



#### **Disclosures**

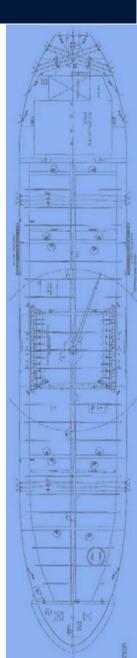
This presentation contains forward-looking statements (as defined in Section 21E of the Securities Exchange Act of 1934, as amended) which reflect management's current assumptions and expectations with respect to expected future events and performance. All statements, other than statements of historical facts, including anticipated expiration of our charters and charter coverage for 2011 and beyond, expected orderbook slippage, fleet growth and demand as well as changes in expected global oil and oil product demand and production, 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 filed with the U.S. Securities and Exchange Commission, a copy of which can also be found on our website www.capitalpplp.com.

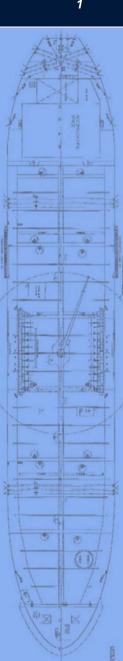
Stated competitive positions are based on management estimates supported by information provided by specialized external agencies and industry sources. Unless required by law, we expressly disclaim any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in our views or expectations, to conform them to actual results or otherwise. Neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. 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



# Highlights

- **CPLP announces merger with Crude Carriers Corp. ("Crude** Carriers")
- CPLP to acquire new Capesize vessel from Capital Maritime with very favorable charter through July 2020
  - **Capital Maritime increases commitment to CPLP by 7.1 million** units
- First quarter financial results
- **CPLP** announces the re-chartering of three MR tankers
- Product tanker market continues to improve



#### **Rationale for Transactions**

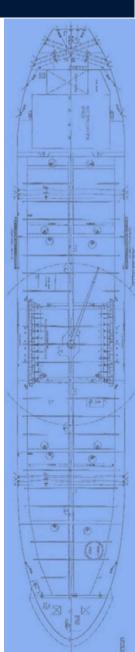
Accretive to distributable cash flow per unit and enhances longterm distribution growth

Strengthens balance sheet

Increase market access as CPLP will rank as 5<sup>th</sup> largest U.S. tanker company based on equity market capitalization

Pro forma CPLP has an equity market capitalization of approximately \$800 million and a public float in excess of \$500 million

Sponsor displays strong commitment and confidence in the prospects of CPLP through receipt of 7.1 million CPLP units



# Large, Modern Fleet With Strong Technical Manager

- The pro forma CPLP is a large, diversified, ultra-modern tanker company
  - 27 vessels approximating 2.2 million DWT
  - Youngest fleet with a weighted average fleet age of 3.2 years
- Market leader in products and crude sectors with strong sponsorship
  - Manager vetted with most oil majors
  - Strong safety and environmental track record
  - Expanded growth opportunities

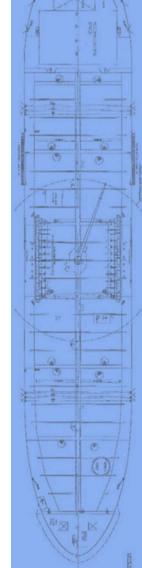




#### **CPLP Should Attract Greater Shareholder Interest**

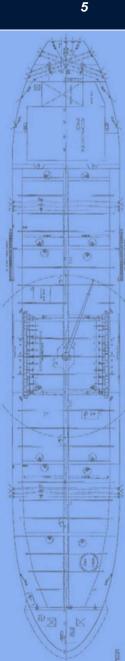
Company	Market Capitalization (\$mm)	DWT (mm)	Fleet Age
Teekay Corp	\$2,448	7.9	9.3
Frontline	1,721	17.0	11.0
Nordic American	1,078	2.7	10.4
Overseas Shipholding	849	5.9	7.7
Pro Forma CPLP	800 <sup>(1)</sup>	2.2	3.2
Knightsbridge	551	1.2	16.0
Tsakos Energy Navigation	479	4.9	6.9
TORM	458	8.2	6.2
Scorpio Tankers	293	0.6	5.7
DHT Maritime	279	2.0	11.4
Navios Maritime Acquisition	192	1.9	10.1
General Maritime	192	5.2	7.7
Omega Navigation	13	0.5	6.0

