

# Capital Product Partners L.P.

Issuance of  
Class B Convertible  
Preferred Units

May 14, 2012

[www.capitalpplp.com](http://www.capitalpplp.com)

**CAPITAL**

PRODUCT PARTNERS L.P.

CPLP  
NASDAQ  
LISTED

# Disclosures

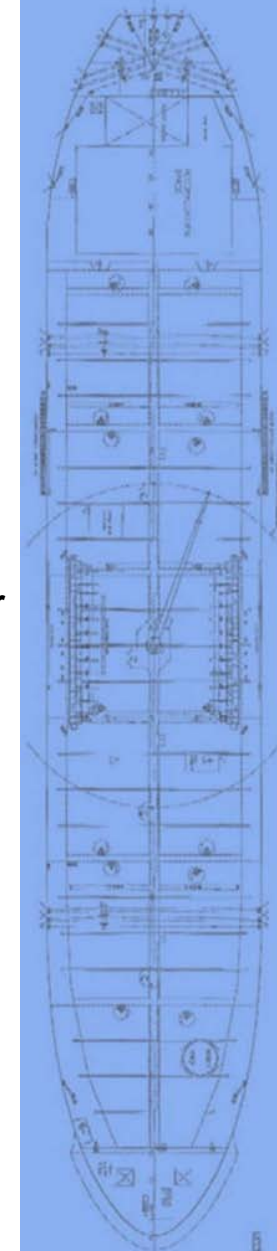
References to the “Partnership,” “CPLP,” “us,” “we” or “our” in this presentation refer to Capital Product Partners L.P. and its subsidiaries. This presentation contains forward-looking statements (as defined in Section 21E of the Securities Exchange Act of 1934, as amended) which reflect management’s current assumptions and expectations with respect to expected future events and performance. All statements, other than statements of historical facts, including our expectations regarding the transaction and its benefits to and effects on the Partnership and our unitholders, on our annual distribution guidance, distribution growth and unit coverage, the expected benefits from our interest rate swaps and effects on interest costs, as well as our expected amortization payments and ability to refinance our remaining debt, expected rate environment and anticipated proceeds from the transaction are forward-looking statements.

Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond our control, and undue reliance should not be placed upon them. Many factors could cause forecasted and actual results to differ materially from those anticipated or implied in these forward-looking statements.

For a more comprehensive discussion of the risk factors affecting our business, please see our Annual Report on Form 20-F for the year ended December 31, 2011 filed with the U.S. Securities and Exchange Commission, a copy of which can also be found on our website [www.capitalpplp.com](http://www.capitalpplp.com).

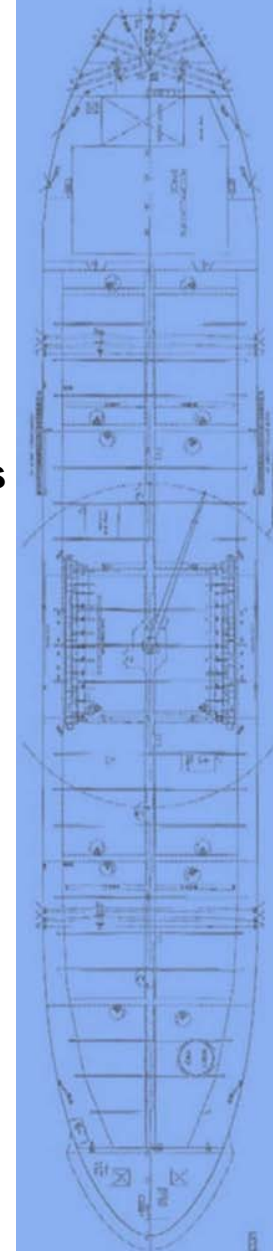
Stated competitive positions are based on management estimates supported by information provided by specialized external agencies and industry sources. Unless required by law, we expressly disclaim any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in our views or expectations, to conform them to actual results or otherwise. We make no prediction or statement about the performance of our common units.

