

StealthGas Inc.  
Form 20-F  
April 30, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON D.C. 20549**  
**FORM 20-F**

.. **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

p **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2011**

**OR**

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

.. **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**Commission file number 000-51559**

**STEALTHGAS INC.**

**(Exact name of Registrant as specified in its charter)**

**Republic of the Marshall Islands**

**(Jurisdiction of incorporation or organization)**

**331 Kifissias Avenue, Erithrea 14561 Athens, Greece**

**(Address of principal executive offices)**

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SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| Title of each class                      | Name of each exchange on which registered |
|--|---|
| Common Stock, par value \$0.01 per share | The Nasdaq Stock Market LLC               |

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

SECURITIES FOR WHICH THERE IS A REPORTING OBLIGATION

PURSUANT TO SECTION 15(d) OF THE ACT:

None

The number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2011 was:

|  |                   |
|--|-------------------|
| Common Stock, par value \$0.01 per share | 20,552,568 shares |
|--|-------------------|

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

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 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing.

|   |  |                                |
|---|--|--------------------------------|
| U.S. GAAP <input checked="" type="checkbox"/> | International Financial Reporting Standards <input type="checkbox"/> | Other <input type="checkbox"/> |
|---|--|--------------------------------|

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If  Other  has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.  Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   
Yes  No

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**FORWARD-LOOKING INFORMATION**

This Annual Report on Form 20-F includes assumptions, expectations, projections, intentions and beliefs about future events. These statements are intended as forward-looking statements. We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material.

All statements in this document that are not statements of historical fact are forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended (the Securities Act ), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). Forward-looking statements include, but are not limited to, such matters as:

future operating or financial results;

global and regional economic and political conditions;

pending or recent acquisitions, business strategy and expected capital spending or operating expenses;

competition in the marine transportation industry;

shipping market trends, including charter rates, factors affecting supply and demand and world fleet composition;

ability to employ our vessels profitably;

performance by the counterparties to our charter agreements;

future liquefied petroleum gas ( LPG ), refined petroleum product and oil prices and production;

future supply and demand for oil and refined petroleum products and natural gas of which LPG is a by product;

our financial condition and liquidity, including our ability to obtain financing in the future to fund capital expenditures, acquisitions and other general corporate activities, the terms of such financing and our ability to comply with covenants set forth in our existing and future financing arrangements; and

expectations regarding vessel acquisitions.

When used in this document, the words anticipate, believe, intend, estimate, project, forecast, plan, potential, may, should forward-looking statements. Such statements reflect our current views and assumptions and all forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. The factors that could affect our future financial results are discussed more fully under Item 3. Key Information Risk Factors, as well as elsewhere in this Annual Report on Form 20-F and in our other filings with the U.S. Securities and Exchange Commission ( SEC ). We caution readers of this Annual Report not to place undue reliance on these forward-looking statements, which speak only as of their dates. We undertake no obligation to publicly update or revise any forward-looking statements.



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**PART I**

StealthGas Inc. is a Marshall Islands company that is referred to in this Annual Report on Form 20-F, together with its subsidiaries, as StealthGas, the Company, we, us, or our. This Annual Report should be read in conjunction with our consolidated financial statements and accompanying notes thereto, which are included in Item 18 to this Annual Report.

We use the term cubic meters, or cbm, in describing the size of our LPG carriers and the term deadweight tons, or dwt, in describing the size of our product carriers and crude oil tanker. Unless otherwise indicated, all references to currency amounts in this annual report are in U.S. dollars.

**Item 1. Identity of Directors, Senior Management and Advisers**

Not Applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not Applicable.

**Table of Contents****Item 3. Key Information****A. Selected Consolidated Financial Data**

The following table sets forth our selected consolidated financial data and other operating data shown in U.S. dollars, other than share and fleet data. The table should be read together with Item 5. Operating and Financial Review and Prospects.

Our audited and consolidated statements of operations, stockholder's equity and cash flows for the years ended December 31, 2009, 2010, and 2011 and the consolidated balance sheets as of December 31, 2010 and 2011, together with the notes thereto, are included in Item 18. Financial Statements and should be read in their entirety. The selected consolidated income statement data for the periods ended December 31, 2007, 2008 and the selected balance sheet data as of December 31, 2007, 2008 and 2009 have been derived from our audited consolidated financial statements which are not included in Item 18. Financial Statements.

|   | Year ended December 31, |                |                |                |                |
|---|-------------------------|----------------|----------------|----------------|----------------|
|   | 2007                    | 2008           | 2009           | 2010           | 2011           |
| <b>INCOME STATEMENT DATA</b>                                |                         |                |                |                |                |
| Revenues  | \$ 89,995,123           | \$ 112,551,901 | \$ 113,045,961 | \$ 111,409,623 | \$ 118,280,752 |
| <b>Operating expenses:</b>                                  |                         |                |                |                |                |
| Voyage expenses   | 5,369,546               | 6,180,754      | 10,522,573     | 13,680,008     | 17,829,220     |
| Vessels' operating expenses                                 | 25,435,578              | 32,178,385     | 38,001,481     | 38,338,063     | 36,558,153     |
| Dry-docking costs   | 314,181                 | 1,112,99       | 1,266,455      | 2,716,378      | 3,443,491      |
| Management fees   | 4,126,610               | 4,618,025      | 5,230,990      | 5,184,055      | 4,760,865      |
| General and administrative expenses                         | 5,024,912               | 4,772,615      | 3,546,779      | 3,031,491      | 2,646,418      |
| Depreciation  | 16,546,692              | 23,283,393     | 26,766,672     | 26,624,098     | 27,562,120     |
| Impairment Loss   |                         |                | 9,867,777      |                |                |
| Forfeiture of vessel deposit and contract termination fees  |                         |                | 16,500,000     |                |                |
| Charter termination fees                                    |                         |                | (753,000)      | (228,000)      |                |
| Net (gain)/loss on sale of vessels                          |                         | (1,673,321)    | 791,659        | (960,696)      | 5,654,178      |
| Total expenses  | 56,817,519              | 70,472,843     | 111,759,386    | 88,385,397     | 98,454,445     |
| Income from operations                                      | 33,177,604              | 42,079,058     | 1,286,575      | 23,024,226     | 19,826,307     |
| Interest and finance costs                                  | (9,831,404)             | (9,962,504)    | (9,109,222)    | (7,672,848)    | (8,510,516)    |
| Loss on derivatives   | (2,573,992)             | (2,713,055)    | (5,478,163)    | (6,071,638)    | (2,931,404)    |
| Interest income   | 1,888,070               | 743,193        | 250,326        | 315,517        | 83,059         |
| Foreign exchange (loss)/ gain                               | (122,171)               | (159,208)      | (261,401)      | 1,497,934      | 82,345         |
| Other expenses, net   | (10,639,497)            | (12,091,574)   | (14,598,460)   | (11,931,035)   | (11,276,516)   |
| Net income/(loss)   | 22,538,107              | 29,987,484     | (13,311,885)   | 11,093,191     | 8,549,791      |
| Earnings/(Loss) per share, basic(**)                        | \$ 1.25                 | \$ 1.35        | \$ (0.60)      | \$ 0.51        | \$ 0.41        |
| Earnings/(Loss) per share, diluted                          | \$ 1.25                 | \$ 1.34        | \$ (0.60)      | \$ 0.51        | \$ 0.41        |
| Weighted (and diluted) average number of shares outstanding | 17,943,346              | 22,182,118     | 22,219,442     | 21,539,331     | 20,909,154     |
| Dividends declared per share, basic and diluted(*)          | \$ 0.75                 | \$ 0.75        | \$ 0.1875      | \$ 0.00        | \$ 0.00        |





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|   | As of December 31, |               |               |               |               |
|---|--------------------|---------------|---------------|---------------|---------------|
|   | 2007               | 2008          | 2009          | 2010          | 2011          |
| <b>BALANCE SHEET DATA</b>                       |                    |               |               |               |               |
| Current assets, including cash                  | \$ 69,497,341      | \$ 52,458,518 | \$ 69,031,753 | \$ 45,127,547 | \$ 56,521,743 |
| Total assets                                    | 477,593,326        | 634,347,123   | 692,497,010   | 688,376,399   | 695,710,151   |
| Current liabilities                             | 37,372,666         | 40,774,931    | 69,023,455    | 60,269,033    | 56,100,855    |
| Derivative liability                            | 3,288,989          | 12,762,979    | 10,327,792    | 11,602,213    | 9,401,798     |
| Total long-term debt, including current portion | 145,758,529        | 283,693,873   | 345,822,070   | 345,085,949   | 351,068,181   |
| Total stockholders' equity                      | 303,030,788        | 317,847,325   | 300,801,931   | 306,250,752   | 313,098,027   |
| Capital stock                                   | 222,841            | 223,101       | 223,101       | 211,042       | 205,526       |
| Number of common shares outstanding             | 22,284,105         | 22,310,110    | 22,310,110    | 21,104,214    | 20,552,568    |

|   | Year ended December 31, |               |               |               |               |
|---|-------------------------|---------------|---------------|---------------|---------------|
|   | 2007                    | 2008          | 2009          | 2010          | 2011          |
| <b>OTHER FINANCIAL DATA</b>                         |                         |               |               |               |               |
| Net cash provided by operating activities           | \$ 47,704,497           | \$ 48,080,792 | \$ 48,347,343 | \$ 27,816,341 | \$ 42,375,718 |
| Net cash used in investing activities               | (149,636,615)           | (159,979,986) | (101,563,715) | (33,172,378)  | (31,593,396)  |
| Net cash provided by/(used in) financing activities | 123,900,119             | 120,632,381   | 55,444,652    | (10,613,735)  | 2,953,018     |
| <b>FLEET DATA</b>                                   |                         |               |               |               |               |
| Average number of vessels(1)                        | 32.8                    | 38.6          | 42.0          | 38.6          | 37.6          |
| Total voyage days for fleet(2)                      | 11,871                  | 14,018        | 15,240        | 13,835        | 13,368        |
| Total time and bareboat charter days for fleet(3)   | 11,170                  | 13,318        | 12,276        | 10,327        | 10,455        |
| Total spot market days for fleet(4)                 | 701                     | 700           | 2,964         | 3,508         | 2,913         |
| Total calendar days for fleet(5)                    | 11,986                  | 14,113        | 15,335        | 14,075        | 13,716        |
| Fleet utilization(6)                                | 99.0%                   | 99.3%         | 99.4%         | 98.3%         | 97.5%         |

**AVERAGE DAILY RESULTS**

|                                     |          |          |          |          |          |
|-------------------------------------|----------|----------|----------|----------|----------|
| Time charter equivalent(7)          | \$ 7,129 | \$ 7,588 | \$ 6,727 | \$ 7,064 | \$ 7,514 |
| Vessel operating expenses(8)        | 2,122    | 2,280    | 2,478    | 2,724    | 2,665    |
| General and administrative expenses | 419      | 338      | 232      | 215      | 193      |
| Management fees                     | 344      | 327      | 341      | 368      | 347      |
| Total operating expenses(9)         | 2,541    | 2,618    | 2,711    | 2,939    | 2,858    |

\* We paid our first quarterly dividend since becoming a public company, of \$0.1875 per share, in January 2006. In the first quarter of 2009, our Board of Directors decided to suspend the payment of further cash dividends as a result of market conditions in the international shipping industry. Our payment of dividends is subject to the discretion of our Board of Directors. Our loan agreements and the provisions of Marshall Islands law also restrict our ability to pay dividends. See Item 3. Risk Factors - Risks Related To Our Common Stock. Our Board of Directors has determined to suspend the payment of cash dividends as a result of market conditions in the international shipping industry, and until such market conditions improve, it is unlikely we will reinstate the payment of dividends and Item 8. Financial Information - Dividend Policy.

