 2004

Common, \$1.00 par value.....1,000 shares

California Petroleum Transport Corporation  
Quarterly Report on Form 10-Q  
Three month period ended March 31, 2004

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California Petroleum Transport Corporation  
Quarterly Report on Form 10-Q  
Three month period ended March 31, 2004

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### PART I - FINANCIAL INFORMATION

#### ITEM 1 - FINANCIAL STATEMENTS

##### Review Report of Independent Accountants

TO THE BOARD OF DIRECTORS AND STOCKHOLDER OF CALIFORNIA PETROLEUM TRANSPORT CORPORATION

We have reviewed the accompanying condensed balance sheet of California Petroleum Transport Corporation as of March 31, 2004, and the related condensed statements of operations and retained earnings for the three month periods ended March 31, 2004 and 2003, and the condensed statements of cash flows for the three month periods ended March 31, 2004 and 2003. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the balance sheet of California Petroleum Transport Corporation as at December 31, 2003, and the related statements of operations and retained earnings, and cash flows for the year then ended, not presented herein, and in our report dated April 13, 2004, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying condensed balance sheet as of December 31, 2003, is fairly stated, in all material respects, in relation to balance sheet from which it has been derived.

Ernst & Young  
Chartered Accountants  
Douglas, Isle of Man

May 6, 2004

California Petroleum Transport Corporation  
Condensed Statements of Operations and Retained Earnings  
(Unaudited)  
(in thousands of US\$)

3 month period  
ended  
March 31

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	2004	2003
Revenue		
Interest income	2,944	3,177
Fees reimbursed by related parties	4	5
-----		
Net operating revenues	2,948	3,182
-----		
Expenses		
General and administrative expenses	(4)	(5)
Amortisation of debt issue costs	(64)	(64)
Interest expense	(2,880)	(3,113)
-----		
	(2,948)	(3,182)
-----		
Net income	-	-
Retained earnings, beginning of period	-	-
-----		
Retained earnings, end of period	-	-
=====		

See notes to the condensed financial statements (unaudited)

California Petroleum Transport Corporation  
Condensed Balance Sheets (Unaudited)

(in thousands of US\$)

	March 31, 2004	December 31, 2003 (See note 1)
ASSETS		
Current assets:		
Cash and cash equivalents	1	1
Current portion of serial loans receivable	12,950	12,950
Current portion of term loans receivable	3,355	3,355
Interest receivable	5,887	2,944
Other current assets	28	25
-----		
Total current assets	22,221	19,275
Serial loans receivable, less current portion	10,142	10,100
Term loans receivable, less current portion	113,573	113,551
Deferred charges and other long-term assets	1,100	1,164
-----		
Total assets	147,036	144,090
=====		
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Accrued interest	5,887	2,944

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Current portion of serial mortgage notes	12,950	12,950
Current portion of term mortgage notes	3,355	3,355
Other current liabilities	28	25
-----		
Total current liabilities	22,220	19,274
Serial mortgage notes, less current portion	10,270	10,270
Term mortgage notes, less current portion	114,545	114,545
-----		
Total liabilities	147,035	144,089
Stockholder's equity		
Common stock, \$1 par value; 1,000 shares authorised, issued and outstanding	1	1
-----		
Total liabilities and stockholder's equity	147,036	144,090
=====		

See notes to the condensed financial statements (unaudited)

California Petroleum Transport Corporation  
Condensed Statements of Cash Flows  
(Unaudited)  
(in thousands of US\$)

	3 month period ended	
	March 31,	
	2004	2003
Cash flows from operating activities		
Net income	-	-
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortisation of deferred debt issue costs	64	64
Amortisation of issue discount on loan receivable	(64)	(64)
Changes in operating assets and liabilities:		
Increase in interest receivable	(2,943)	(3,177)
(Increase) decrease in other current assets	(3)	5
Increase in accrued interest	2,943	3,177
Increase (decrease) in other current liabilities	3	(5)
-----		
Net cash provided by operating activities	-	-
-----		
Investing Activities		
Collections on serial loans receivable	-	-
-----		
Net cash provided by investing activities	-	-
-----		
Financing Activities		
Repayments of serial mortgage notes	-	-
-----		
Net cash used in financing activities	-	-
-----		
Net increase in cash and cash equivalents	-	-
Cash and cash equivalents at beginning of period	1	1
-----		
Cash and cash equivalents at end of period	1	1
=====		

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Supplemental disclosure of cash flow information:

Interest paid - -

See notes to the condensed financial statements (unaudited)

