



**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment.](#)

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ [See attachment.](#)


Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment.](#)

Multiple horizontal lines for providing other necessary information for the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ 05/09/2019  
Print your name ▶ Gerasimos Halogiratos Title ▶ CEO

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

**CAPITAL PRODUCT PARTNERS L.P.**  
**Attachment to Form 8937**  
**Date of Organizational Action: March 27, 2019**  
**Distribution of Common Shares of Diamond S Shipping Inc.**

**The information contained herein does not constitute tax advice, does not take into account any unitholder's specific facts and circumstances, and does not purport to be a complete summary of the tax consequences of the reported organizational action to each unitholder. CPLP unitholders should consult their tax advisors to determine the tax impact of the reported organizational action with respect to their individual facts and circumstances.**

**Form 8937 Part II, Box 14:**

On March 27, 2019, Capital Product Partners L.P. ("CPLP") distributed one common share of Diamond S Shipping Inc. ("DSSI") for each 10.19149 CPLP common unit or CPLP general partner unit, plus cash in lieu of any fractional DSSI common share.

**Form 8937 Part II, Box 15:**

At this time, and based upon reasonable assumptions by CPLP, CPLP expects that the basis of CPLP common units and general partner units will be reduced by 100% of the fair market value of DSSI common shares distributed, including any fractional DSSI common share deemed to be received by and sold on behalf of a CPLP unitholder.

Pursuant to the applicable Treasury Regulations under IRC § 6045B, if these assumptions turn out to be incorrect, CPLP will publish a corrected Form 8937 within 45 days of such determination.

**Form 8937 Part II, Box 16:**

At this time, and based upon reasonable assumptions by CPLP, CPLP expects that it will not have a positive amount of current or accumulated earnings and profits ("E&P") as of December 31, 2019. Accordingly, the basis of CPLP common units and general partner units would be reduced by 100% of the fair market value of DSSI common shares distributed, including any fractional DSSI common share deemed to be received by and sold on behalf of a CPLP unitholder.

U.S. Federal tax law is not clear as to the method of determining the fair market value of the DSSI common shares distributed. Based on the opening price of DSSI common stock on March 28, 2019, the fair market value of DSSI common shares received is equal to the number of DSSI common shares received in the distribution multiplied by the March 28, 2019 opening price of USD \$10.25.

Pursuant to the applicable Treasury Regulations under IRC § 6045B, if these assumptions turn out to be incorrect, CPLP will publish a corrected Form 8937 within 45 days of such determination.

**Form 8937 Part II, Box 17:**

IRC §§ 301(c) and 316(a)

**Form 8937 Part II, Box 18:**

The reported organizational action should not result in recognition of a taxable loss to any unitholder. Unitholders should consult their tax advisors to determine the tax impact of the reported organizational action with respect to their individual facts and circumstances.

**Form 8937 Part II, Box 19:**

CPLP determines its E&P for each calendar year. Basis adjustments are effective in the unitholder's tax year (i.e., 2019) which includes the date of the distribution to which this form relates. Unitholders should consult their tax advisors to determine the tax impact of the reported organizational action with respect to their individual facts and circumstances.