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On January 1, 2009, the Company adopted new guidance which clarified that unvested share-based payment awards that contain rights to receive non forfeitable dividends or dividend equivalents (whether paid or

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unpaid) are participating securities, and thus, should be included in the two-class method of computing earnings per share (EPS). This guidance was applied retroactively to all periods presented and for the years ended December 31, 2005, 2006, and reduced basic EPS by \$0.01 for each of the years ended December 31, 2007 and 2008.

- (1) Average number of vessels is the number of vessels that constituted our fleet for the relevant period, as measured by the sum of the number of days each vessel was a part of our fleet during the period divided by the number of calendar days in that period.
- (2) Our total voyage days for our fleet reflect the total days the vessels were in our possession for the relevant periods, net of off-hire days associated with major repairs, drydockings or special or intermediate surveys.
- (3) Total time and bareboat charter days for fleet are the number of voyage days the vessels in our fleet operated on time or bareboat charters for the relevant period.
- (4) Total spot market charter days for fleet are the number of voyage days the vessels in our fleet operated on spot market charters for the relevant period.
- (5) Total calendar days are the total days the vessels were in our possession for the relevant period including off-hire days associated with major repairs, drydockings or special or intermediate surveys.
- (6) Fleet utilization is the percentage of time that our vessels were available for revenue generating voyage days, and is determined by dividing voyage days by fleet calendar days for the relevant period.
- (7) Time charter equivalent rate, or TCE rate, is a measure of the average daily revenue performance of a vessel on a per voyage basis. Our method of calculating TCE rate is consistent with industry standards and is determined by dividing voyage revenues (net of voyage expenses) or time charter equivalent revenues, or TCE revenues, by voyage days for the relevant time period. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by the charterer under a time charter contract, as well as commissions. TCE revenues, a non-GAAP measure, provides additional meaningful information in conjunction with voyage revenues, the most directly comparable GAAP measure, because it assists Company management in making decisions regarding the deployment and use of its vessels and in evaluating their financial performance. It is also a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance despite changes in the mix of charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods. Reconciliation of TCE revenues as reflected in the consolidated statements of operations and calculation of TCE rate follow:

|                                  | Year ended December 31, |                |                |                |              |
|----------------------------------|-------------------------|----------------|----------------|----------------|--------------|
|                                  | 2007                    | 2008           | 2009           | 2010           | 2011         |
| Voyage revenues                  | \$ 89,995,123           | \$ 112,551,901 | \$ 113,045,961 | \$ 111,409,623 | 118,280,752  |
| Voyage expenses                  | (5,369,546)             | (6,180,754)    | (10,522,573)   | (13,680,008)   | (17,829,220) |
| Time charter equivalent revenues | \$ 84,625,577           | \$ 106,371,147 | \$ 102,523,388 | \$ 97,729,615  | 100,451,532  |
| Total voyage days for fleet      | 11,871                  | 14,018         | 15,240         | 13,835         | 13,368       |
| Time charter equivalent rate     | \$ 7,129                | \$ 7,588       | \$ 6,727       | \$ 7,064       | \$ 7,514     |

- (8) Vessel operating expenses, which include crew costs, provisions, deck and engine stores, lubricating oil, insurance, maintenance and repairs, is calculated by dividing vessel operating expenses by fleet calendar days for the relevant time period.
- (9) Total operating expenses, or TOE, is a measurement of our total expenses associated with operating our vessels. TOE is the sum of vessel operating expenses and general and administrative expenses. Daily TOE is calculated by dividing TOE by fleet calendar days for the relevant time period.

**B. Capitalization and Indebtedness**

Not applicable

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**C. Reasons For the Offer and Use of Proceeds**

Not Applicable.

**D. Risk Factors**

**Risks Related To Our Industry**

*The cyclical nature of the demand for LPG transportation may lead to significant changes in our chartering and vessel utilization, which may adversely affect our revenues, profitability and financial position.*

Historically, the international LPG carrier market has been cyclical with attendant volatility in profitability, charter rates and vessel values. The degree of charter rate volatility among different types of gas carriers has varied widely. Because many factors influencing the supply of, and demand for, vessel capacity are unpredictable, the timing, direction and degree of changes in the international gas carrier market are also not predictable. After increasing throughout 2007 and into 2008, charter rates for Handy size LPG carriers declined in the second half of 2008 and in 2009 as a result of slowdown in the world economy. Although there was an improvement beginning late 2010 and through 2011, rates remain below levels reached in 2007 and 2008 and could again decline. If charter rates decline, our earnings may decrease, particularly with respect to our vessels deployed in the spot market or those vessels whose charters will be subject to renewal during 2012, as they may not be extended or renewed on favorable terms when compared to the terms of the expiring charters. As of April 20, 2012, four of our 33 LPG carrier vessels were deployed in the spot market while 11 and 18 were under bareboat and time period charters, respectively. Of these time and bareboat chartered vessels, nine have charters that are scheduled to expire during the remainder of 2012. Any of the foregoing factors could have an adverse effect on our revenues, profitability, liquidity, cash flow and financial position.

Future growth in the demand for LPG carriers and charter rates will depend on economic growth in the world economy and demand for LPG product transportation that exceeds the capacity of the growing worldwide LPG carrier fleet's ability to match it. We believe that the future growth in demand for LPG carriers and the charter rate levels for LPG carriers will depend primarily upon the supply and demand for LPG particularly in the economies of China, India and Southeast Asia, and upon seasonal and regional changes in demand and changes to the capacity of the world fleet. The capacity of the world shipping fleet appears likely to increase in the near term, although growth in our core sector of 3,000 to 8,000 cbm Handy size LPG Carriers is expected to be limited in 2012. Economic growth may be limited in the near term, and possibly for an extended period, as a result of the current global economic conditions, which could have an adverse effect on our business and results of operations.

The factors affecting the supply and demand for LPG carriers are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable.

The factors that influence demand for our vessels include:

supply and demand for LPG products;

global and regional economic conditions;

the distance LPG products are to be moved by sea;

availability of alternative transportation means;

changes in seaborne and other transportation patterns;

environmental and other regulatory developments; and

weather.

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The factors that influence the supply of vessel capacity include:

the number of newbuilding deliveries;

the scrapping rate of older vessels;

LPG carrier prices;

changes in environmental and other regulations that may limit the useful lives of vessels; and

the number of vessels that are out of service.

A significant decline in demand for the seaborne transport of LPG or a significant increase in the supply of LPG carrier capacity without a corresponding growth in LPG carrier demand could cause a significant decline in prevailing charter rates, which could materially adversely affect our financial condition and operating results and cash flow.

***Various economic factors could materially adversely affect our business, financial position and results of operations, as well as our future prospects.***

The global economy and the volume of world trade sharply declined in the latter part of 2008 and in 2009. Although the global economy has shown signs of a recovery, the global economy remains relatively weak. Recovery of the global economy is proceeding at varying speeds across regions and remains subject to downside risks, including fragility of advanced economies and concerns over sovereign debt defaults by European Union member countries such as Greece. More specifically, some LPG products we carry are used in cyclical businesses, such as the manufacturing of plastics and in the chemical industry, that have been adversely affected by the recent economic downturn and, accordingly, a further slackening of demand in those industries could further adversely affect the LPG carrier industry. In particular, an adverse change in economic conditions affecting China, Japan, India or Southeast Asia generally could have a negative effect on the demand for LPG products, thereby adversely affecting our business, financial position and results of operations, as well as our future prospects. In particular, in recent years China and India have been among the world's fastest growing economies in terms of gross domestic product. Moreover, any deterioration in the economy of the United States or the European Union, including due to the European sovereign debt crisis, may further adversely affect economic growth in Asia. Our business, financial position and results of operations, as well as our future prospects, could likely be materially and adversely affected by adverse economic conditions in any of these countries or regions.

***If the demand for LPG products and LPG shipping does not grow, or decreases, our business, results of operations and financial condition could be adversely affected.***

Our growth, which depends on growth in the supply and demand for LPG products and LPG shipping, was adversely affected by the sharp decrease in world trade and the global economy experienced in the latter part of 2008 and in 2009. Although the global economy has shown signs of a modest recovery, it remains relatively weak and world and regional demand for LPG products and LPG shipping can be adversely affected by a number of factors, such as:

adverse global or regional economic or political conditions, particularly in LPG consuming regions, which could reduce energy consumption;

a reduction in global or general industrial activity specifically in the plastics and chemical industries;

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increases in the cost of petroleum and natural gas from which LPG is derived;

decreases in the consumption of LPG or natural gas due to availability of new, alternative energy sources or increases in the price of LPG or natural gas relative to other energy sources or other factors making consumption of LPG or natural gas less attractive; and



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increases in pipelines for LPG, which are currently few in number, linking production areas and industrial and residential areas consuming LPG, or the conversion of existing non-petroleum gas pipelines to petroleum gas pipelines in those markets. Reduced demand for LPG products and LPG shipping would have an adverse effect on our future growth and would harm our business, results of operations and financial condition.

***Our operating results are subject to seasonal fluctuations, which could affect our operating results and the amount of available cash with which we can pay dividends.***

We operate our LPG carriers in markets that have historically exhibited seasonal variations in demand and, as a result, in charter hire rates. This seasonality may result in quarter-to-quarter volatility in our operating results, which could affect the amount of dividends that we pay to our stockholders from quarter-to-quarter. The LPG carrier market is typically stronger in the fall and winter months in anticipation of increased consumption of propane and butane for heating during the winter months. In addition, unpredictable weather patterns in these months tend to disrupt vessel scheduling and supplies of certain commodities. As a result, our revenues may be stronger in fiscal quarters ended December 31 and March 31, and conversely, our revenues may be weaker during the fiscal quarters ended June 30 and September 30. This seasonality could materially affect our operating results and cash available for distribution to our stockholders as dividends in the future.