California Petroleum Transport Corporation  
Quarterly Report on Form 10-Q  
Three month period ended March 31, 2004  
Notes to the condensed financial statements (unaudited)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

California Petroleum Transport Corporation (the "Company" or "California Petroleum"), which is incorporated in Delaware, is a special purpose corporation that has been organized solely for the purpose of issuing, as agent on behalf of CalPetro Tankers (Bahamas I) Limited, CalPetro Tankers (Bahamas II) Limited, CalPetro Tankers (Bahamas III) Limited and CalPetro Tankers (IOM) Limited (each an "Owner" and, together the "Owners"), the Serial Mortgage Notes and the Term Mortgage Notes (together, "the Notes") as full recourse obligations of the Company and loaning the proceeds of the sale of the Notes to the Owners to facilitate the funding of the acquisition of four vessels (the "Vessels") by the Owners from Chevron Transport Corporation (the "Initial Charterer"). All the shares of California Petroleum are held by The California Trust, a Massachusetts charitable lead trust formed by JH Holdings, a Massachusetts corporation, for the benefit of certain charitable institutions in Massachusetts.

The Owners have chartered the Vessels to the Initial Charterer under bareboat charters that are expected to provide sufficient payments to cover the Owners' obligations under the loans from the Company. The Initial Charterer can terminate a charter at specified dates prior to the expiration of the charter, provided it notify the Owner at least 12 months prior to such termination and make a Termination Payment. The Owners' only source of funds with respect to the loans from the Company is payments from the Initial Charterer, including Termination Payments. The Owners do not have any other source of capital for payment of the loans.

The Company's only source of funds with respect to the Notes are payments of principal and interest on the loans to the Owners. The Company does not have any other source of capital for payment of the Notes.

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). These statements reflect the net proceeds from the sale of the Term Mortgage Notes together with the net proceeds from sale of the Serial Mortgage Notes having been applied by way of long-term loans to the Owners to fund the acquisition of the Vessels from the Initial Charterer.

Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete

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financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The principal accounting policies used in the preparation of these financial statements are set out below.

The balance sheet at December 31, 2003 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements.

These financial statements should be read in conjunction with the audited financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2003.

### 2. PRINCIPAL ACCOUNTING POLICIES

#### (a) Revenue and expense recognition

Interest receivable on the Serial Loans and on the Term Loans is accrued on a daily basis. Interest payable on the Serial Mortgage Notes and on the Term Mortgage Notes is accrued on a daily basis. The Owners reimburse the Company for general and administrative expenses incurred on their behalf.

#### (b) Deferred charges

Deferred charges represent the capitalization of debt issue costs. These costs are amortized over the term of the Notes to which they relate.

#### (c) Reporting currency

The reporting and functional currency is the United States dollar.

#### (d) Cash and cash equivalents

For the purpose of the statement of cash flows, all demand and time deposits and highly liquid, low risk investments with original maturities of three months or less are considered equivalent to cash.

#### (e) Use of estimates

The preparation of financial statements in accordance with GAAP requires the Company to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities on the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

### 3. SERIAL LOANS

The principal balances of the Serial Loans earn interest at rates ranging from 7.57% to 7.62% and mature over a remaining three-year period beginning April 1, 2004. The loans are reported net of the related discounts, which are amortised over the term of the loans.

### 4. TERM LOANS

The principal balances of the Term Loans earn interest at a rate of 8.52% per annum and are to be repaid over a twelve-year period beginning April 1, 2004. The loans are reported net of the related discounts, which are amortised over the term of the loans.

### 5. SERIAL MORTGAGE NOTES

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The Serial Mortgage Notes bear interest at rates ranging from 7.57% to 7.62% through maturity. The Notes mature over a remaining three-year period beginning April 1, 2004. Interest is payable semi-annually.

### 6. TERM MORTGAGE NOTES

The Term Mortgages Notes bear interest at a rate of 8.52% per annum. Principal is repayable on the Term Mortgage Notes in accordance with a twelve-year sinking fund schedule commencing April 1, 2004. Interest is payable semi-annually.

### 7. NEW ACCOUNTING STANDARDS

In December 2003, the Financial Accounting Standards Board issued Interpretation No. 46R, Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51("the Interpretation"), which replaces Interpretation No. 46, issued in January 2003. The Interpretation addresses the consolidation of business enterprises (variable interest entities) to which the usual condition (ownership of a majority voting interest) of consolidation does not apply. This Interpretation focuses on financial interests that indicate control. It concludes that in the absence of clear control through voting interests, a company's exposure (variable interest) to the economic risks and potential rewards from the variable interest entity's assets and activities are the best evidence of control. Variable interests are rights and obligations that convey economic gains or losses from changes in the value of the variable interest entity's assets and liabilities. Variable interests may arise from financial instruments, service contracts, and other arrangements. If an enterprise holds a majority of the variable interests of an entity, it would be considered the primary beneficiary. The primary beneficiary would be required to include assets, liabilities, and the results of operations of the variable interest entity in its financial statements.