For more information about the Partnership, please visit our website: [www.capitalpplp.com](http://www.capitalpplp.com)



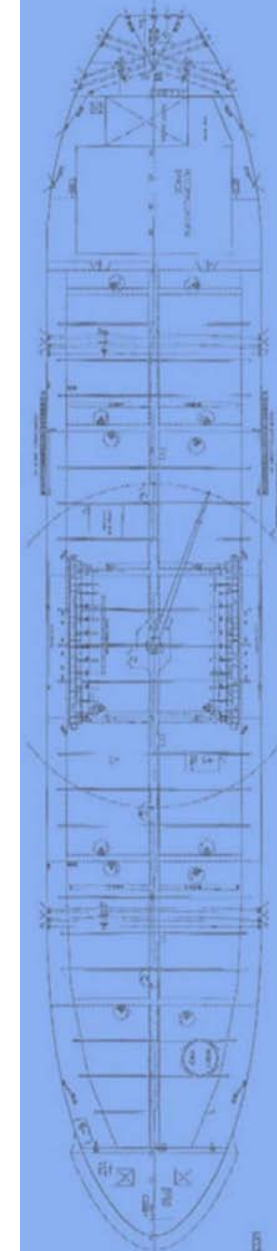
# Transaction Highlights and Rationale

- Issuance of \$140.0 million of Class B Convertible Preferred Units (“Class B Units”) to high-quality, long-term equity investors
- Use of proceeds to prepay \$149.6 million of debt resulting in the deferral of currently scheduled amortization of indebtedness until March 31, 2016
  - The prepayment equates to 76% of loan amortization payments (\$195.9 million) that were due through the end of 2015
- CPLP believes that the issuance of the Class B Units generates several benefits to the existing Common Unitholders, including:
  1. Provides clear visibility to the sustainability of the current \$0.93 per unit annual distribution
  2. Ability to enhance unit coverage and grow distributions
  3. Stronger capital structure with net debt / capitalization of 37% positioning well the Partnership to refinance its remaining debt by 2016
  4. Addition of high-quality, long-term equity investors
  5. Continuous commitment from Sponsor to invest and support the Partnership



# Summary of Key Offering Terms

<b>Issuer</b>	Capital Product Partners L.P.
<b>Securities</b>	Class B Convertible Preferred Units
<b>Size</b>	\$140.0 million of gross proceeds
<b>Sponsor Purchase</b>	Capital Maritime contributes \$26.5 million
<b>Investor Purchase</b>	A group of investors including Kayne Anderson Capital Advisors L.P., Swank Capital LLC and Salient Partners, among others
<b>Use of Proceeds</b>	Prepayment by the Partnership of vessel credit facilities resulting in the deferral of currently scheduled amortization of indebtedness until March 31, 2016
<b>Class B Unit Price</b>	\$9.00 per Class B Unit
<b>Distribution Rate</b>	\$0.21375 per quarter per Class B Unit (equal to a 9.5% annual distribution rate)
<b>Conversion Price</b>	\$9.00 per Common Unit
<b>If Converted Units</b>	1.0 Common Unit per Class B Unit
<b>Term</b>	Perpetual
<b>Placement Agent</b>	Evercore Partners



# Sources and Uses

## Proceeds

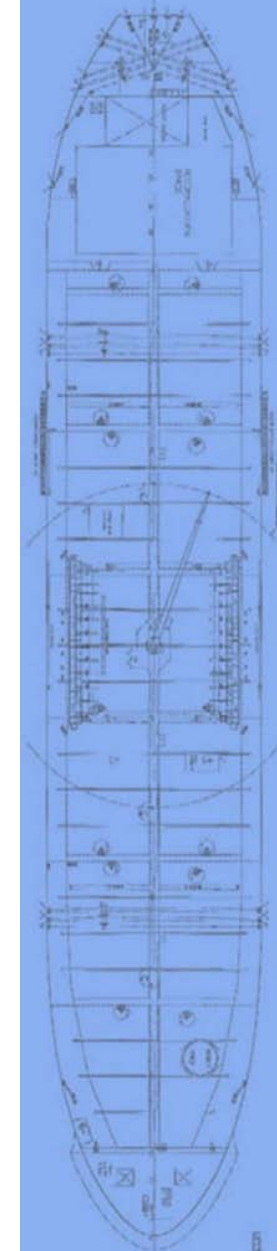
- **Class B Units Net Proceeds: \$136.2 million**