***Our revenues, operations and future growth could be adversely affected by a decrease in supply of liquefied natural gas, or natural gas.***

In recent years, there has been a strong supply of natural gas and an increase in the construction of plants and projects involving natural gas, of which LPG is a byproduct. Several of these projects, however, have experienced delays in their completion for various reasons and thus the expected increase in the supply of LPG from these projects may be delayed significantly. If the supply of natural gas decreases, we may see a concurrent reduction in the production of LPG and resulting lesser demand and lower charter rates for our vessels, which could ultimately have a material adverse impact on our revenues, operations and future growth.

***The product carrier and crude oil tanker shipping sectors are cyclical and have recently declined, which may lead to lower charter rates and lower vessel values.***

The medium range type product carrier and crude oil tanker shipping sectors are cyclical with attendant volatility in charter rates and vessel values. Although the charter arrangements for our three product carriers are not scheduled to expire until 2015 in the case of the first two and 2012 in regard to our third product carrier, and 2015 in the case of our crude oil tanker, if prevailing market conditions, which have declined sharply since 2008, are depressed at such times as these charters expire or otherwise are terminated, we may not be able to renew or replace existing charters for these vessels at the same or similar rates. If we were required to enter into a charter when charter hire rates are low, our results of operations could be adversely affected. For the year ended December 31, 2011, charter rates in the product carrier and crude oil tanker sectors declined significantly, and have continued to be weak in the first quarter of 2012. The three year bareboat charter on one of our product tankers, the *Alpine Endurance* is set to expire in June 2012. Current charter market rates are lower than rates prevailing three years ago when we concluded the existing charter for that vessel.

***The market values of our vessels, which have declined, may remain at current low, or lower, levels for a prolonged period and, over time, may fluctuate significantly. If the market values of our vessels are low, we may incur a loss on sale of a vessel or record an impairment charge, which may adversely affect our earnings and possibly lead to defaults under our loan agreements.***

Due to the sharp decline in the world economy and related decreases in charter rates, the market value of our vessels, particularly the tankers, declined during the two years ended December 31, 2011. The market values of

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our vessels may remain at current low, or be depressed to even lower values for a prolonged period of time and, as was the case with the recent decreases in value, are subject to the potential significant fluctuations depending on a number of factors including:

general economic and market conditions affecting the shipping industry;

age, sophistication and condition of our vessels;

types and sizes of vessels;

availability of other modes of transportation;

cost and delivery of schedules for newbuildings;

governmental and other regulations;

supply and demand for LPG products and, with respect to our product carriers and oil tankers, refined petroleum products and oil, respectively;

prevailing level of LPG charter rates and, with respect to our product carriers, the prevailing level of product carrier charter rates and crude oil tanker rates, respectively; and

technological advances.

If we sell vessels at a time when vessel prices have fallen and before we have recorded an impairment adjustment to our financial statements, the sale may be for less than the vessel's carrying value in our financial statements, resulting in a loss and reduction in earnings. Furthermore, if vessel values experience significant further declines, we may have to record an impairment adjustment in our financial statements, which could adversely affect our financial results. For instance, in 2011, we sold four vessels and recorded a loss of \$5.7 million. If the market value of our fleet declines, we may not be in compliance with certain provisions of our existing loan agreements and we may not be able to refinance our debt or obtain additional financing or, if reinstated, pay dividends. If we are unable to pledge additional collateral, our lenders could accelerate our debt and foreclose on our fleet. The loss of our vessels would mean we could not run our business.

***We are subject to regulation and liability under environmental laws that could require significant expenditures and affect our financial conditions and results of operations.***

Our business and the operation of our vessels are materially affected by government regulation in the form of international conventions, national, state and local laws and regulations in force in the jurisdictions in which the vessels operate, as well as in the country or countries of their registration. These regulations include, but are not limited to the U.S. Oil Pollution Act of 1990, or OPA, that establishes an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills and applies to any discharges of oil from a vessel, including discharges of fuel oil (bunkers) and lubricants, the U.S. Clean Air Act, U.S. Clean Water Act and the U.S. Marine Transportation Security Act of 2002, and regulations of the International Maritime Organization, or the IMO, including the International Convention for the Prevention of Pollution from Ships of 1975, the International Convention for the Prevention of Marine Pollution of 1973, and the International Convention for the Safety of Life at Sea of 1974. To comply with these and other regulations we may be required to incur additional costs to meet new maintenance and inspection requirements, develop contingency plans for potential spills, and obtain insurance coverage. Because those laws and regulations are often revised, we cannot predict the ultimate cost of complying with them or the impact they may have on the resale prices or useful lives of our vessels. However, a failure to comply with applicable laws and regulations may result in administrative and civil penalties,

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criminal sanctions or the suspension or termination of our operations. Additional laws and regulations may be adopted which could limit our ability to do business or increase the cost of our doing business and which could materially adversely affect our operations. For example, the April 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico may result in new regulatory initiatives, including raising liability caps under OPA. We are also required by various governmental and quasi-governmental agencies to obtain permits, licenses,

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certificates and financial assurances with respect to our operations. These permits, licenses, certificates and financial assurances may be issued or renewed with terms that could materially and adversely affect our operations.

The operation of our vessels is affected by the requirements set forth in the International Management Code for the Safe Operation of Ships and Pollution Prevention ( ISM Code ). The ISM Code requires ship owners and bareboat charterers to develop and maintain an extensive Safety Management System ( SMS ) that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. The failure of a ship owner or bareboat charterer to comply with the ISM Code may subject the owner or charterer to increased liability, may decrease available insurance coverage for the affected vessels, may result in a denial of access to, or detention in, certain ports or may result in breach of our bank covenants. Currently, each of the vessels in our fleet is ISM Code-certified. Because these certifications are critical to our business, we place a high priority on maintaining them. Nonetheless, there is the possibility that such certifications may not be renewed.

We currently maintain, for each of our vessels, pollution liability insurance coverage in the amount of \$1.0 billion per incident. In addition, we carry hull and machinery and protection and indemnity insurance to cover the risks of fire and explosion. Under certain circumstances, fire and explosion could result in a catastrophic loss. We believe that our present insurance coverage is adequate, but not all risks can be insured, and there is the possibility that any specific claim may not be paid, or that we will not always be able to obtain adequate insurance coverage at reasonable rates. If the damages from a catastrophic spill exceeded our insurance coverage, the effect on our business would be severe and could possibly result in our insolvency.

We believe that regulation of the shipping industry will continue to become more stringent and compliance with such regulations more expensive for us and our competitors. Substantial violations of applicable requirements or a catastrophic release from one of our vessels could have a material adverse impact on our financial condition and results of operations.

### ***Our vessels are subject to periodic inspections by a classification society.***

The hull and machinery of every commercial vessel must be classed by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and the Safety of Life at Sea Convention. Our fleet is currently classed with Lloyds Register of Shipping, Nippon Kaiji Kyokai, or NKK, the American Bureau of Shipping, RINA SpA, Bureau Veritas and C.C.S., the Chinese Classification Society.

A vessel must undergo annual surveys, intermediate surveys and special surveys. In lieu of a special survey, a vessel's machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Our vessels are on special survey cycles for hull inspection and continuous survey cycles for machinery inspection. Every vessel is also required to be dry docked every two to three years for inspection of the underwater parts of such vessel.

If a vessel does not maintain its class and/or fails any annual survey, intermediate survey or special survey, the vessel will be unable to trade between ports and will be unemployable and we could be in violation of covenants in our loan agreements and insurance contracts or other financing arrangements. This would adversely impact our operations and revenues.

### ***Maritime claimants could arrest our vessels, which could interrupt our cash flow.***

Crew members, suppliers of goods and services to a vessel, shippers of cargo and others may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our cash flow and require us to pay large sums of funds to have the arrest lifted.

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In addition, in some jurisdictions, such as South Africa, under the sister ship theory of liability, a claimant may arrest both the vessel which is subject to the claimant's maritime lien and any associated vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert sister ship liability against one vessel in our fleet for claims relating to another of our ships or, possibly, another vessel managed by the Vafias Group.

### ***Governments could requisition our vessels during a period of war or emergency, resulting in loss of revenues.***

A government could requisition for title or seize our vessels. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Also, a government could requisition our vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels would adversely impact our operations and revenues, thereby resulting in loss of revenues.

### ***Risks involved with operating ocean-going vessels could affect our business and reputation, which would adversely affect our revenues and stock price.***

The operation of an ocean-going vessel carries inherent risks. These risks include the possibility of:

marine accident or disaster;

piracy and terrorism;

explosions;

environmental accidents;

pollution;

loss of life;

cargo and property losses or damage; and

business interruptions caused by mechanical failure, human error, war, political action in various countries, labor strikes or adverse weather conditions.

Any of these circumstances or events could increase our costs or lower our revenues. The involvement of our vessels in a serious accident could harm our reputation as a safe and reliable vessel operator and lead to a loss of business.

### ***Our vessels may suffer damage and we may face unexpected repair costs, which could affect our cash flow and financial condition.***

If our vessels suffer damage, they may need to be repaired at a shipyard facility. The costs of repairs are unpredictable and can be substantial. We may have to pay repair costs that our insurance does not cover. The loss of earnings while these vessels are being repaired and repositioned, as well as the actual cost of these repairs, would have an adverse effect on our cash flow and financial condition. We do not intend to carry business interruption insurance.

### ***Acts of piracy on ocean-going vessels have recently increased in frequency, which could adversely affect our business.***

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Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea and in the Gulf of Aden off the coast of Somalia. Since 2008, the frequency of piracy incidents

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increased significantly, particularly in the Gulf of Aden off the coast of Somalia. For example, in October 2010, Somali pirates captured the *York*, an LPG carrier, which is not affiliated with us, off the coast of Kenya. The vessel was released after a ransom was paid in March 2011. If these piracy attacks occur in regions in which our vessels are deployed and are characterized by insurers as war risk zones, as the Gulf of Aden continues to be, or Joint War Committee (JWC) war and strikes listed areas, premiums payable for such coverage, for which we are responsible with respect to vessels employed on spot charters, but not vessels employed on bareboat or time charters, could increase significantly and such insurance coverage may be more difficult to obtain. In addition, crew costs, including due to employing onboard security guards, could increase in such circumstances. We usually employ armed guard on board the vessels on time and spot charters that transit areas where Somali pirates operate. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention hijacking as a result of an act of piracy against our vessels, or an increase in cost, or unavailability of insurance for our vessels, could have a material adverse impact on our business, financial condition and results of operations.

