

07.26.2016

**RIDGEBURY CRUDE TANKERS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED BALANCE SHEETS**  
**As of June 30, 2016**  
(Unaudited)

	<b>2016</b>
<b>CURRENT ASSETS</b>	
CASH	18,018,957
RESTRICTED CASH	-
ACCOUNTS RECEIVABLE	6,018,269
DUE FROM AFFILIATES	-
PREPAID EXPENSES AND WORKING CAPITAL	10,623,324
INVENTORY	1,211,537
INVESTMENT IN SUBSIDIARIES	-
<b>TOTAL CURRENT ASSETS</b>	<b>35,872,088</b>
<b>NONCURRENT ASSETS</b>	
VESSELS, NET OF DEPRECIATION OF <b><i>\$33,546,726</i></b>	313,863,274
FIXED ASSETS, NET OF DEPRECIATION OF <b><i>\$188,722</i></b>	1,093,044
DEFERRED DRYDOCK COSTS, NET OF AMORTIZATION OF <b><i>\$479,108</i></b>	681,426
DEFERRED FINANCING, NET OF AMORTIZATION OF <b><i>\$4,270,177</i></b>	1,263,448
VESSEL DEPOSITS	-
RESTRICTED CASH	7,500,000
OTHER	-
<b>TOTAL NONCURRENT ASSETS</b>	<b>324,401,192</b>
<b>TOTAL ASSETS</b>	<b>360,273,280</b>
<b>CURRENT LIABILITIES</b>	
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	6,592,566
DUE TO AFFILIATES	-
DEMAND NOTE	-
CURRENT PORTION OF SENIOR SECURED BOND	190,000,000
CURRENT PORTION OF TERM LOAN	-
<b>TOTAL CURRENT LIABILITIES</b>	<b>196,592,566</b>
<b>LONG TERM LIABILITIES</b>	
SENIOR SECURED BOND	-
TERM LOAN, NET OF CURRENT PORTION	-
<b>TOTAL LIABILITIES</b>	<b>196,592,566</b>
MEMBERS EQUITY	163,680,714
<b>TOTAL LIABILITIES AND MEMBERS EQUITY</b>	<b>360,273,280</b>

07.26.2016

**RIDGEBURY CRUDE TANKERS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For the Periods January 1, 2016 to June 30, 2016**  
(Unaudited)

	<i>3 Months Ended</i> <i>June 30, 2016</i>	<i>6 Months Ended</i> <i>June 30, 2016</i>
	<b>USD</b>	<b>USD</b>
<b>REVENUES</b>		
POOL	22,124,916	48,502,469
TIME CHARTER	2,782,169	2,782,169
VOYAGE	-	-
MANAGEMENT FEE	-	-
TOTAL REVENUES	<u>24,907,084</u>	<u>51,284,637</u>
<b>OPERATING EXPENSES</b>		
VOYAGE EXPENSE	378,676	512,979
VESSEL OPERATING EXPENSE	6,776,496	12,521,598
GENERAL AND ADMINISTRATIVE	1,123,242	2,116,639
DEPRECIATION	4,147,789	8,021,212
AMORTIZATION	60,126	120,252
TOTAL EXPENSES	<u>12,486,328</u>	<u>23,292,681</u>
OPERATING INCOME/(LOSS)	12,420,756	27,991,956
<b>OTHER EXPENSE</b>		
INTEREST EXPENSE AND FINANCING COSTS	4,119,522	8,231,132
NET INCOME/(LOSS)	<u><u>8,301,234</u></u>	<u><u>19,760,824</u></u>

07.26.2016

**RIDGEBURY CRUDE TANKERS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED STATEMENTS OF CHANGES IN MEMBER'S EQUITY**  
**For the Period January 1, 2016 to June 30, 2016**  
**(Unaudited)**

	<u>Paid-in-Capital</u>	<u>Share-Based Compensation</u>	<u>Contributions/ (Distributions)</u>	<u>Accumulated Earnings/(Deficit)</u>	<u>Total</u>
<b>BALANCE - JANUARY 1, 2016</b>	17,500,000	-	69,320,689	57,099,201	143,919,890
NET INCOME				19,760,824	19,760,824
<b>BALANCE - JUNE 30, 2016</b>	<u>17,500,000</u>	<u>-</u>	<u>69,320,689</u>	<u>76,860,025</u>	<u>163,680,714</u>