An enterprise with a variable interest in an entity to which the provisions of the original Interpretation have not been applied shall apply the provisions of the revised Interpretation as follows: a public enterprise that is not a small business issuer shall apply the Interpretation to all variable interests held (other than special-purpose entities) no later than the end of the first reporting period ending after March 15, 2004; a public enterprise that is a small business issuer shall apply the Interpretation to all variable interests held (other than special-purpose entities) no later than the end of the first reporting period ending after December 15, 2004; and a nonpublic enterprise with a variable interest in an entity that is created after December 31, 2003 shall apply the Interpretation to that entity immediately, and to all variable interests held by the beginning of the first annual reporting period beginning after December 15, 2004.

The Company shall first apply the accounting provisions of the Interpretation effective January 1, 2005. The Company has begun to evaluate whether the Owners represent variable interest entities, and whether the Company's variable interest in the Owners would cause it to be the primary beneficiary. If this is the case, consolidation of the Owners by the Company is not expected to have a significant effect on the Company's financial position, results of operations, or cash flows.



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Three month period ended March 31, 2004

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

#### Organization and history

California Petroleum Transport Corporation (the "Company") was incorporated under the laws of the state of Delaware on May 18, 1994. The Company is a special purpose corporation that has been organized solely for the purpose of issuing, as agent on behalf of the Owners, Serial Mortgage Notes and Term Mortgage Notes (the "Notes") as full recourse obligations of the Company and loaning the proceeds of the sale of the Notes to the Owners (the "Loans"). The Notes were issued on April 5, 1995.

#### Liquidity and Capital Resources

The Company is a passive entity, and its activities are limited to collecting cash from the Owners and making repayments on the Notes. The Company has no source of liquidity and no capital resources other than the cash receipts attributable to the Loans.

#### Off-balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a material current effect or that are reasonably likely to have a material future effect on our financial condition, revenues or expenses, liquidity, capital expenditures or capital reserves.

#### Critical Accounting Policies

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2003 Form 10-K. The Company's principal accounting policies, as well as new accounting standards, are described in Note 2 and Note 7, respectively, to the financial statements included in Item 1 of this Form 10-Q.

### ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### (a) Quantitative information about market risk

Quantitative information about market risk instruments at March 31, 2004 is as follows:

##### i) Serial Loans

The outstanding principal balances of the Serial Loans earn interest at rates ranging from 7.57% to 7.62% and mature over a remaining three-year period beginning April 1, 2004. The loans are reported net of the related discounts, which are amortised over the term of the loans.

The outstanding Serial Loans have the following characteristics:

Maturity date	Interest rate	Principal amount (\$ 000's)
-----	----	-----
April 1, 2004	7.57%	12,950
April 1, 2005	7.60%	7,740
April 1, 2006	7.62%	2,530

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Total	23,220
-------	--------

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ii) Term Loans

The principal balances of the Term Loans earn interest at a rate of 8.52% per annum and are to be repaid over a twelve-year period beginning April 1, 2004. The loans are reported net of the related discounts, which are amortized over the term of the loans.

The table below provides the final principal payments on the Term Loans if none of the Initial Charters is terminated and if all of the Initial Charters are terminated on the earliest termination dates.

Scheduled payment date	No initial charters terminated (\$000's)	All initial charters terminated (\$000's)
April 1, 2004	3,355	1,700
April 1, 2005	6,542	3,480
April 1, 2006	9,526	5,320
April 1, 2007	10,942	6,340
April 1, 2008	10,942	6,880
April 1, 2009	10,942	7,470
April 1, 2010	10,942	8,110
April 1, 2011	10,942	8,800
April 1, 2012	10,942	9,540
April 1, 2013	10,942	10,360
April 1, 2014	10,942	11,240
April 1, 2015	10,941	38,660
Total	117,900	117,900

---

iii) Serial Mortgage Notes

The Serial Mortgage Notes bear interest at rates ranging from 7.57% to 7.62% through maturity. The Notes mature over a remaining three-year period beginning April 1, 2004. Interest is payable semi-annually. The outstanding Serial Mortgage Notes have the following characteristics:

Maturity date	Interest rate	Principal amount (\$ 000's)
April 1, 2004	7.57%	12,950
April 1, 2005	7.60%	7,740
April 1, 2006	7.62%	2,530
Total		23,220

---

iv) Term Mortgage Notes

The Term Mortgage Notes bear interest at a rate of 8.52% per annum. Principal is repayable on the Term Mortgage Notes in accordance with a twelve-year sinking fund schedule commencing April 1, 2004. Interest is payable semi-annually.