***Our operations outside the United States expose us to global risks, such as political conflict and terrorism, that may interfere with the operation of our vessels.***

We are an international company and primarily conduct our operations outside the United States. Changing economic, political and governmental conditions in the countries where we are engaged in business or where our vessels are registered affect us. In the past, political conflicts, particularly in the Arabian Gulf, resulted in attacks on vessels, mining of waterways and other efforts to disrupt shipping in the area. For example, in October 2002, the vessel *Limburg* (which is not affiliated with our Company) was attacked by terrorists in Yemen. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea. Following the terrorist attack in New York City on September 11, 2001 and more recent attacks in other parts of the world, and the military response of the United States and other nations, including the conflict in Iraq, the likelihood of future acts of terrorism may increase, and our vessels may face higher risks of being attacked. In addition, future hostilities or other political instability in regions where our vessels trade could affect our trade patterns and adversely affect our operations and performance. If the current threat by Iran to close the Straits of Hormuz becomes an actuality, it could adversely affect the availability of and demand for crude oil and petroleum products, as well as LPG, and negatively affect our investment and our customers investment decisions over an extended period of time. In addition, sanctions against oil exporting countries such as Iran, Sudan and Syria may also impact the availability of crude oil, petroleum products and LPG and which would increase the availability of applicable vessels thereby impacting negatively charter rates.

Terrorist attacks, or the perception that LPG or natural gas facilities or oil refineries and LPG carriers, natural gas carriers or product carriers are potential terrorist targets, could materially and adversely affect the continued supply of LPG, natural gas and refined petroleum products to the United States and to other countries. Concern that LPG and natural gas facilities may be targeted for attack by terrorists has contributed to a significant community and environmental resistance to the construction of a number of natural gas facilities, primarily in North America. If a terrorist incident involving a gas facility or gas carrier did occur, the incident may adversely affect necessary LPG facilities or natural gas facilities currently in operation. Furthermore, future terrorist attacks could result in increased volatility of the financial markets in the United States and globally and could result in an economic recession in the United States or the world. Any of these occurrences could have a material adverse impact on our operating results, revenues and costs.

***Our vessels may call on ports located in countries that are subject to sanctions and embargoes imposed by the U.S. or other governments, which could adversely affect our reputation and the market for our common stock.***

From time to time on charterers' instructions, our vessels have called and may again call on ports located in countries subject to sanctions and embargoes imposed by the United States government and countries identified by the United States government as state sponsors of terrorism, such as Cuba, Iran, Sudan and Syria. The U.S. sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same

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covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time. In 2010, the U.S. enacted the Comprehensive Iran Sanctions Accountability and Divestment Act ( CISADA ), which expanded the scope of the Iran Sanctions Act of 1996. Among other things, CISADA expands the application of the prohibitions involving Iran to include ships or shipping services by non-U.S. companies, such as our company, with respect to the supply or export of refined petroleum or petroleum products. On November 21, 2011, the President of the United States issued Executive Order 13590, which expands the existing energy-related sanctions under the Iran Sanctions Act. In addition, the U.S. Congress is currently considering the enactment of the Iran, North Korea and Syria Nonproliferation Reform and Modernization Act of 2011, which would, among other things, provide for the imposition of sanctions, including prohibitions on investments by U.S. persons and a 180-day prohibition on a vessel landing at any U.S. port after landing in such countries, on companies or persons that provide certain shipping services to or from Iran, North Korea or Syria. If enacted, this act would apply to our charterers as well as to us.

During the three year period ended December 31, 2011, two port calls in Iran were made by one of the vessels in our fleet, under a bareboat charter. Although we believe that we are in compliance with all applicable sanctions and embargo laws and regulations and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may vary or may be subject to changing interpretations. Any such violation could result in fines or other penalties and could result in some investors deciding, or being required, to divest their interest, or not to invest, in the Company. Additionally, some investors may decide to divest their interest, or not to invest, in the Company simply because we do business with companies that do business in sanctioned countries. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation.

**Risks Related To Our Business**

*We are dependent on the ability and willingness of our charterers to honor their commitments to us for all our revenues.*

We derive all our revenues from the payment of charter hire by charterers. The ability and willingness of each of our counterparties to perform their obligations under charter agreements with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the LPG carrier, refined petroleum product carrier and oil tanker sectors of the shipping industry and the overall financial condition of the counterparties. In addition, in depressed market conditions, there have been reports of charterers renegotiating their charters or defaulting on their obligations under charters and our charterers may fail to pay charter hire or attempt to renegotiate charter rates. For instance, in the second quarter of 2011 we agreed to a 10% reduction in the daily charter rate payable under the bareboat charter for one of our product carriers. The bareboat charters on which we deploy the tankers in our fleet, generally provide for charter rates that are above current spot market rates. Should a counterparty fail to honor its obligations under agreements with us, it may be difficult to secure substitute employment for such vessel, and any new charter arrangements we secure in the spot market or on bareboat or time charters could be at lower rates. If we lose a charter, we may be unable to re-deploy the related vessel on terms as favorable to us. We would not receive any revenues from such a vessel while it remained unchartered, but we may be required to pay expenses necessary to maintain the vessel in proper operating condition, insure it and service any indebtedness secured by such vessel. The failure by charterers to meet their obligations to us or an attempt by charterers to renegotiate our charter agreements could have a material adverse effect on our revenues, results, operations and financial condition.

*Charters at attractive rates may not be available when the charters for our current vessels expire, which would have an adverse impact on our revenues and financial condition.*

As of April 20, 2012, of our 37 vessels, 15 and 18 were under bareboat charter and time charter respectively, while four were deployed in the spot market. We have arranged a five year charter with an affiliate of ours for



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our additional newbuilding LPG carrier, which is scheduled to be delivered to us in May 2012. As of April 20, 2012, 80% of our anticipated fleet days are covered by period charter contracts for the remainder of 2012 and 55% for 2013, with bareboat and time charters for nine of our vessels scheduled to expire in 2012. We are exposed to fluctuations in the charter market for the remaining anticipated voyage days that are not covered by fixed-rate contracts, and to the extent the counterparties to our fixed-rate charter contracts fail to honor their obligations to us. When the current charters for our fleet expire or are terminated, it may not be possible to re-charter these vessels at similar rates, or at all, or to secure charters for our newbuilding LPG carriers at similarly profitable rates, or at all. As a result, we may have to accept lower rates or experience off hire time for our vessels, which would adversely impact our revenues, results of operations and financial condition.

***We depend upon a few significant customers for a large part of our revenues. The loss of one or more of these customers could adversely affect our financial performance.***

In our operating history we have derived a significant part of our revenue from a small number of charterers. For the year ended December 31, 2010, approximately 43% of our revenues were derived from our four largest charter customers. For the year ended December 31, 2011 we had one customer that we derived more than 10% of our revenues from, namely Petredec, that accounted for 14% of our revenues. However, we anticipate a limited number of customers will continue to represent significant amounts of our revenue. If these customers cease doing business or do not fulfill their obligations under the charters for our vessels, due to the increasing financial pressure on these customers or otherwise, our results of operations and cash flows could be adversely affected. Further, if we encounter any difficulties in our relationships with these charterers, our results of operations, cash flows and financial condition could be adversely affected.

***Our loan agreements or other financing arrangements contain restrictive covenants that may limit our liquidity and corporate activities.***

Our loan agreements impose, and our future financing arrangements may impose, operating and financial restrictions on us. These restrictions may limit our ability to:

incur additional indebtedness;

create liens on our assets;

sell capital stock of our subsidiaries;

make investments;

engage in mergers or acquisitions;

pay dividends; and

make capital expenditures.

Our loan agreements require us to maintain specified financial ratios, satisfy financial covenants and contain cross-default clauses. These financial ratios and covenants include requirements that we:

maintain minimum cash balances in a pledged account with the lender at all times;

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ensure that our leverage, which is defined as total debt net of cash/total market adjusted assets, does not at any time exceed 80%;

maintain a ratio of the aggregate market value of the vessels securing the loan to the principal amount outstanding under such loan at all times in excess of (i) 130% under our loan agreement with Fortis Bank-Athens Branch and NIBC Bank N.V. and (ii) 125% under our loan agreements with Deutsche Bank, DnB NOR Bank ASA, DVB Bank S.E., Nordic Branch, EFG Eurobank Ergasias S.A., Emporiki Bank, National Bank of Greece and Scotiabank; and

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ensure that our ratio of EBITDA to interest expense over the preceding twelve months is at all times more than 2.5 times. Our loan agreements also require that members of the Vafias family at all times own at least 15% of our outstanding capital stock and include restrictions on the payment of dividends.

As of December 31, 2011, the Company was in compliance with the original covenants or had waivers amending the original covenants such that it was in compliance. With respect to one facility under which a total of \$29.3 million was outstanding as of December 31, 2011, the Company had obtained a waiver until March 31, 2012 reducing the required loan to value ratio to 110%. Upon expiry on March 31, 2012, the Company is not in compliance with this covenant. Management has the intention and ability to cure this breach and as a result the Company may be required to prepay debt or provide additional collateral to its lenders in the form of cash in order to regain compliance with this covenant in the total amount of approximately \$2.0 million which has been classified as restricted cash as of December 31, 2011. If not remedied when requested, this non-compliance would constitute an event of default and could result in the lender requiring immediate repayment of the loans.

As a result of the restrictions in our loan agreements, or similar restrictions in our future financing arrangements with respect to future vessels which we have yet to identify, we may need to seek permission from our lenders in order to engage in some corporate actions. Our lenders interests may be different from ours, and we may not be able to obtain their permission when needed. This may prevent us from taking actions that we believe are in our best interest.

A failure by us to meet our payment and other obligations, including our financial covenants and security coverage requirement, could lead to defaults under our secured loan agreements. Our lenders could then accelerate our indebtedness and foreclose on our fleet. The loss of our vessels would mean we could not run our business.

***The market values of our vessels may decrease, which could cause us to breach covenants in our credit and loan facilities, and could have a material adverse effect on our business, financial condition and results of operations.***

Our loan agreements for our borrowings, which are secured by liens on our vessels, contain various financial covenants, including requirements that relate to our financial condition, operating performance and liquidity. For example, we are required to maintain a minimum equity ratio that is based, in part, upon the market value of the vessels securing the applicable loan, as well as a minimum ratio of the market value of vessels securing a loan to the principal amount outstanding under such loan. The market value of LPG carriers, product carriers and crude oil tankers is sensitive to, among other things, changes in the LPG carrier, product carrier and crude oil tanker charter markets, with vessel values deteriorating in times when LPG carrier and product carrier charter rates are falling and improving when charter rates are anticipated to rise. Lower charter rates in the LPG carrier, product carrier and crude oil tanker markets coupled with the difficulty in obtaining financing for vessel purchases have adversely affected LPG carrier and, to a greater extent, product carrier and Aframax tanker values. A continuation of these conditions would lead to a significant decline in the fair market values of our vessels, which may result in our not being in compliance with these loan covenants. For instance, upon expiry of a waiver that reduced the security coverage requirement for the period from December 31, 2010 to March 31, 2012 we are not in compliance with the security cover covenant in our Deutsche Bank credit facility. As a result, the Company may be required to prepay debt or provide additional collateral to its lenders in the form of cash in order to regain compliance with this covenant in the total amount of approximately \$2.0 million which has been classified as restricted cash as of December 31, 2011. Our lender's interests may be different from ours, and we may not be able to obtain their permission when needed. Furthermore, if the value of our vessels deteriorates significantly, we may have to record an impairment adjustment in our financial statements, which would adversely affect our financial results and further hinder our ability to raise capital.