07.26.2016

**RIDGEBURY CRUDE TANKERS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Periods January 1, 2016 to June 30, 2016**  
(Unaudited)

	<i>3 Months Ended</i> <i>June 30, 2016</i>	<i>6 Months Ended</i> <i>June 30, 2016</i>
	<b>USD</b>	<b>USD</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
NET INCOME/(LOSS)	8,301,234	19,760,824
<i>ADJUSTMENTS TO RECONCILE NET INCOME/(LOSS) TO NET CASH USED IN OPERATING ACTIVITIES:</i>		
DEPRECIATION	4,147,789	8,021,212
AMORTIZATION OF DRYDOCK AND OTHER COSTS	60,126	120,252
AMORTIZATION OF DEBT FINANCING	457,407	906,898
PAYMENT-IN-KIND INTEREST ON DEBT	-	-
SHARE-BASED COMPENSATION	-	-
<i>CHANGES IN ASSETS AND LIABILITIES:</i>		
ACCOUNTS RECEIVABLE	(378,867)	1,071,359
DUE FROM AFFILIATES	-	-
PREPAID EXPENSES AND WORKING CAPITAL	(281,706)	(1,909,551)
INVENTORY	53,702	(94,589)
INVESTMENT IN SUBSIDIARIES	-	-
OTHER ASSETS	-	-
DRY DOCK COSTS	-	-
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	5,283,918	2,479,769
DUE TO AFFILIATES	-	-
<b>NET CASH PROVIDED BY/(USED IN) OPERATING ACTIVITIES</b>	<b>17,643,603</b>	<b>30,356,174</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
ADDITIONS TO VESSELS AND FIXED ASSETS	(22,500,000)	(22,500,000)
ACQUISITION OF SUBSIDIARIES	-	-
VESSEL DEPOSITS	-	-
REDUCTIONS TO RESTRICTED CASH	-	-
<b>NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES</b>	<b>(22,500,000)</b>	<b>(22,500,000)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
CONTRIBUTIONS FROM PARENT	-	-
COST OF RAISING EQUITY	-	-
DISTRIBUTION TO PARENT	-	-
DISTRIBUTIONS TO PARENT TO REPAY TERM LOAN	-	-
DISTRIBUTIONS TO MEMBERS	-	-
PROCEEDS FROM SENIOR BOND	-	-
PROCEEDS FROM DEMAND NOTE	-	-
PROCEEDS FROM TERM LOAN	-	-
REPAYMENT OF SENIOR BOND	-	-
REPAYMENT OF DEMAND NOTE	-	-
REPAYMENT OF TERM LOAN	-	-
PAYMENT OF DEFERRED FINANCING COSTS	-	-
<b>NET CASH PROVIDED BY/(USED IN) FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH</b>	<b>(4,856,397)</b>	<b>7,856,173</b>
CASH BALANCE - BEGINNING	22,875,354	10,162,783
<b>CASH BALANCE - ENDING</b>	<b>18,018,957</b>	<b>18,018,957</b>

**RIDGEBURY CRUDE TANKERS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED BALANCE SHEET**  
**As of June 30, 2016**  
(Unaudited)