## Use of Proceeds

- **Reduce debt by \$149.6 million**
  - \$95.2 million paydown of the \$370.0 million Credit Facility
  - \$48.4 million paydown of the \$350.0 million Credit Facility
  - \$6.0 million paydown of the \$25.0 million Credit Facility

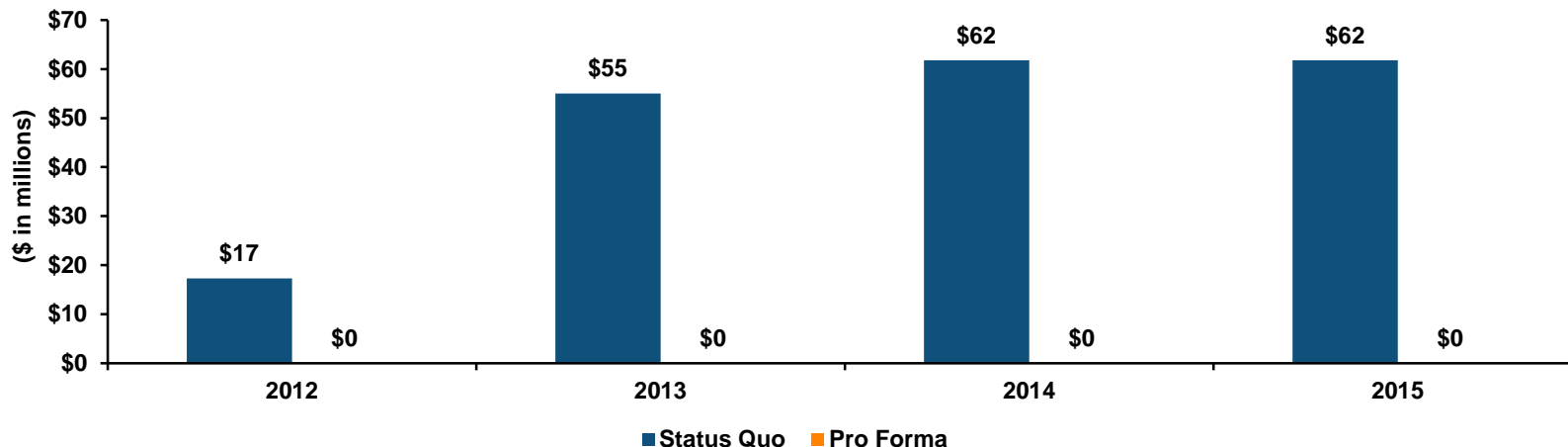
<b>Sources</b>	
<b>Sources</b>	<b>Amount (\$MM)</b>
Class B Units (Net Proceeds)	\$136.2
Cash on Balance Sheet	13.4
<b>Total Sources</b>	<b>\$149.6</b>

<b>Uses</b>	
<b>Uses</b>	<b>Amount (\$MM)</b>
Paydown of \$370mm Credit Facility	\$95.2
Paydown of \$350mm Credit Facility	48.4
Paydown of \$25mm Credit Facility	6.0
<b>Total Uses</b>	<b>\$149.6</b>