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A failure to comply with our covenants and/or obtain covenant waivers or modifications, could result in our lenders requiring us to post additional collateral, enhance our equity and liquidity, increase our interest payments or pay down our indebtedness to a level where we are in compliance with our loan covenants, sell vessels in our fleet, accelerate our indebtedness, which would impair our ability to continue to conduct our business. If our indebtedness is accelerated, we might not be able to refinance our debt or obtain additional financing and could lose our vessels if our lenders foreclose their liens. In addition, if we find it necessary to sell our vessels at a time when vessel prices are low, we will recognize losses and a reduction in our earnings, which could affect our ability to raise additional capital necessary for us to comply with our loan agreements.

*We may be unable to draw down the full amount of our credit facilities if the market values of our vessels decline, which could adversely affect our ability to complete the acquisition of our LPG carrier newbuilding.*

There are restrictions on the amount of cash that can be advanced to us under our credit facilities based on the market value and employment of the vessel or vessels in respect of which the advance is being made. If the market value of our vessels declines further, or, in some cases, are not able to secure suitable employment for our vessels, we may not be able to draw down the full amount of our committed credit facilities, obtain other financing or incur debt on terms that are acceptable to us, or at all. In such an event, our ability to complete the acquisition of our remaining newbuilding LPG carrier, which we intend to partially finance with borrowings under a committed credit facility, could be adversely affected and we could lose the deposits made on such vessels, or we may have to reduce our existing cash balances in order to pay for the delivery of the vessel.

*Global economic conditions and disruptions in world financial markets could have a material adverse impact on our results of operations, financial condition and cash flows.*

Global economic conditions and financial markets were severely disrupted and volatile in 2008 and 2009 and, while generally stabilizing in 2010, remain subject to significant vulnerabilities in the year-to-date, such as the deterioration of fiscal balances and the rapid accumulation of public debt, continued deleveraging in the banking sector and limited supply of credit. Credit markets and the debt and equity capital markets were exceedingly distressed in 2008 and 2009, and only marginally rebounded since 2010. The credit crisis in Greece, for example, and concerns over debt levels of certain other European Union member states, has increased volatility in global credit and equity markets. These issues, along with the re-pricing of credit risk and the difficulties currently experienced by financial institutions have made, and will likely continue to make, it difficult to obtain financing. As a result of the disruptions in the credit markets, many lenders have increased interest rates, enacted tighter lending standards, required more restrictive terms (including higher collateral ratios for advances, shorter maturities and smaller loan amounts), or refused to refinance existing debt at all or on terms similar to our current debt. Furthermore, certain banks that have historically been significant lenders to the shipping industry reduced or ceased lending activities in the shipping industry. New banking regulations, including larger capital requirements and the resulting policies adopted by lenders, could reduce lending activities. We may experience difficulties obtaining financing commitments or be unable to fully draw on the capacity under our committed credit facilities in the future or refinance our credit facilities when our current facilities mature if our lenders are unwilling to extend financing to us or unable to meet their funding obligations due to their own liquidity, capital or solvency issues. We cannot be certain that financing will be available on acceptable terms or at all. If financing is not available when needed, or is available only on unfavorable terms, we may be unable to meet our future obligations as they come due. Our failure to obtain the funds for these capital expenditures could have a material adverse effect on our business, results of operations and financial condition, as well as our cash flows. In the absence of available financing, we also may be unable to take advantage of business opportunities or respond to competitive pressures. In addition, as a result of the ongoing economic turmoil in Greece resulting from the sovereign debt crisis and the related austerity measures implemented by the Greek government, we face the risk that strikes, work stoppages, civil unrest and violence within Greece may disrupt our shoreside operations and those of our managers located in Greece.

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***We currently maintain all of our cash and cash equivalents with a limited number of financial institutions which subjects us to credit risk.***

We currently maintain all of our cash and cash equivalents with a limited number of financial institutions located in the United States, United Kingdom, Germany, The Netherlands and Greece. We do not expect any of our balances to be covered by insurance in the event of default by any of these financial institutions. The occurrence of such a default, or in the case of restrictions in capital movements by these institutions or countries could therefore have a material adverse effect on our business, financial condition, results of operations and cash flows, and we may lose part or all of our cash that we have deposited with such financial institutions.

***Our ability to obtain additional debt financing may be dependent on the performance of our then existing charters and the creditworthiness of our charterers.***

The actual or perceived credit quality of our charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional vessels or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing at all or at a higher than anticipated cost may materially affect our results of operation and our ability to implement our business strategy.

***A significant increase in our debt levels may adversely affect us and our cash flows.***

As of April 1, 2012 we had outstanding indebtedness of \$363.2 million and we expect to incur further indebtedness as we finance the remaining purchase price of one newbuilding vessel. This increase in the level of indebtedness and the need to service the indebtedness may impact our profitability and cash available for growth of our fleet, working capital and dividends. Additionally, any increase in the present interest rate levels may increase the cost of servicing our indebtedness with similar results.

To finance our future fleet expansion program beyond our current fleet, we expect to incur additional secured debt. We will have to dedicate a portion of our cash flow from operations to pay the principal and interest on our debt. These payments will limit funds otherwise available for working capital, capital expenditures, dividends and other purposes. The need to service our debt may limit our funds available for other purposes, including distributing cash to our stockholders, and our inability to service our debt could lead to acceleration of our debt and foreclosure on our fleet.

Moreover, carrying secured indebtedness exposes us to increased risks if the demand for LPG, oil or oil-related transportation drops significantly and charter rates and vessel values are adversely affected.

***The derivative contracts we have entered into to hedge our exposure to fluctuations in interest rates and foreign currency exchange rates could result in higher than market interest rates and reductions in our stockholders' equity, as well as charges against our income.***

We have entered into interest rate swaps for purposes of managing our exposure to fluctuations in interest rates applicable to indebtedness under our credit facilities which were advanced at floating rates based on LIBOR. Our hedging strategies, however, may not be effective and we may incur substantial losses if interest rates or currencies move materially differently from our expectations.

To the extent our existing interest rate swaps do not, and future derivative contracts may not, qualify for treatment as hedges for accounting purposes, as is the case for our existing interest rate swaps, with an aggregate notional amount of \$135.8 million as of April 1, 2012, we recognize fluctuations in the fair value of such contracts in our statement of operations. In addition, changes in the fair value of our derivative contracts, even those that qualify for treatment as hedges, are recognized in Other Comprehensive Income on our balance sheet, and can affect compliance with the net worth covenant requirements in our credit facilities. Our financial condition could also be materially adversely affected to the extent we do not hedge our exposure to interest rate

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fluctuations under our financing arrangements under which loans have been advanced at a floating rate based on LIBOR.

In addition, in order to hedge our exposure to Japanese Yen, in respect of our obligations in Japanese Yen for the constructions of vessels in Japan, we may enter into currency hedging arrangements. As of December 31, 2010 we had an aggregate of \$28.2 million (based on an average agreed U.S. dollar/Japanese Yen exchange rate of \$1.00/¥97.30) under such arrangements. As of December 31, 2011 we did not have any arrangements outstanding, however, we still had contractual payments to the yard of ¥3.3 billion until the delivery of the last vessel in May 2012, and we may enter into new transactions in the spot or forward exchange rate market. We recognize fluctuations in the fair value of such contracts in our statement of operations.

Any hedging activities we engage in may not effectively manage our interest rate and foreign exchange exposure or have the desired impact on our financial conditions or results of operations.

***Because we generate all of our revenues in U.S. dollars but incur a portion of our expenses in other currencies, exchange rate fluctuations could adversely affect our results of operations.***

We generate all of our revenues in U.S. dollars and the majority of our expenses are also in U.S. dollars. However, a small portion of our overall expenses, mainly executive compensation, is incurred in Euros. This could lead to fluctuations in net income due to changes in the value of the U.S. dollar relative to the other currencies, in particular the Euro. Expenses incurred in foreign currencies against which the U.S. dollar falls in value can increase, decreasing our net income.

***We are dependent on our relationship with the Vafias Group and Stealth Maritime.***

As of April 1, 2012, Stealth Maritime served as the technical manager for 12 of the vessels in our fleet while subcontracting the technical management of the remaining vessels in our fleet to other technical managers including five ships to Brave Maritime, which is affiliated with Stealth Maritime. We are accordingly dependent upon our fleet manager, Stealth Maritime, for the administration, chartering and operations supervision of our fleet. We also intend to continue to reimburse our fleet manager, Stealth Maritime, for the salaries of our Chief Executive Officer, Deputy Chairman and Executive Director, Chief Financial Officer and Internal Auditor, who are employees of Stealth Maritime. Stealth Maritime is a privately-owned company controlled by the Vafias Group and about which there is little public information. We depend on our relationship with the Vafias Group for:

our recognition and acceptance in the LPG carrier sector and, to a lesser extent, product carrier sector, including our ability to attract charterers;

relations with charterers and charter brokers;

operational expertise; and

management experience.

The loss of Stealth Maritime's services or its failure to perform its obligations to us properly for financial or other reasons could materially and adversely affect our business and the results of our operations. Although we may have rights against Stealth Maritime if it defaults on its obligations to us, you will have no recourse against Stealth Maritime. In addition, we might not be able to find a replacement manager on terms as favorable as those currently in place with Stealth Maritime. Further, we expect that we will need to seek approval from our lenders to change our manager.

***We depend on third party managers to manage part of our fleet.***

Stealth Maritime subcontracts the technical management of our fleet for those 11 vessels either on time charter or spot employment that are not managed by Stealth Maritime, as of April 1, 2012, including crewing,



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operation, maintenance and repair, to third party managers. The loss of their services or their failure to perform their obligations could materially and adversely affect the results of our operations. Although we may have rights against these managers if they default on their obligations, you will have no recourse against these parties. In addition, we might not be able to find replacement technical managers on terms as favorable as those currently in place. Further, in certain circumstances, we expect that we will need to seek approval from our lenders under the terms of certain of our credit facilities to change these third party managers with respect to certain of the vessels in our fleet.

***We may enter into certain significant transactions with companies affiliated with the Vafias Group which may result in conflicts of interests.***

In addition to our management contract with Stealth Maritime, a company controlled by the Vafias Group and the Vafias family, of which our Chief Executive Officer is a member, we may enter into other transactions with companies affiliated with the Vafias Group such as the two charters we entered into in April 2012. Such transactions could create conflicts of interest that could adversely affect our business or your interests as holders of our common stock, as well as our financial position, results of operations and our future prospects.

***Our directors and officers may in the future hold direct or indirect interests in companies that compete with us.***

Our directors and officers each have a history of involvement in the shipping industry and may in the future, directly or indirectly, hold investments in companies that compete with us. In that case, they may face conflicts between their own interests and their obligations to us.