	Ridgebury Crude Tankers LLC	Ridgebury Alpha LLC Lessley B	Ridgebury Alpha LLC Alina L	Ridgebury Romeo LLC Nicholas A	Ridgebury Sierra LLC Astari	Ridgebury Tango LLC Capt Drogin	Ridgebury Uniform LLC Mary Selena	Ridgebury Victor LLC Lindy B	Ridgebury Whiskey LLC John Zipser	Ridgebury Yankee LLC Sally B	Ridgebury Zulu LLC Alice M	Consolidating	Eliminations	Consolidated USD
<b>CURRENT ASSETS</b>														
CASH	18,018,957	-	-	-	-	-	-	-	-	-	-	18,018,957	-	18,018,957
RESTRICTED CASH	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ACCOUNTS RECEIVABLE	6,018,269	-	-	-	-	-	-	-	-	-	-	6,018,269	-	6,018,269
DUE FROM AFFILIATES	-	21,564,702	184,419	17,242,691	17,835,447	18,885,649	14,339,630	16,864,249	19,820,714	7,018,572	2,035,425	135,791,497	(135,791,497)	-
PREPAID EXPENSES AND WORKING CAPITAL	56,897	1,103,463	138,513	1,091,413	1,000,519	1,020,065	2,877,072	1,085,991	1,096,863	119,446	1,033,082	10,623,324	-	10,623,324
INVENTORY	-	134,289	107,833	147,798	153,663	68,988	92,680	153,919	191,460	59,862	101,045	1,211,537	-	1,211,537
INVESTMENT IN SUBSIDIARIES	336,828,441	-	-	-	-	-	-	-	-	-	-	336,828,441	(336,828,441)	-
<b>TOTAL CURRENT ASSETS</b>	<b>360,922,564</b>	<b>22,802,454</b>	<b>430,766</b>	<b>18,481,903</b>	<b>18,989,629</b>	<b>19,974,702</b>	<b>17,309,381</b>	<b>18,104,159</b>	<b>21,109,038</b>	<b>7,197,879</b>	<b>3,169,551</b>	<b>508,492,026</b>	<b>(472,619,938)</b>	<b>35,872,088</b>
<b>NONCURRENT ASSETS</b>														
VESSELS, NET OF DEPRECIATION	-	46,076,020	22,225,634	32,042,130	20,829,819	35,725,997	36,620,248	39,338,304	38,939,618	20,988,580	21,076,924	313,863,274	-	313,863,274
FIXED ASSETS, NET OF DEPRECIATION	-	452,275	-	40,216	-	-	184,854	131,660	163,428	73,913	46,699	1,093,044	-	1,093,044
DEFERRED DRYDOCK COSTS, NET OF AMORTIZATION	-	-	-	-	-	-	-	-	681,426	-	-	681,426	-	681,426
DEFERRED FINANCING, NET OF AMORTIZATION	1,263,448	-	-	-	-	-	-	-	-	-	-	1,263,448	-	1,263,448
VESSEL DEPOSITS	-	-	-	-	-	-	-	-	-	-	-	-	-	-
RESTRICTED CASH	7,500,000	-	-	-	-	-	-	-	-	-	-	7,500,000	-	7,500,000
OTHER	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL NONCURRENT ASSETS</b>	<b>8,763,448</b>	<b>46,528,295</b>	<b>22,225,634</b>	<b>32,082,346</b>	<b>20,829,819</b>	<b>35,725,997</b>	<b>36,805,102</b>	<b>39,469,964</b>	<b>39,784,472</b>	<b>21,062,493</b>	<b>21,123,623</b>	<b>324,401,192</b>	<b>-</b>	<b>324,401,192</b>
<b>TOTAL ASSETS</b>	<b>369,686,012</b>	<b>69,330,748</b>	<b>22,656,400</b>	<b>50,564,248</b>	<b>39,819,448</b>	<b>55,700,699</b>	<b>54,114,483</b>	<b>57,574,123</b>	<b>60,893,509</b>	<b>28,260,372</b>	<b>24,293,174</b>	<b>832,893,218</b>	<b>(472,619,938)</b>	<b>360,273,280</b>
<b>CURRENT LIABILITIES</b>														
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	5,762,953	(62,614)	38,195	(25,043)	(20,882)	7,145	657,432	(56,232)	26,508	172,476	92,628	6,592,566	-	6,592,566
DUE TO AFFILIATES	135,791,497	-	-	-	-	-	-	-	-	-	-	135,791,497	(135,791,497)	-
DEMAND NOTE	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CURRENT PORTION OF SENIOR SECURED BOND	190,000,000	-	-	-	-	-	-	-	-	-	-	190,000,000	-	190,000,000
CURRENT PORTION OF TERM LOAN	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL CURRENT LIABILITIES</b>	<b>331,554,450</b>	<b>(62,614)</b>	<b>38,195</b>	<b>(25,043)</b>	<b>(20,882)</b>	<b>7,145</b>	<b>657,432</b>	<b>(56,232)</b>	<b>26,508</b>	<b>172,476</b>	<b>92,628</b>	<b>332,384,063</b>	<b>(135,791,497)</b>	<b>196,592,566</b>
<b>LONG TERM LIABILITIES</b>														
SENIOR SECURED BOND	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TERM LOAN, NET OF CURRENT PORTION	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL LIABILITIES</b>	<b>331,554,450</b>	<b>(62,614)</b>	<b>38,195</b>	<b>(25,043)</b>	<b>(20,882)</b>	<b>7,145</b>	<b>657,432</b>	<b>(56,232)</b>	<b>26,508</b>	<b>172,476</b>	<b>92,628</b>	<b>332,384,063</b>	<b>(135,791,497)</b>	<b>196,592,566</b>
MEMBERS EQUITY	38,131,562	69,393,362	22,618,205	50,589,291	39,840,330	55,693,554	53,457,051	57,630,356	60,867,001	28,087,896	24,200,546	500,509,155	(336,828,441)	163,680,714
<b>TOTAL LIABILITIES AND MEMBERS EQUITY</b>	<b>369,686,012</b>	<b>69,330,748</b>	<b>22,656,400</b>	<b>50,564,248</b>	<b>39,819,448</b>	<b>55,700,699</b>	<b>54,114,483</b>	<b>57,574,123</b>	<b>60,893,509</b>	<b>28,260,372</b>	<b>24,293,174</b>	<b>832,893,218</b>	<b>(472,619,938)</b>	<b>360,273,280</b>