# Pro Forma CPLP has the 5<sup>th</sup> largest market capitalization in the sector with the youngest fleet



# **Merger with Crude Carriers**

- Unit-for-stock transaction
- 1.560x exchange ratio (CPLP unitholders to own 64.7% of pro forma partnership)
- **CPLP** is surviving entity
  - **Maintains MLP structure**
  - C-Corp for tax purposes, unitholders continue to receive Form-1099
- Merger Agreement approved by each of CPLP's and Crude Carriers' Boards of Directors
  - Negotiated and approved by each entity's Special Committee
  - **Subject to Crude Carriers stockholder approval** 
    - Management and Crude Carriers' sponsor have agreed to vote in favor of the transaction
  - **Expected closing early Q3 2011**



#### **Overview Crude Carriers**

- Five ultra-modern tankers (two VLCCs and three Suezmaxes)
  - **Approximately 1.1 million DWT**
  - Average age 1.9 years (weighted by DWT)
  - Ships built at preeminent Japanese and Korean shipyards
  - Modern high-spec vessels that have realized better than "market rates" due to strong utilization
- Four of Crude Carriers' vessels have spot charter with Shell
  - Charter revenue linked to TD-5 and TD-3 routes plus profit share
  - Charters expire between 5/11 to 8/11
- Crude Carriers has moderate leverage with 30% loan-to-value



#### **Chartering Strategy for Crude Carriers' Vessels**

CPLP intends to reduce crude market exposure over the next 6 to 18 months as the crude market improves and opportunities arise by entering fixed period charters

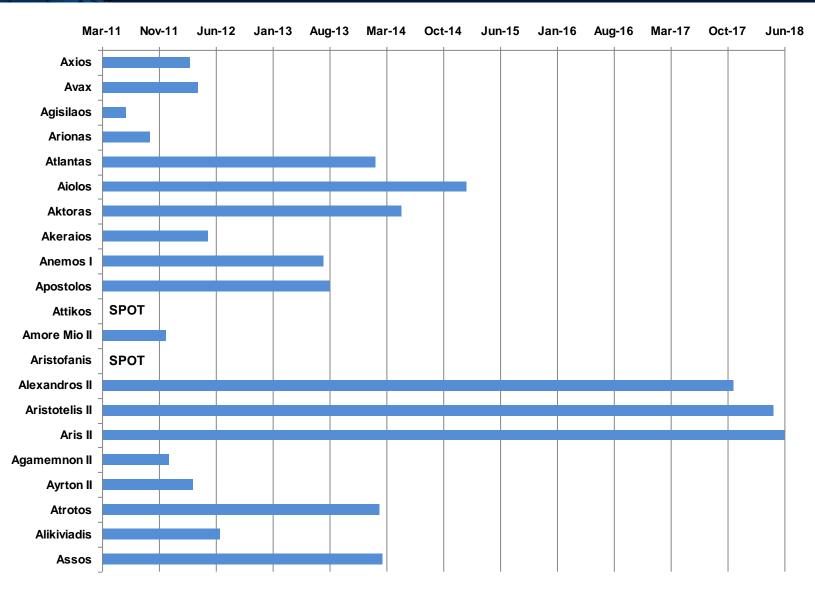
Modern, high-spec vessels and Capital Maritime's vetting provides access to significant time charter opportunities

Crude Carriers has a very strong commercial track record



#### High Charter Coverage For The Medium Term

8



83% Of Total Fleet Days Secured Under Period Charter Coverage For Remainder Of 2011

# Acquisition of M/V Cape Agamemnon

- Acquisition of 2010 Capesize vessel
- \$98.5 million acquisition price is below appraised charter-adjusted value
- Purchase price funded with issuance of 7.1 million units to Sponsor and \$25.0 million in cash
- Highly attractive COSCO Bulk charter
  - Charter rate \$50,445 per day (net) to July 2015; decreasing to \$31,335 (net) through July 2020
- Operating expenditures will consist of: (i) a reimbursement of actual costs incurred by Capital Maritime and (ii) management fee of \$870 per day
- One-time opportunity CPLP does not currently intend to expand further into the dry bulk business