***Stealth Maritime and companies affiliated with Stealth Maritime, including Brave Maritime, may acquire vessels that compete with our fleet.***

It is possible that Stealth Maritime or companies affiliated with Stealth Maritime could, in the future, agree to manage vessels that compete directly with ours. As long as Stealth Maritime is our fleet manager, Stealth Maritime has granted us a right of first refusal to acquire any LPG carrier, which Stealth Maritime, its principals or any of their controlled affiliates may acquire in the future. In addition, Stealth Maritime has agreed that it will not charter-in any LPG carrier without first offering the opportunity to charter-in such vessel to us. Were we, however, to decline any such opportunity offered to us or if we do not have the resources or desire to accept any such opportunity, Stealth Maritime could retain and manage the vessel. This right of first refusal does not cover product carriers or crude oil tankers. In addition, these restrictions, including the right of first refusal, do not apply to Brave Maritime. Furthermore, this right of first refusal does not prohibit Stealth Maritime from managing vessels owned by unaffiliated third parties in competition with us. In such cases, they could compete with our fleet and may face conflicts between their own interests and their obligations to us. In the future, we may also consider further diversifying into wet, dry or other gas shipping sectors, which, like product carriers and crude oil tankers is not covered by the right of first refusal agreement with Stealth Maritime. Any such vessels would be in competition with Stealth Maritime and companies affiliated with Stealth Maritime. Stealth Maritime might be faced with conflicts of interest with respect to their own interests and their obligations to us that could adversely affect our business and your interests as stockholders.

***As our fleet has grown in size, we have needed to improve our operations and financial systems, staff and crew; if we cannot maintain these systems or continue to recruit suitable employees, our business and results of operations may be adversely affected.***

We rapidly expanded our fleet since our initial public offering in October 2005, and as a consequence of this Stealth Maritime has invested considerable sums in upgrading its operating and financial systems, as well as hiring additional well-qualified personnel to manage the vessels now managed by Stealth Maritime. In addition, as we have expanded our fleet, we have had to rely on our technical managers to recruit suitable additional seafarers and shore side administrative and management personnel. Stealth Maritime and those technical



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managers may not be able to continue to hire suitable employees to the extent we continue to expand our fleet. Our vessels, in particular our LPG carriers, require a technically skilled staff with specialized training. If the technical managers' crewing agents are unable to employ such technically skilled staff, they may not be able to adequately staff our vessels. If Stealth Maritime is unable to operate our financial and operations systems effectively or our technical managers are unable to recruit suitable employees as we expand our fleet, our results of operation may be adversely affected.

***Delays in the delivery of our additional newbuilding LPG carrier could harm our operating results.***

In 2008 we agreed to acquire five newbuilding LPG carriers from a Japanese yard. As of April 1, 2012 we have taken delivery of four out of the five LPG carriers. The remaining newbuilding LPG carrier is expected to be delivered to us in May 2012. Delays in the delivery of this vessel, or any secondhand vessels we may agree to acquire, would delay our receipt of revenues generated by these vessels and, to the extent we have arranged charter employment for these vessels, could possibly result in the cancellation of those charters, and therefore adversely affect our anticipated results of operations. Although this would delay our funding requirements for the installment payments to purchase these vessels, it would also delay our receipt of contracted revenues under the charters for such vessels. The delivery of the newbuilding could also be delayed because of, among other things: work stoppages or other labor disturbances; bankruptcy or other financial crisis of the shipyard building the vessel; weather interference or catastrophic event, such as a major earthquake, tsunami or fire; our requests for changes to the original vessel specifications; requests from our customers, with whom we have arranged charters for such vessels, to delay construction and delivery of such vessels due to weak economic conditions and shipping demand and a dispute with the shipyard building the vessel.

In addition, the refund guarantors under our newbuilding contracts, which are banks, financial institutions and other credit agencies, may also be affected by financial market conditions in the same manner as our lenders and, as a result, may be unable or unwilling to meet their obligations under their refund guarantees. If our shipbuilders or refund guarantors are unable or unwilling to meet their obligations to us, this will impact our acquisition of vessels and may materially and adversely affect our operations and our obligations under our credit facilities. In 2009, due to certain technical defects in the specifications of the vessel which became apparent to us, we cancelled the delivery of a newbuilding medium range product carrier for which we had contracted, in connection with which we forfeited a \$5.75 million deposit and agreed to pay a cancellation fee of \$10.75 million, and cancelled its arranged bareboat charter.

The delivery of any secondhand vessels we may agree to acquire could be delayed because of, among other things, hostilities or political disturbances, non-performance of the purchase agreement with respect to the vessels by the seller, our inability to obtain requisite permits, approvals or financing or damage to or destruction of the vessels while being operated by the seller prior to the delivery date.

***If we fail to manage our growth properly, we may not be able to successfully expand our market share.***

As and when market conditions permit, we intend to continue to prudently grow our fleet over the long term. The potential acquisition of additional vessels could impose significant additional responsibilities on our management and staff, and may necessitate that we, and they, increase the number of personnel. In the future, we may not be able to identify suitable vessels, acquire vessels on advantageous terms or obtain financing for such acquisitions. Any future growth will depend on:

locating and acquiring suitable vessels;

identifying and completing acquisitions or joint ventures;

integrating any acquired business successfully with our existing operations;

expanding our customer base; and

obtaining required financing.



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Growing a business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty in obtaining additional qualified personnel, managing relationships with customers and our commercial and technical managers and integrating newly acquired vessels into existing infrastructures. We may not be successful in executing any growth initiatives and may incur significant expenses and losses in connection therewith.

*We may be unable to attract and retain key management personnel and other employees in the shipping industry, which may negatively affect the effectiveness of our management and our results of operation.*

Our success depends to a significant extent upon the abilities and efforts of our management team, including our Chief Executive Officer, Harry Vafias, our Chief Financial Officer, Konstantinos Sistovaris, and our Deputy Chairman and Executive Director, Lambros Babilis. In addition, Harry Vafias is a member of the Vafias family, which controls the Vafias Group, which in turn controls Stealth Maritime, our fleet manager. Our success will depend upon our and Stealth Maritime's ability to hire and retain qualified managers to oversee our operations. The loss of any of these individuals could adversely affect our business prospects and financial condition. Difficulty in hiring and retaining personnel could adversely affect our results of operations. We do not have employment agreements directly with our Chief Executive Officer or Chief Financial Officer who are technically employees of Stealth Maritime, our fleet manager, although under our management agreement with Stealth Maritime, our relationship with each of our Chief Executive Officer and Chief Financial Officer is governed by terms substantially similar to those typically included in employment agreements. We do not have an employment agreement with Lambros Babilis, our Deputy Chairman and Executive Director. We do not intend to maintain key man life insurance on any of our officers.

*In the highly competitive international LPG carrier, product carrier and crude oil tanker markets, we may not be able to compete for charters with new entrants or established companies with greater resources.*

We deploy our vessels in highly competitive markets that are capital intensive. Competition arises primarily from other vessel owners, some of which have greater resources than we do. Competition for the transportation of LPG, refined petroleum products and oil can be intense and depends on price, location, size, age, condition and the acceptability of the vessel and its managers to the charterers. Competitors with greater resources could enter and operate larger LPG carrier fleets through consolidations or acquisitions, and many larger fleets already compete with us in each of these sectors may be able to offer more competitive prices and fleets.

*We have acquired three medium range product carriers and one Aframax crude oil tanker; however, we principally operate in one sector of the shipping industry, the seaborne transport of LPG, and our lack of a diversified business could adversely affect us.*

Unlike many other shipping companies, which may carry dry bulk, crude oil, oil products or products or goods shipped in containers, we currently depend primarily on the transport of LPG. The vast majority of our revenue has been and is expected to be derived from this single source—the seaborne transport of LPG. Due to our lack of a more diversified business model, adverse developments in the LPG sector have a significantly greater impact on our financial conditions and results of operations than if we maintained more diverse assets or lines of business.

*We have expanded into the product carrier sector and into the crude oil tanker sector and we may not be able to successfully execute this expansion, or any further expansion, in such sectors or any other sectors, such as dry or other wet or gas shipping sectors we choose to expand into, which could have an adverse effect on our business, results of operation and financial condition.*

We have expanded into the product carrier sector with the acquisition of three medium range product carriers and into the crude oil tanker sector with one Aframax tanker. In the future, we may further expand in these sectors or into dry or other wet or other gas shipping sectors if opportunities arise. We have limited

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experience in these sectors, including the product carrier and crude oil tanker sectors, and an inability to successfully execute our recent expansion into these sectors or any such future expansion plans could:

be costly;

distract us from our core LPG carrier business; and

divert management resources,  
each of which could have an adverse effect on our business, results of operation and financial condition.

***Purchasing and operating previously owned, or secondhand, vessels may result in increased operating costs and vessels off-hire, which could adversely affect our revenues.***

Our examination of secondhand vessels, which may not include physical inspection prior to purchase, does not provide us with the same knowledge about their condition and cost of any required (or anticipated) repairs that we would have had if these vessels had been built for and operated exclusively by us. Generally, we do not receive the benefit of warranties on secondhand vessels.

In general, the costs of maintaining a vessel in good operating condition increase with its age. As of April 1, 2012, the average age of the 33 LPG carriers in our fleet was approximately 10.8 years, while two of our three medium range product carriers were built in 2008 and the third in 2009 and the Aframax tanker in our fleet was built in 2010. Older vessels are typically less fuel efficient and more costly to maintain than more recently constructed vessels due to improvements in engine technology. Cargo insurance rates increase with the age of a vessel, making older vessels less desirable to charterers.

Governmental regulations, safety or other equipment standards related to the age of vessels may require expenditures for alterations, or the addition of new equipment, to our vessels and may restrict the type of activities in which the vessels may engage. As our vessels age, market conditions may not justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives. If we sell vessels, the sales prices may not equal and could be less than their carrying values at that time.

***The shipping industry has inherent operational risks that may not be adequately covered by our insurance.***

We procure hull and machinery insurance, protection and indemnity insurance, which includes environmental damage and pollution insurance coverage, insurance and war risk insurance for our fleet. While we endeavor to be adequately insured against all known risks related to the operation of our ships, there remains the possibility that a liability may not be adequately covered. We may not be able to obtain adequate insurance coverage for our fleet in the future. The insurers may not pay particular claims. Even if our insurance coverage is adequate, we may not be able to timely obtain a replacement vessel in the event of a loss. Our insurance policies contain deductibles for which we will be responsible and limitations and exclusions which may increase our costs or lower our revenue.

***Our major stockholder exerts considerable influence on the outcome of matters on which our stockholders are entitled to vote and his interests may be different from yours.***

Our major stockholder, our Chief Executive Officer, including through a company he controls, owns approximately 20.4% of our outstanding common stock as of April 1, 2012 and exerts considerable influence on the outcome of matters on which our stockholders are entitled to vote, including the election of our entire Board of Directors and other significant corporate actions. The interests of this stockholder may be different from your interests.