07.26.2016

**RIDGEBURY CRUDE TANKERS LLC AND SUBSIDIARIES**  
(A Limited Liability Company)  
**CONSOLIDATING STATEMENT OF OPERATIONS**  
For the Period January 1, 2016 to June 30, 2016  
(Unaudited)

	Ridgebury Crude Tankers LLC	Ridgebury Alpha LLC Lessley B	Ridgebury November LLC Alina L	Ridgebury Romeo LLC Nicholas A	Ridgebury Sierra LLC Astari	Ridgebury Tango LLC Capt Drogin	Ridgebury Uniform LLC Mary Selena	Ridgebury Victor LLC Lindy B	Ridgebury Whiskey LLC John Zipser	Ridgebury Yankee LLC Sally B	Ridgebury Zulu LLC Alice M	Consolidating USD
<b>REVENUES</b>												
POOL	-	6,062,711	-	5,584,595	6,092,093	5,870,582	5,252,657	5,858,694	5,935,757	3,341,904	4,503,475	48,502,469
TIME CHARTER	-	-	912,600	600,818	-	-	-	-	-	1,268,751	-	2,782,169
VOYAGE	-	-	-	-	-	-	-	-	-	-	-	-
MANAGEMENT FEE	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL REVENUES	-	6,062,711	912,600	6,185,413	6,092,093	5,870,582	5,252,657	5,858,694	5,935,757	4,610,655	4,503,475	51,284,637
<b>OPERATING EXPENSES</b>												
VOYAGE EXPENSE	-	30,960	85,399	35,465	30,500	30,390	130,917	30,060	30,850	80,362	28,077	512,979
VESSEL OPERATING EXPENSE	-	1,254,065	434,630	1,294,410	1,427,805	1,225,207	1,494,252	1,331,404	1,372,469	1,397,493	1,289,865	12,521,598
GENERAL AND ADMINISTRATIVE	2,090,005	2,961	-	2,961	2,961	2,961	2,961	2,961	2,961	2,951	2,961	2,116,639
DEPRECIATION	-	913,038	274,366	799,716	697,818	905,334	1,016,796	1,080,012	908,388	728,214	697,530	8,021,212
AMORTIZATION	-	-	-	-	-	-	-	-	120,252	-	-	120,252
TOTAL EXPENSES	2,090,005	2,201,023	794,395	2,132,551	2,159,083	2,163,892	2,644,925	2,444,437	2,434,919	2,209,019	2,018,432	23,292,681
OPERATING INCOME/(LOSS)	(2,090,005)	3,861,688	118,205	4,052,862	3,933,010	3,706,690	2,607,732	3,414,257	3,500,838	2,401,636	2,485,043	27,991,956
<b>OTHER EXPENSE</b>												
INTEREST EXPENSE AND FINANCING COSTS	8,231,132	-	-	-	-	-	-	-	-	-	-	8,231,132
NET INCOME/(LOSS)	(10,321,137)	3,861,688	118,205	4,052,862	3,933,010	3,706,690	2,607,732	3,414,257	3,500,838	2,401,636	2,485,043	19,760,824

07/26/2016

**RIDGEBURY CRUDE TANKERS LLC AND SUBSIDIARIES**  
(A Limited Liability Company)  
**CONSOLIDATING STATEMENT OF CASH FLOWS**  
For the Period January 1, 2016 to June 30, 2016  
(Unaudited)