# CAPITAL PRODUCT PARTNERS L.

### **Fleet Overview**

Vessel Name	DWT	Charterer	Year Built	Type of Vessel	
Atlantas	36,760	BP Shipping Limited	2006		
Aktoras	36,759	BP Shipping Limited	2006		
Aiolos	36,725	BP Shipping Limited	2007		
Agisilaos	36,760	Capital Maritime & Trading Corp.	2006		
Arionas	36,725	Capital Maritime & Trading Corp.	2006	Ice Class 1A	
Axios	47,872	Petroleo Brasileiro S.A.	2007		
Avax	47,834	BP Shipping Limited	2007	IMO II/III Chemical /	
Akeraios	47,781	BP Shipping Limited	2007	Product	
Anemos I	47,782	Petroleo Brasileiro S.A.	2007	Floudel	
Apostolos	47,782	BP Shipping Limited	2007		
Atrotos	47,786	Arrendadora Ocean Mexicana, S.A. de C.V.	2007		
Alkiviadis	36,721	Capital Maritime & Trading Corp.	2006		
Assos	47,872	Arrendadora Ocean Mexicana, S.A. de C.V.	2006		
Attikos	12,000	Spot	2005	Chem./Prod.	
Aristofanis	12,000	Spot	2005	Chem./Flou.	
Alexandros II	51,258	Overseas Shipholding Group Inc.	2008		
Aristotelis II	51,226	Overseas Shipholding Group Inc.	2008		
Aris II	51,218	Overseas Shipholding Group Inc.	2008	IMO II/III	
Agamemnon II	51,238	BP Shipping Limited	2008	Chem./Prod.	
Ayrton II	51,260	BP Shipping Limited	2009		
Amore Mio II	159,982	Capital Maritime & Trading Corp.	2001	Crude Oil	
Alexander the	297,958	Shell International Trading & Shipping Co. Ltd.	2010	VLCC	
Achilleas	297,863	Shell International Trading & Shipping Co. Ltd.	2010	VLCC	
Amoureux	150,393	Shell International Trading & Shipping Co. Ltd.	2008	Suezmax	
Aias	150,096	Shell International Trading & Shipping Co. Ltd.	2008	Suezilax	
Miltiadis MII	162,397	Spot	2006	Ice Class 1A Suezmax	
Agamemnon	179,221	COSCO	2010	Capesize Bulker	

#### 2.2 Million DWT

#### 3.2 Weighted Average Fleet Age



#### Fully-Funded Transactions / 69.0% with Equity

(\$ in millions)

Financing for the Transactions includes \$354.8 million of equity and \$159.6 million of borrowing on credit facilities

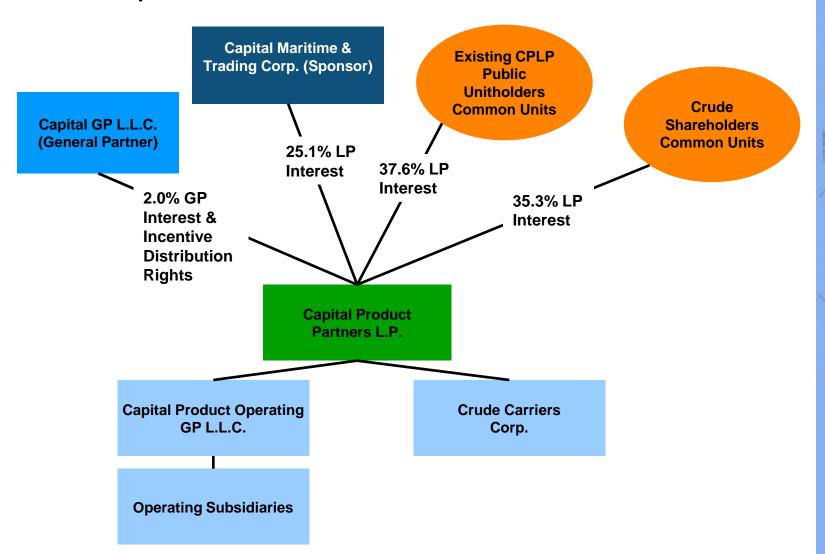
	Crude	M/V Cape	Total	
	<b>Carriers</b>	Agamemnon	\$	%
Credit Facilities	\$134.6	\$25.0	\$159.6	31.0%
CPLP Equity	281.3	73.5	354.8	69.0%





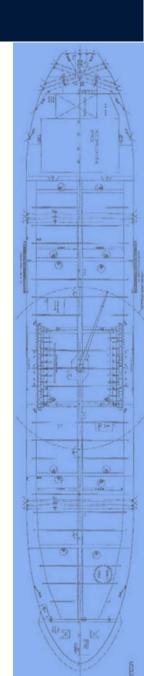
### **Pro Forma Unitholder Ownership**

Pro forma for the Transactions, CPLP unitholders will own 64.7% of the Partnership and Crude Carriers will own 35.3%