***We may have to pay tax on United States-source income, which would reduce our earnings.***

Under the United States Internal Revenue Code of 1986, as amended, or the Code, 50% of the gross shipping income of vessel owning or chartering corporations, such as our subsidiaries, that is attributable to



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transportation that begins or ends, but does not both begin and end, in the United States is characterized as United States-source shipping income. United States-source shipping income is subject to either a (i) 4% United States federal income tax without allowance for deductions or (ii) taxation at the standard United States federal income tax rates (and potentially to a 30% branch profits tax), unless derived by a corporation that qualifies for exemption from tax under Section 883 of the Code and the Treasury Regulations promulgated thereunder.

Generally, we and our subsidiaries will qualify for this exemption for a taxable year if our shares are treated as primarily and regularly traded on an established securities market in the United States. Our shares of common stock will be so treated if (i) the aggregate number of our shares of common stock traded during such year on an established securities market in the United States exceeds the aggregate number of our shares of common stock traded during that year on established securities markets in any other single country, (ii) either (x) our shares of common stock are regularly quoted during such year by dealers making a market in our shares or (y) trades in our shares of common stock are effected, other than in de minimis quantities, on an established securities market in the United States on at least 60 days during such taxable year and the aggregate number of our shares of common stock traded on an established securities market in the United States during such year equals at least 10% of the average number of our shares of common stock outstanding during such taxable year and (iii) our shares of common stock are not closely held during such taxable year. For these purposes, our shares of common stock will be treated as closely held during a taxable year if, for more than one-half the number of days in such taxable year, one or more persons each of whom owns either directly or under applicable attribution rules, at least 5% of our shares of common stock, own, in the aggregate, 50% or more of our shares of common stock, unless we can establish, in accordance with applicable documentation requirements, that a sufficient number of the shares of common stock in the closely-held block are owned, directly or indirectly, by persons that are residents of foreign jurisdictions that provide United States shipping companies with an exemption from tax that is equivalent to that provided by Section 883 to preclude other stockholders in the closely-held block from owning 50% or more of the closely-held block of shares of common stock.

We believe that it is currently the case, and may also be the case in the future, that, one or more persons each of whom owns, either directly or under applicable attribution rules, at least 5% of our shares of common stock own, in the aggregate, 50% or more of our shares of common stock. In such circumstances, we and our subsidiaries may qualify for the exemption provided in Section 883 of the Code only if a sufficient number of shares of the closely-held block of our shares of common stock were owned or treated as owned by qualified stockholders so it could not be the case that, for more than half of the days in the taxable year, the shares of common stock in the closely-held block not owned or treated as owned by qualified stockholders represented 50% or more of our shares of common stock. For these purposes, a qualified stockholder includes an individual that owns or is treated as owning shares of our common stock and is a resident of a jurisdiction that provides an exemption that is equivalent to that provided by Section 883 of the Code and certain other persons; provided in each case that such individual or other person complies with certain documentation and certification requirements set forth in the Section 883 regulations and designed to establish status as a qualified stockholder.

Our Chief Executive Officer, who beneficially owned approximately 20.4% of our shares of common stock as of April 1, 2012, has entered into an agreement with us regarding his compliance, and the compliance by certain entities that he controls and through which he owns our shares, with the certification procedures designed to establish status as a qualified stockholder. In certain circumstances, his compliance and the compliance of such entities he controls with the terms of that agreement may enable us and our subsidiaries to qualify for the benefits of Section 883 even where persons (each of whom owns, either directly or under applicable attribution rules, 5% or more of our shares) own, in the aggregate, more than 50% of our outstanding shares. However, his compliance and the compliance of such entities he controls with the terms of that agreement may not enable us or our subsidiaries to qualify for the benefits of Section 883. We or any of our subsidiaries may not qualify for the benefits of Section 883 for any year.

If we or our subsidiaries do not qualify for the exemption under Section 883 of the Code for any taxable year, then we or our subsidiaries would be subject for those years to the 4% United States federal income tax on

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gross United States shipping income or, in certain circumstances, to net income taxation at the standard United States federal income tax rates (and potentially also to a 30% branch profits tax). The imposition of such tax could have a negative effect on our business and would result in decreased earnings available for distribution to our stockholders.

*United States tax authorities could treat us as a passive foreign investment company, which could have adverse United States federal income tax consequences to United States holders.*

A foreign corporation will be treated as a passive foreign investment company, or PFIC, for United States federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of passive income or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of those types of passive income. For purposes of these tests, passive income includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute passive income and working capital and similar assets held pending investment in vessels will generally be treated as an asset which produces passive income. United States stockholders of a PFIC are subject to a disadvantageous United States federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

In connection with determining our PFIC status we treat and intend to continue to treat the gross income that we derive or are deemed to derive from our time chartering and voyage chartering activities as services income, rather than rental income. We believe that our income from time chartering and voyage chartering activities does not constitute passive income and that the assets that we own and operate in connection with the production of that income do not constitute assets held for the production of passive income. We treat and intend to continue to treat, for purposes of the PFIC rules, the income that we derive from bareboat charters as passive income and the assets giving rise to such income as assets held for the production of passive income. There is, however, no legal authority specifically under the PFIC rules regarding our current and proposed method of operation and it is possible that the Internal Revenue Service, or IRS, may not accept our positions and that a court may uphold such challenge, in which case we and certain of our subsidiaries could be treated as PFICs. In this regard we note that a recent federal court decision addressing the characterization of time charters concludes that they constitute leases for federal income tax purposes and employs an analysis which, if applied to our time charters, could result in our treatment and the treatment of our vessel-owning subsidiaries as PFICs.

We do not believe that we were a PFIC for 2011. This belief is based in part upon our beliefs regarding the value of the assets that we hold for the production of or in connection with the production of passive income relative to the value of our other assets. Should these beliefs turn out to be incorrect, then we and certain of our subsidiaries could be treated as PFICs for 2011. In this regard we note that our beliefs and expectations regarding the relative values of our assets place us close to the threshold for PFIC status, and thus a relatively small deviance between our beliefs and expectations and actual values could result in the treatment of us and certain of our subsidiaries as PFICs. There can be no assurance that the U.S. Internal Revenue Service ( IRS ) or a court will not determine values for our assets that would cause us to be treated as a PFIC for 2011 or a subsequent year. Because our status as a PFIC for any taxable year will not be determinable until after the end of the taxable year, and depends upon our assets, income and operations in that taxable year, there can be no assurance that we will not be considered a PFIC for 2012 or any future taxable year.

If the IRS were to find that we are or have been a PFIC for any taxable year, our United States stockholders would face adverse United States tax consequences. Under the PFIC rules, unless those stockholders make an election available under the Code (which election could itself have adverse consequences for such stockholders, as discussed below under Item 10. Additional Information Tax Consequences United States Federal Income Taxation of United States Holders ), such stockholders would be liable to pay United States federal income tax at

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the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of our shares of common stock, as if the excess distribution or gain had been recognized ratably over the stockholder's holding period of our shares of common stock. See Item 10. Additional Information Tax Consequences United States Federal Income Tax Consequences United States Federal Income Taxation of United States Holders for a more comprehensive discussion of the United States federal income tax consequences to United States stockholders if we are treated as a PFIC.

***Our corporate governance practices are in compliance with the Nasdaq corporate governance standards, however, as a foreign private issuer, we are entitled to claim an exemption from certain Nasdaq corporate governance standards, and if we elected to rely on this exemption, you may not have the same protections afforded to stockholders of companies that are subject to all of the Nasdaq corporate governance requirements.***

Our corporate governance practices are in compliance with the Nasdaq corporate governance standards. As a foreign private issuer, however, we are entitled to claim an exemption from many of Nasdaq's corporate governance practices other than the requirements regarding the disclosure of a going concern audit opinion, submission of a listing agreement, notification of material non-compliance with Nasdaq corporate governance practices, and the establishment and composition of an audit committee and a formal written audit committee charter. Currently, our corporate governance practices comply with the Nasdaq corporate governance standards applicable to U.S. listed companies and we do not intend to rely on this exemption, however, if we elected to rely on this exemption, you may not have the same protections afforded to stockholders of companies that are subject to all of the Nasdaq corporate governance requirements.

***We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law.***

Our corporate affairs are governed by our articles of incorporation and bylaws and by the Marshall Islands Business Corporations Act, or BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain U.S. jurisdictions. Stockholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our public stockholders may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling stockholders than would stockholders of a corporation incorporated in a U.S. jurisdiction.

***It may be difficult to enforce service of process and enforcement of judgments against us and our officers and directors.***

We are a Marshall Islands company, and our executive offices are located outside of the United States. All of our directors and officers reside outside of the United States, and most of our assets and their assets are located outside the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons. You may also have difficulty enforcing, both in and outside the United States, judgments you may obtain in the U.S. courts against us or these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws.

There is also substantial doubt that the courts of the Marshall Islands would enter judgments in original actions brought in those courts predicated on U.S., federal or state securities laws.



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**Risks Related To Our Common Stock**

*The market price of our common stock has fluctuated widely and the market price of our common stock may fluctuate in the future.*

The market price of our common stock has fluctuated widely since our initial public offering in October 2005 and may continue to do so as a result of many factors, including our actual results of operations and perceived prospects, the prospects of our competition and of the shipping industry in general and in particular the LPG carrier and product carrier sectors, differences between our actual financial and operating results and those expected by investors and analysts, changes in analysts' recommendations or projections, changes in general valuations for companies in the shipping industry, particularly the LPG carrier and product carrier sectors, changes in general economic or market conditions and broad market fluctuations.

If the market price of our common stock again drops below \$5.00 per share, under stock exchange rules, our stockholders will not be able to use such shares as collateral for borrowing in margin accounts. This inability to use shares of our common stock as collateral may depress demand as certain institutional investors are restricted from investing in shares priced below \$5.00 and lead to sales of such shares creating downward pressure on and increased volatility in the market price of our common stock.

In order to maintain our listing on the Nasdaq Stock Market, we must continue to meet the Nasdaq minimum share price listing rule, the minimum market capitalization rule and other continued listing criteria. If our common stock were delisted, it could reduce the liquidity and market price of our common stock and negatively impact our ability to raise equity financing and access the public capital markets.

*Our Board of Directors has determined to suspend the payment of cash dividends as a result of market conditions in the international shipping industry, and until such market conditions improve, it is unlikely that we will reinstate the payment of dividends.*

In light of the volatile global economic situation, which could reduce the revenues we obtain from chartering our vessels and reduce the market value of our vessels, our Board of Directors decided, in the first quarter of 2009, to suspend dividend payments. In addition, other external factors, such as our existing loan agreements and future financing arrangements, as well as Marshall Islands law, may also restrict or prohibit our declaration and payment of dividends under some circumstances. For instance, we are not permitted to declare or pay cash dividends in any twelve month period that exceed 50% of our free cash flow in the preceding twelve month period. Due to these constraints on dividend payments we may not be able to pay regular quarterly dividends in the future. See Item 5. Operating and Financial Review and Prospects Credit Facilities Financial Covenants.