	Ridgebury Crude Tankers LLC	Ridgebury Alpha LLC Lessley B	Ridgebury November LLC Alina L	Ridgebury Romeo LLC Nicholas A	Ridgebury Sierra LLC Astari	Ridgebury Tango LLC Capt Drogin	Ridgebury Uniform LLC Mary Selena	Ridgebury Victor LLC Lindy B	Ridgebury Whiskey LLC John Zipser	Ridgebury Yankee LLC Sally B	Ridgebury Zulu LLC Alice M	Consolidated USD	Elimination	Consolidated USD
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>														
NET INCOME/(LOSS)	(10,321,137)	3,861,688	118,205	4,052,862	3,933,010	3,706,690	2,607,732	3,414,257	3,500,838	2,401,636	2,485,043	19,760,824	-	19,760,824
<b>ADJUSTMENTS TO RECONCILE NET INCOME/(LOSS) TO NET CASH USED IN OPERATING ACTIVITIES:</b>														
DEPRECIATION	-	913,038	274,366	799,716	697,818	905,334	1,016,796	1,080,012	908,388	728,214	697,530	8,021,212	-	8,021,212
AMORTIZATION OF DRYDOCK AND OTHER COSTS	-	-	-	-	-	-	-	-	120,252	-	-	120,252	-	120,252
AMORTIZATION OF DEBT FINANCING	906,898	-	-	-	-	-	-	-	-	-	-	906,898	-	906,898
PAYMENT-IN-KIND INTEREST ON DEBT	-	-	-	-	-	-	-	-	-	-	-	-	-	-
SHARE-BASED COMPENSATION	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>CHANGES IN ASSETS AND LIABILITIES:</b>														
ACCOUNTS RECEIVABLE	1,071,359	-	-	-	-	-	-	-	-	-	-	1,071,359	-	1,071,359
DUE FROM AFFILIATES	1,091,472	(4,893,818)	(184,419)	(4,026,248)	(4,689,363)	(4,757,916)	(2,366,347)	(4,501,169)	(4,607,664)	(4,132,691)	(2,035,425)	(35,103,589)	35,103,589	-
PREPAID EXPENSES AND WORKING CAPITAL	(16,309)	11,749	(138,513)	(981,877)	30,489	15,235	(1,769,103)	22,442	16,876	992,576	(93,116)	(1,909,551)	-	(1,909,551)
INVENTORY	-	17,482	(107,833)	13,790	35,399	(11,680)	(11,364)	(63,039)	14,183	25,987	(7,515)	(94,589)	-	(94,589)
INVESTMENT IN SUBSIDIARIES	(22,500,000)	-	-	-	-	-	-	-	-	-	-	(22,500,000)	22,500,000	-
OTHER ASSETS	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DRY DOCK COSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	1,428,830	89,861	38,195	141,757	(7,353)	142,337	522,286	47,496	47,127	(15,722)	44,955	2,479,769	-	2,479,769
DUE TO AFFILIATES	36,195,061	-	-	-	-	-	-	-	-	-	(1,091,472)	35,103,589	(35,103,589)	-
<b>NET CASH PROVIDED BY/(USED IN) OPERATING ACTIVITIES</b>	<b>7,856,174</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,856,174</b>	<b>22,500,000</b>	<b>30,356,174</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>														
ADDITIONS TO VESSELS AND FIXED ASSETS	-	-	(22,500,000)	-	-	-	-	-	-	-	-	(22,500,000)	-	(22,500,000)
ACQUISITION OF SUBSIDIARIES	-	-	-	-	-	-	-	-	-	-	-	-	-	-
VESSEL DEPOSITS	-	-	-	-	-	-	-	-	-	-	-	-	-	-
REDUCTIONS TO RESTRICTED CASH	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES</b>	<b>-</b>	<b>-</b>	<b>(22,500,000)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(22,500,000)</b>	<b>-</b>	<b>(22,500,000)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>														
CONTRIBUTIONS FROM PARENT	-	-	22,500,000	-	-	-	-	-	-	-	-	22,500,000	(22,500,000)	-
COST OF RAISING EQUITY	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DISTRIBUTIONS TO PARENT	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DISTRIBUTIONS TO PARENT TO REPAY TERM LOAN	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DISTRIBUTIONS TO MEMBERS	-	-	-	-	-	-	-	-	-	-	-	-	-	-
PROCEEDS FROM SENIOR BOND	-	-	-	-	-	-	-	-	-	-	-	-	-	-
PROCEEDS FROM DEMAND NOTE	-	-	-	-	-	-	-	-	-	-	-	-	-	-
PROCEEDS FROM TERM LOAN	-	-	-	-	-	-	-	-	-	-	-	-	-	-
REPAYMENT OF SENIOR BOND	-	-	-	-	-	-	-	-	-	-	-	-	-	-
REPAYMENT OF DEMAND NOTE	-	-	-	-	-	-	-	-	-	-	-	-	-	-
REPAYMENT OF TERM LOAN	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DEFERRED FINANCING COSTS	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>NET CASH PROVIDED BY/(USED IN) FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>	<b>22,500,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>22,500,000</b>	<b>(22,500,000)</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH</b>	<b>7,856,174</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,856,174</b>	<b>-</b>	<b>7,856,174</b>
<b>CASH BALANCE - BEGINNING</b>	<b>10,162,783</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,162,783</b>	<b>-</b>	<b>10,162,783</b>
<b>CASH BALANCE - ENDING</b>	<b>18,018,957</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>18,018,957</b>	<b>-</b>	<b>18,018,957</b>