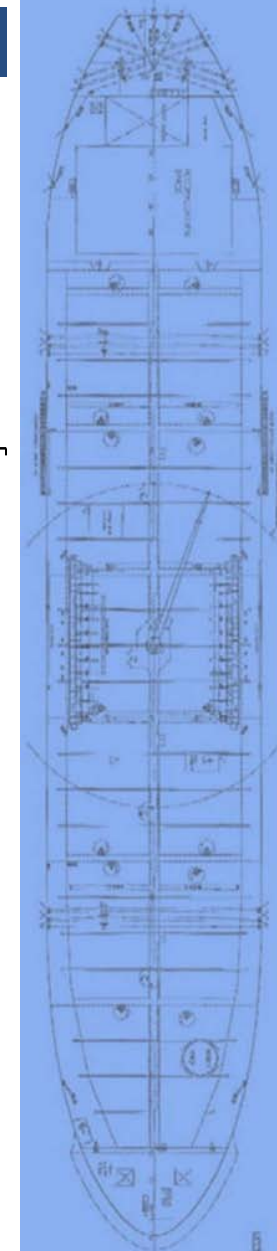


# Schedule of Amended Terms to Credit Facilities

**Pro Forma Amortization Schedule (2012 – 2015)**

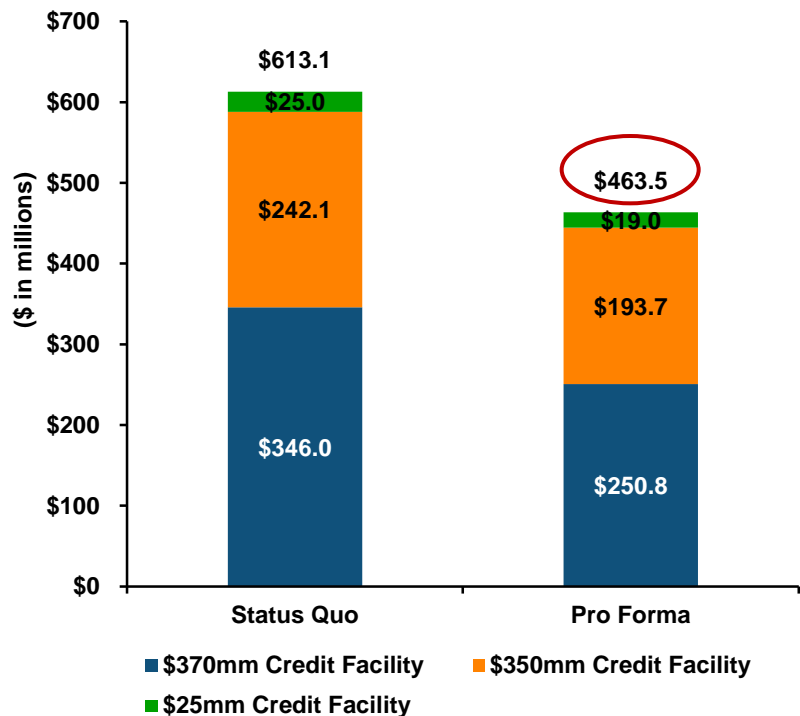


	Revolving \$370.0 Million Credit Facility	Revolving \$350.0 Million Credit Facility	Term Loan Facility
<b>Paydown Amount (\$)</b>	\$95,150,000	\$48,416,000	\$6,000,000
<b>Next Amortization Payment Date</b>	March 2016	March 2016	March 2016
<b>Facility Availability (Immediately After Paydown)</b>	Converts to a Term Loan	Tranche B is cancelled; Tranche C remains available	No change
<b>Change in Interest Rate</b>	Increased to: LIBOR plus 200 basis points	Increased to: LIBOR plus 300 basis points	No change