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The table below provides the scheduled sinking fund redemption amounts and final principal payments on the Term Mortgage Notes if none of the Initial Charters is terminated and if all of the Initial Charters are terminated on the earliest termination dates.

Scheduled payment date -----	No initial charters terminated (\$000's) -----	terminated (\$000's) -----
April 1, 2004	3,355	1,700
April 1, 2005	6,542	3,480
April 1, 2006	9,526	5,320
April 1, 2007	10,942	6,340
April 1, 2008	10,942	6,880
April 1, 2009	10,942	7,470
April 1, 2010	10,942	8,110
April 1, 2011	10,942	8,800
April 1, 2012	10,942	9,540
April 1, 2013	10,942	10,360
April 1, 2014	10,942	11,240
April 1, 2015	10,941	38,660
Total	117,900	117,900

(b) Qualitative information about market risk

The Company was organized solely for the purpose of issuing, as agent on behalf of the Owners, the Term Mortgage Notes and Serial Mortgage Notes as obligations of the Company and loaning the proceeds of the sale of the Notes to the Owners to facilitate the funding of the acquisition of the Vessels from Chevron Transport Corporation.

ITEM 4 - CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures.

Within the 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's manager Frontline Ltd, including the Company's President and Treasurer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the President and Treasurer concluded that the Company's disclosure controls and procedures are effective in alerting them timely to material information relating to the Company required to be included in the Company's periodic Securities and Exchange Commission ("SEC") filings.

(b) Changes in internal controls

There have been no significant changes in our internal controls or in other factors that could have significantly affected those controls subsequent to the date of our most recent evaluation of internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

The Company is not party to any legal proceedings the results of which

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could, in the opinion of management, have a material adverse effect upon the Company.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

Exhibit 31.1 Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended

Exhibit 31.2 Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended

Exhibit 32.1 Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.1 Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

b. Reports on Form 8-K

The Company has not filed any current reports on Form 8-K with the SEC during the current quarter of the fiscal period covered by this report.

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.

California Petroleum Transport Corporation

-----

(Registrant)

Date May 6, 2004  
-----

By -----  
Nancy D. Smith  
Director and President

Date May 6, 2004  
-----

By -----  
R. Douglas Donaldson  
Treasurer and Principal Financial Officer

Exhibit 31.1 CERTIFICATION OF THE PRINCIPAL EXECUTIVE OFFICER

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I, Nancy D Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of California Petroleum Transport Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within the entity, particularly during the period in which this report is being prepared;
- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
- d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

- a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal

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controls over financial reporting.

Date: May 6, 2004

-----  
Nancy D. Smith  
President

California Petroleum Transport Corporation  
Quarterly Report on Form 10-Q  
Three month period ended March 31, 2004

### Exhibit 31.2 CERTIFICATION OF THE PRINCIPAL FINANCIAL OFFICER

I, R Douglas Donaldson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of California Petroleum Transport Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within the entity, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is

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reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

- a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting;

Date: May 6, 2004

-----  
R. Douglas Donaldson  
Treasurer

California Petroleum Transport Corporation  
Quarterly Report on Form 10-Q  
Three month period ended March 31, 2004

Exhibit 32.1

### PRINCIPAL EXECUTIVE OFFICER CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of California Petroleum Transport Corporation (the "Company") on Form 10-Q for the quarter ended March 31, 2004 as filed with the Securities and Exchange Commission (the "SEC") on or about the date hereof (the "Report"), I, Nancy D Smith, Director and President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: May 6, 2004

-----  
Nancy D. Smith  
President

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California Petroleum Transport Corporation  
Quarterly Report on Form 10-Q  
Three month period ended March 31, 2004

Exhibit 32.2

PRINCIPAL FINANCIAL OFFICER CERTIFICATION  
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of California Petroleum Transport Corporation (the "Company") on Form 10-Q for the period ended March 31, 2004 as filed with the Securities and Exchange Commission (the "SEC") on or about the date hereof (the "Report"), I, R Douglas Donaldson, Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

Date: May 6, 2004

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R. Douglas Donaldson  
Treasurer

02089.0006 #484272