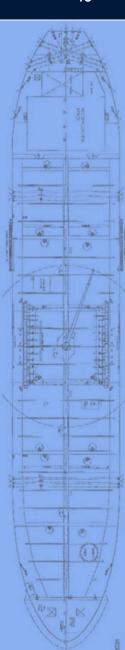
# **First Quarter 2011 Results**



# CAPITAL PRODUCT PARTNERS L.P

### First Quarter 2011 Highlights

- Consistent revenues and income:
  - Net Income of \$2.4 million EPU of \$0.06
  - Operating Surplus of \$9.1 million
- Cash distribution: \$0.2325 per unit for 1Q'11
  - In-line with annual distribution guidance of \$0.93 per unit
  - Annualized yield of ~8.3%
  - Sustainable distribution level
- "Axios" fixed to Petrobras for 12 months at \$13,500 per day, net
- "Agisilaos" charter to Capital Maritime & Trading Corp. ("Capital Maritime") extended for 3 months at an increased rate of \$13,000 per day, net plus 50/50 profit share ex IWL
- "Avax" and "Akeraios" chartered to Capital Maritime at a rate of \$14,000 per day, gross (\$13,850 per day, net)



# CAPITAL PRODUCT PARTNERS L.

### **Income Statement**

(\$ in thousands)

	For the Three- Month Period Ended March 31, 2011	For the Three- Month Period Ended March 31, 2010
Revenues	\$21,425	\$32,333
Revenues – related party	6,229	1,152
Total Revenues	\$27,654	\$33,485
Expenses:		
Voyage expenses	\$735	\$1,793
Vessel operating expenses – related party	7,048	7,171
Vessel operating expenses	-	482
General and administrative expenses	1,292	630
Depreciation	8,117	7,712
Operating income	\$10,462	\$15,697
Other income (expense), net:		
Interest expense and finance cost	(8,225)	(8,258)
Interest and other income	156	341
Total other expense, net	(8,069)	(7,917)
Net income	\$2,393	\$7,780
Less net income attributable to Capital Maritime operations	-	(1,005)
Partnership's net income	\$2,393	\$6,775



### Operating Surplus for Calculation of Unit Distribution

(\$ in thousands)

	For the Three- Month Period Ended March 31, 2011		For the Three-Month Period Ended December 31, 2010	
Net income		\$2,393		\$2,390
Adjustments to net income				
Depreciation and amortization	8,864		8,838	
Deferred revenue	784	12,041	801	9,639
PARTNERSHIP'S NET CASH PROVIDED BY OPERATING ACTIVITIES		\$12,041		\$12,029
Replacement Capital Expenditures		(2,985)		(2,985)
OPERATING SURPLUS		9,056		9,044
Recommended reserves		(53)		(41)
AVAILABLE CASH		\$9,003		\$9,00

**Total Unit Coverage: 1.00x** 





### (\$ in thousands)

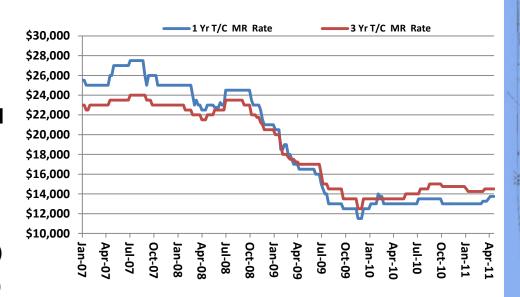
	As of <u>March 31, 2011</u>	As of December 31, 2010
Assets		
Total current assets	\$38,495	\$ 35,139
Total fixed assets	699,222	707,339
Other non-current assets	15,227	15,774
Total assets	\$752,944	\$ 758,252
Liabilities and Partners' Capital/ Stockholders' Equity		
Total current liabilities	\$ 9,688	\$ 9,175
Total long-term liabilities	504,655	509,317
Total Partners' Capital/ Stockholders' Equity	238,601	239,760
Total liabilities and Partners' Capital/ Stockholders' Equity	\$752,944	\$ 758,252

# CAPITAL PRODUCT PARTNERS L.

### **Improving Spot And Period Market**

- Clean product spot rates continued to improve on the back of a strong Atlantic market and increased product demand in the East
- Increased product tanker period activity at higher levels
- Modern product tanker asset values on the rise
- MR orderbook remains among the lowest in the industry
- Global oil demand expected to experience solid growth over the next 5 years but high oil prices may curb OECD oil demand
  - 2010: 87.9 mb/d (+3.4%)
  - **2011: 89.1 mb/d (+1.6%)**









# Capital Product Partners L.P.