## **CONSOLIDATED RT HOLDINGS, LLC and SUBSIDIARIES**

**AS OF JUNE 30, 2016**

The accompanying unaudited consolidated financial statements include the accounts of RT Holdings, LLC, (“RT Holdings” or “the Company”) and its subsidiaries. RT Holdings owns, directly or indirectly, Ridgebury Holdings LLC, Ridgebury Tankers LLC, Ridgebury Crude Tankers LLC (“RCT”), Ridgebury Management LLC, and their vessel-owning and management subsidiary companies. Additionally, the Company, through Ridgebury Holdings LLC, has a 36% stake in Ridgebury V4 Investments LLC.

RT Holdings was formed on March 26, 2013 and began operations at that time. The Company is focused on the acquisition and operation of high-quality vessels in the global crude oil and product tanker sectors. With the exception of Ridgebury Management LLC and Ridgebury Management (Cyprus) LLC, RT Holdings and all of its subsidiaries are Marshall Islands limited liability companies.

On March 20, 2014, Ridgebury Crude Tankers LLC placed \$210,000,000 principal amount Senior Secured Bonds, maturing March 20, 2017. The bonds bear interest at a rate of 7.625% and are secured by RCT’s tankers, as well as an on demand guarantee of RT Holdings. Since that time, RCT has redeemed \$20,000,000 principal amount of the Senior Secured Bonds, reducing the outstanding principal to \$190,000,000. On June 30, 2015, RCT purchased all of the membership interests in Ridgebury Yankee LLC from Ridgebury Aframax LLC, a related party. Ridgebury Yankee LLC owns the Ridgebury Sally B, a crude oil tanker. Consideration included \$20,000,000 for the Ridgebury Sally B and \$1,206,367 for working capital. On December 31, 2015, RCT purchased all of the membership interests in Ridgebury Zulu LLC from Ridgebury Aframax LLC, a related party. Ridgebury Zulu LLC owns the Ridgebury Alice M, a crude oil tanker. Consideration included \$22,100,000 for the Ridgebury Alice M and \$1,053,165 for working capital. On May 11, 2016, RCT purchased the DHT Target, a crude oil tanker, for \$22,500,000 from an unrelated party and renamed her Ridgebury Alina L.

RT Holdings owns a 36% stake in Ridgebury V4 Investments LLC (“RV4”), which was created in 2015 to acquire and operate four VLCC’s. As a result of its ability to control RV4, the Company has consolidated the results of RV4 and presents a non-controlling interest for the portion owned by the other investors.

The consolidated financial statements include the assets, liabilities, revenues and expenses of all subsidiaries of the Company. All significant intercompany transactions and balances with consolidated subsidiaries are eliminated in the consolidated financial statements.