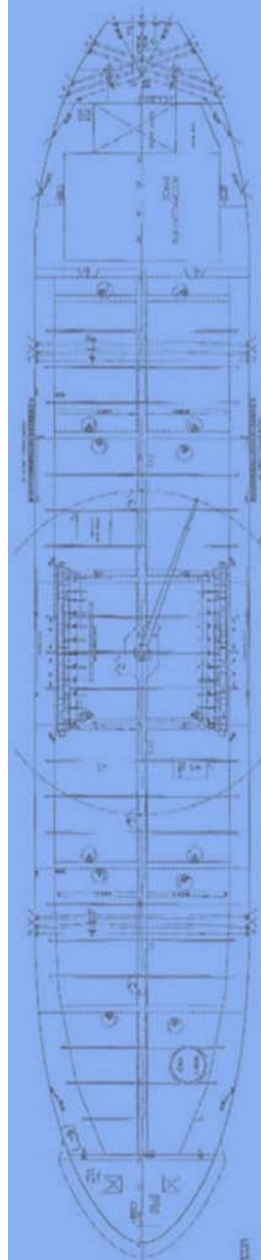
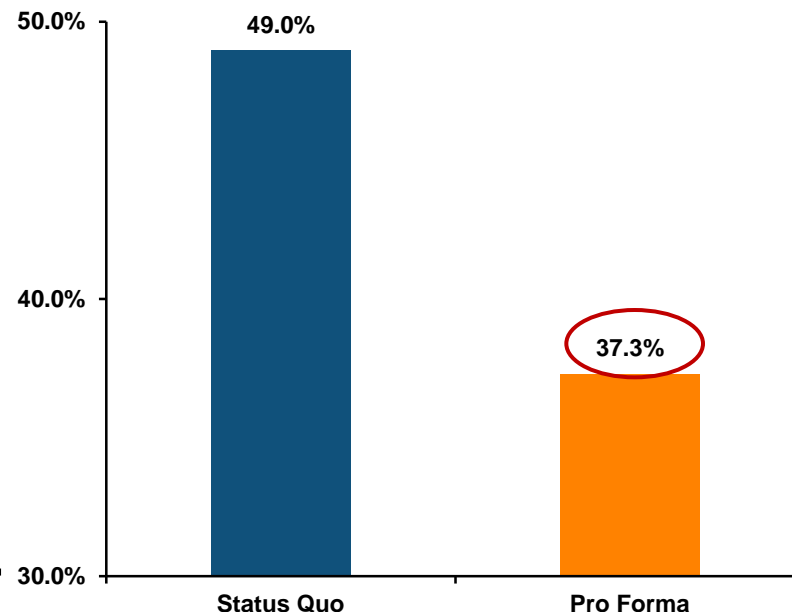


# Pro Forma Capital Structure as of March 31, 2012 <sup>(1)</sup>

## Outstanding Debt Balance



## Net Debt / Capitalization



**Stronger capital structure with net debt / capitalization of 37%  
Partnership well positioned to refinance its remaining debt by 2016**

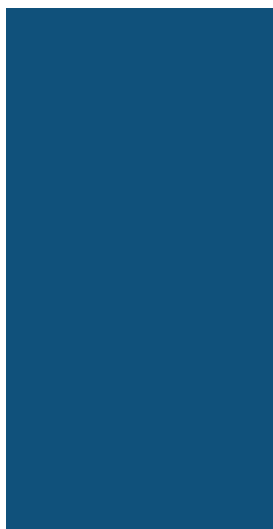
Source: CPLP Annual Report on Form 20-F for the year ended December 31, 2011 and form 6-K filing on May 2, 2012

(1) Status Quo and Pro forma adjusted to reflect the sale of the M/T Aristofanis announced on April 4, 2012

# High Level of Common Unit Distribution Coverage

First Quarter 2012  
Total Unit Coverage

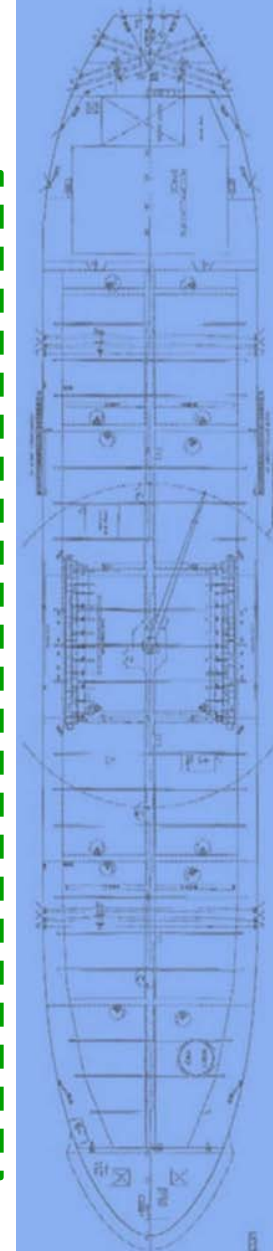
1.1x



3/31/12 Total Unit Coverage

Common Unit Distribution coverage  
ahead will be supported by:

1. Run-rate amortization reduction of \$62.9 million per annum
2. Benefit from interest rate swap expirations
3. Interest cost savings as a result of lower indebtedness
4. 2012 product tanker charter expirations into an improved rate environment
5. Incremental benefit from the increasing charter rate on the Crude Carrier vessels
6. Potential for increased cash flow through profit sharing





# Capital Product Partners L.P.