07.26.2016

**RT HOLDINGS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED BALANCE SHEETS**  
**As of June 30, 2016**  
(Unaudited)

	<b>2016</b>
<b>CURRENT ASSETS</b>	
CASH	37,924,398
RESTRICTED CASH	-
ACCOUNTS RECEIVABLE	16,432,887
DUE FROM AFFILIATES	-
PREPAID EXPENSES AND WORKING CAPITAL	18,575,733
INVENTORY	3,901,542
INVESTMENT IN SUBSIDIARIES	-
<b>TOTAL CURRENT ASSETS</b>	<b>76,834,559</b>
<b>NONCURRENT ASSETS</b>	
VESSELS, NET OF DEPRECIATION OF <i>\$58,012,001</i>	579,044,810
FIXED ASSETS, NET OF DEPRECIATION OF <i>\$625,340</i>	3,093,434
DEFERRED DRYDOCK COSTS, NET OF AMORTIZATION OF <i>\$2,472,819</i>	5,911,666
DEFERRED FINANCING, NET OF AMORTIZATION OF <i>\$5,359,357</i>	1,849,502
VESSEL DEPOSITS	-
RESTRICTED CASH	11,966,763
OTHER	15,561
<b>TOTAL NONCURRENT ASSETS</b>	<b>601,881,734</b>
<b>TOTAL ASSETS</b>	<b>678,716,294</b>
<b>CURRENT LIABILITIES</b>	
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	11,865,390
DUE TO AFFILIATES	-
DEMAND NOTE DUE TO RELATED PARTY	29,223,654
REVOLVING CREDIT LINE	10,000,000
CURRENT PORTION OF SENIOR SECURED BOND	190,000,000
CURRENT PORTION OF TERM LOAN	9,219,212
<b>TOTAL CURRENT LIABILITIES</b>	<b>250,308,256</b>
<b>LONG TERM LIABILITIES</b>	
SENIOR SECURED BOND	-
TERM LOAN, NET OF CURRENT PORTION	35,153,050
<b>TOTAL LIABILITIES</b>	<b>285,461,306</b>
MEMBERS EQUITY	304,282,271
NON CONTROLLING INTEREST	88,972,717
<b>TOTAL LIABILITIES AND MEMBERS EQUITY</b>	<b>678,716,294</b>

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**RT HOLDINGS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For the Period January 1, 2016 to June 30, 2016**  
(Unaudited)

	<i>3 Months Ended</i> <i>June 30, 2016</i>	<i>6 Months Ended</i> <i>June 30, 2016</i>
	<b>USD</b>	<b>USD</b>
<b>REVENUES</b>		
POOL	38,546,960	86,944,495
TIME CHARTER	7,748,859	12,279,556
VOYAGE	5,649,114	8,292,641
MANAGEMENT FEE	-	100,560
<b>TOTAL REVENUES</b>	<b>51,944,933</b>	<b>107,617,252</b>
<b>OPERATING EXPENSES</b>		
VOYAGE EXPENSE	2,380,984	3,207,811
VESSEL OPERATING EXPENSE	14,436,894	27,397,684
GENERAL AND ADMINISTRATIVE	1,908,890	4,260,520
DEPRECIATION	8,281,837	16,291,565
AMORTIZATION	420,436	844,900
<b>TOTAL EXPENSES</b>	<b>27,429,041</b>	<b>52,002,479</b>
<b>OPERATING INCOME/(LOSS)</b>	<b>24,515,892</b>	<b>55,614,773</b>
<b>OTHER (INCOME)/EXPENSE</b>		
INTEREST EXPENSE AND FINANCING COSTS	5,487,938	11,069,249
<b>NET INCOME/(LOSS)</b>	<b>19,027,953</b>	<b>44,545,524</b>
<b>LESS: INCOME ATTRIBUTABLE TO NON CONTROLLING INTEREST</b>	<b>6,230,741</b>	<b>14,122,236</b>
<b>NET INCOME/(LOSS) ATTRIBUTABLE TO RT HOLDINGS LLC</b>	<b>12,797,212</b>	<b>30,423,289</b>

07.26.2016

**RT HOLDINGS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED STATEMENTS OF CHANGES IN MEMBER'S EQUITY**  
**For the Period January 1, 2016 to June 30, 2016**  
(Unaudited)

	<u>Paid-in-Capital</u>	<u>Share-Based Compensation</u>	<u>Contributions/ (Distributions)</u>	<u>Accumulated Earnings/(Deficit)</u>	<u>Total</u>
<b>BALANCE - JANUARY 1, 2016</b>	208,085,382	7,214,962	94,050,482	58,041,254	367,392,080
SHARE BASED COMPENSATION		637,895			637,895
DISTRIBUTIONS TO MEMBERS			(120,510)		(120,510)
DISTRIBUTIONS TO NON CONTROLLING MEMBERS			(19,200,000)		(19,200,000)
NET INCOME				30,423,289	30,423,289
INCOME ATTRIBUTABLE TO NON CONTROLLING INTEREST			14,122,236		14,122,236
<b>BALANCE - JUNE 30, 2016</b>	<u>208,085,382</u>	<u>7,852,857</u>	<u>88,852,207</u>	<u>88,464,542</u>	<u>393,254,988</u>

**RT HOLDINGS LLC AND SUBSIDIARIES**  
**(A Limited Liability Company)**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For the Period January 1, 2016 to June 30, 2016**  
(Unaudited)

	<i>3 Months Ended</i> <i>June 30, 2016</i>	<i>6 Months Ended</i> <i>June 30, 2016</i>
	<b>USD</b>	<b>USD</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
NET INCOME/(LOSS) ATTRIBUTABLE TO RT HOLDINGS LLC	12,797,212	30,423,289
<i>ADJUSTMENTS TO RECONCILE NET INCOME/(LOSS) TO NET CASH USED IN OPERATING ACTIVITIES:</i>		
DEPRECIATION	8,281,837	16,291,565
AMORTIZATION OF DRYDOCK AND OTHER COSTS	420,436	844,900
AMORTIZATION OF DEBT FINANCING	542,141	1,076,541
PAYMENT-IN-KIND INTEREST ON DEBT	-	-
WRITE-OFF OF DEBT FINANCING COSTS RELATED TO PREPAYMENT	-	-
SHARE-BASED COMPENSATION	253,619	637,895
INCOME ATTRIBUTABLE TO NON CONTROLLING INTEREST	6,230,741	14,122,236
<i>CHANGES IN ASSETS AND LIABILITIES:</i>		
ACCOUNTS RECEIVABLE	680,102	6,744,950
DUE FROM AFFILIATES	-	-
PREPAID EXPENSES AND WORKING CAPITAL	353,565	(933,956)
INVENTORY	(1,085,132)	(1,222,480)
INVESTMENT IN SUBSIDIARIES	-	-
OTHER ASSETS	-	-
DRY DOCK COSTS	-	-
ACCOUNTS PAYABLE AND ACCRUED LIABILITIES	6,499,291	(1,194,299)
DUE TO AFFILIATES	-	-
<b>NET CASH PROVIDED BY/(USED IN) OPERATING ACTIVITIES</b>	<b>34,973,813</b>	<b>66,790,640</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
ADDITIONS TO VESSELS AND FIXED ASSETS	(22,544,350)	(22,263,490)
TRANSFER OF VESSELS	-	-
INVESTMENT IN RIDGEBURY V4 INVESTMENTS LLC	-	-
(ADDITIONS)/REDUCTIONS TO RESTRICTED CASH	-	-
<b>NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES</b>	<b>(22,544,350)</b>	<b>(22,263,490)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
CONTRIBUTIONS FROM MEMBERS	-	-
COST OF RAISING EQUITY	-	-
DISTRIBUTION TO PARENT	-	-
DISTRIBUTIONS TO PARENT TO REPAY TERM LOAN	-	(120,510)
DISTRIBUTIONS TO MEMBERS	(9,600,000)	(19,200,000)
PROCEEDS FROM SENIOR BOND	-	-
PROCEEDS FROM DEMAND NOTE	5,000,000	10,000,000
PROCEEDS FROM TERM LOAN	-	-
REPAYMENT OF SENIOR BOND	-	-
REPAYMENT OF DEMAND NOTE	(4,776,346)	(17,425,223)
REPAYMENT OF TERM LOAN	(4,304,803)	(11,930,368)
PAYMENT OF DEFERRED FINANCING COSTS	-	-
<b>NET CASH PROVIDED BY/(USED IN) FINANCING ACTIVITIES</b>	<b>(13,681,149)</b>	<b>(38,676,101)</b>
<b>NET INCREASE/(DECREASE) IN CASH</b>	<b>(1,251,686)</b>	<b>5,851,049</b>
CASH BALANCE - BEGINNING	39,176,084	32,073,349
<b>CASH BALANCE - ENDING</b>	<b>37,924,398</b>	<b>37,924,398</b>