The declaration and payment of dividends will be subject at all times to the discretion of our Board of Directors. The timing and amount of future dividends will depend on our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our loan agreements or other financing arrangements, the provisions of Marshall Islands law affecting the payment of dividends and other factors. Marshall Islands law generally prohibits the payment of dividends other than from surplus or while a company is insolvent or would be rendered insolvent upon the payment of such dividends.

*Anti-takeover provisions in our organizational documents could make it difficult for our stockholders to replace or remove our current Board of Directors or have the effect of discouraging, delaying or preventing a merger or acquisition, which could adversely affect the market price of our common stock.*

Several provisions of our amended and restated articles of incorporation and bylaws could make it difficult for our stockholders to change the composition of our Board of Directors in any one year, preventing them from changing the composition of management. In addition, the same provisions may discourage, delay or prevent a merger or acquisition that stockholders may consider favorable.

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These provisions include:

authorizing our Board of Directors to issue blank check preferred stock without stockholder approval;

providing for a classified Board of Directors with staggered three-year terms;

prohibiting cumulative voting in the election of directors;

authorizing the removal of directors only for cause and only upon the affirmative vote of the holders of 80% of the outstanding shares of our common stock entitled to vote for the directors;

limiting the persons who may call special meetings of stockholders;

establishing advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted on by stockholders at stockholder meetings; and

prohibiting certain transactions with interested stockholders.

These anti-takeover provisions could substantially impede the ability of public stockholders to benefit from a change in control and, as a result, may adversely affect the market price of our common stock and your ability to realize any potential change of control premium.

**Item 4. Information on the Company**

**A. History and Development of the Company**

StealthGas Inc. was incorporated in December 2004 in the Republic of the Marshall Islands. Our registered address in the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960. The name of our registered agent at such address is The Trust Company of the Marshall Islands, Inc. Our principal executive offices are located at 331 Kifissias Avenue, Erithrea 14561 Athens, Greece. Our telephone number for calls originating from the United States is (011) (30) (210) 625-0001.

In October 2005, we completed an initial public offering of 8,000,000 of our common shares in the United States and our common shares began trading on the Nasdaq National Market and now trade on the Nasdaq Global Select Market under the symbol GASS. On August 1, 2007, we completed a follow-on public offering of 7,660,105 common shares. During 2010, we initiated a share repurchase plan under which we bought back 1,205,229 common shares in 2010 and 551,646 common shares in 2011. The shares we repurchased during 2011 are being held as treasury stock.

Prior to the initial public offering, we owned 9 LPG carriers. Since the initial public offering, we acquired an additional 38 LPG carriers, three product carriers and one Aframax crude oil tanker and sold 14 LPG carriers so that by December 31, 2011, we had a fleet of 33 LPG carriers, three product carriers, and one Aframax crude oil tanker. On January 18, 2012, we took delivery of one newbuilding LPG carrier, and on January 17, 2012, we sold one LPG carrier. As of April 1, 2012, we also had agreements to acquire an additional newbuilding LPG carrier with expected delivery in May 2012 and to sell one LPG carrier, with scheduled delivery in May 2012. Upon completion of this acquisition and disposal our fleet will be composed of 33 LPG carriers with a total capacity of 161,822 cbm, three medium range product carriers with a total capacity of 140,000 dwt and one 115,804 dwt Aframax tanker, assuming no other acquisitions or disposals.

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Our company operates through a number of subsidiaries which either directly or indirectly own the vessels in our fleet. A list of our subsidiaries, including their respective jurisdiction of incorporation, as of April 1, 2012 all of which are wholly-owned by us, is set forth in Exhibit 8 to this Annual Report on Form 20-F.

**Table of Contents****B. Business Overview**

We own a fleet of LPG carriers providing international seaborne transportation services to LPG producers and users, as well as crude oil and product carriers chartered to oil producers and refiners. In our core LPG sector, we carry various petroleum gas products in liquefied form, including propane, butane, butadiene, isopropane, propylene and vinyl chloride monomer, which are all byproducts of the production of crude oil and natural gas. The three medium range product carriers in our fleet are capable of carrying refined petroleum products such as gasoline, diesel, fuel oil and jet fuel, as well as edible oils and chemicals, while our Aframax tanker is used for carrying crude oil. We believe that we have established a reputation as a safe, cost-efficient operator of modern and well-maintained LPG carriers. We also believe that these attributes, together with our strategic focus on meeting our customers' chartering needs, has contributed to our ability to attract leading charterers as our customers and to our success in obtaining charter renewals. We are managed by Stealth Maritime, a privately owned company controlled by the Vafias Group.

As of April 1, 2012, our fleet consisted of 33 LPG carriers with an average age of 10.8 years, two 2008-built product carriers, one 2009-built product carrier and one 2010-built Aframax crude oil tanker. In addition, as of April 1, 2012, we are expecting our newbuilding LPG carrier to be delivered in May 2012. We have also entered into an agreement to sell one LPG carrier in our fleet the *Gas Kalogeros* with delivery in May 2012.

The table below describes our fleet and its deployment as of April 20, 2012.

**LPG Carriers**

| Name                   | Vessel     |            | Vessel Type       | Delivery Date  | Employment Status | Expiration of Charter(1) |
|------------------------|------------|------------|-------------------|----------------|-------------------|--------------------------|
|                        | Year Built | Size (cbm) |                   |                |                   |                          |
| <i>Gas Cathar</i>      | 2001       | 7,517      | fully-pressurized | October 2005   | Time Charter      | May 2013                 |
| <i>Gas Husky</i>       | 2012       | 7,500      | fully-pressurized | January 2012   | Bareboat Charter  | January 2017             |
| <i>Gas Premiership</i> | 2001       | 7,200      | fully-pressurized | March 2008     | Time Charter      | May 2012                 |
| <i>Gas Haralambos</i>  | 2007       | 7,000      | fully-pressurized | October 2007   | Time Charter      | June 2013                |
| <i>Gas Marathon</i>    | 1995       | 6,572      | fully-pressurized | November 2005  | Time Charter      | December 2012            |
| <i>Gas Moxie</i>       | 1992       | 6,526      | fully-pressurized | May 2005       | Time Charter      | April 2012               |
| <i>Gas Flawless</i>    | 2007       | 6,300      | fully-pressurized | February 2007  | Time Charter      | November 2012            |
| <i>Gas Elixir</i>      | 2011       | 5,018      | fully-pressurized | February 2011  | Bareboat Charter  | December 2015            |
| <i>Gas Myth</i>        | 2011       | 5,018      | fully-pressurized | September 2011 | Time Charter      | November 2014            |
| <i>Gas Cerberus</i>    | 2011       | 5,018      | fully-pressurized | April 2011     | Time Charter      | June 2012                |
| <i>Gas Monarch</i>     | 1997       | 5,018      | fully-pressurized | December 2005  | Spot              |                          |
| <i>Lyne</i>            | 1996       | 5,014      | fully-pressurized | May 2006       | Bareboat Charter  | May 2013                 |
| <i>Gas Emperor</i>     | 1995       | 5,013      | fully-pressurized | February 2005  | Spot              |                          |
| <i>Texiana</i>         | 1995       | 5,001      | fully-pressurized | November 2005  | Time Charter      | January 2014             |
| <i>Sir Ivor</i>        | 2003       | 5,000      | fully-pressurized | May 2006       | Bareboat Charter  | May 2013                 |
| <i>Gas Icon</i>        | 1994       | 5,000      | fully-pressurized | June 2007      | Time Charter      | July 2012                |
| <i>Gas Kalogeros*</i>  | 2007       | 5,000      | fully-pressurized | July 2007      | Spot              |                          |
| <i>Gas Defiance</i>    | 2008       | 5,000      | fully-pressurized | August 2008    | Time Charter      | January 2015             |
| <i>Gas Shuriken</i>    | 2008       | 5,000      | fully-pressurized | October 2008   | Time Charter      | November 2014            |
| <i>Gas Sincerity</i>   | 2000       | 4,123      | fully-pressurized | November 2005  | Bareboat Charter  | August 2014              |
| <i>Gas Spirit</i>      | 2001       | 4,112      | fully-pressurized | December 2005  | Bareboat Charter  | January 2016             |
| <i>Gas Zael</i>        | 2001       | 4,111      | fully-pressurized | December 2005  | Bareboat Charter  | January 2014             |
| <i>Gas Kaizen</i>      | 1991       | 4,109      | semi-refrigerated | November 2004  | Spot              |                          |
| <i>Gas Evoluzione</i>  | 1996       | 3,517      | fully-pressurized | July 2007      | Time Charter      | August 2012              |
| <i>Gas Astrid</i>      | 2009       | 3,500      | fully-pressurized | April 2009     | Bareboat Charter  | April 2014               |
| <i>Gas Legacy</i>      | 1998       | 3,500      | fully-pressurized | October 2005   | Time Charter      | October 2012             |
| <i>Gas Sikousis</i>    | 2006       | 3,500      | fully-pressurized | August 2007    | Bareboat Charter  | May 2016                 |
| <i>Gas Exelero</i>     | 2009       | 3,500      | fully-pressurized | June 2009      | Bareboat Charter  | June 2014                |
| <i>Gas Arctic</i>      | 1992       | 3,434      | semi-refrigerated | April 2005     | Time Charter      | January 2013             |

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|                          |      |                    |                   |               |                  |              |
|--------------------------|------|--------------------|-------------------|---------------|------------------|--------------|
| <i>Gas Ice</i>           | 1991 | 3,434              | semi-refrigerated | April 2005    | Time Charter     | January 2013 |
| <i>Chiltern</i>          | 1997 | 3,312              | fully-pressurized | June 2007     | Bareboat Charter | May 2013     |
| <i>Gas Pasha</i>         | 1995 | 3,244              | fully-pressurized | June 2006     | Time Charter     | January 2015 |
| <i>Gas Crystal</i>       | 1990 | 3,211              | semi-refrigerated | November 2005 | Time Charter     | June 2012    |
| <b>Total: 33 vessels</b> |      | <b>159,322 cbm</b> |                   |               |                  |              |

\* We have agreed to sell this vessel to an unaffiliated third party, with delivery to the buyer scheduled to occur by May 2012.

**Table of Contents****Product Carriers/Crude Oil Tanker**

| Name                     | Vessel     |                    | Vessel Type                  | Delivery Date | Employment Status | Expiration of Charter(1) |
|--------------------------|------------|--------------------|------------------------------|---------------|-------------------|--------------------------|
|                          | Year Built | Size (dwt)         |                              |               |                   |                          |
| <i>Navig8 Fidelity</i>   | 2008       | 47,000             | medium range product carrier | January 2008  | Bareboat Charter  | January 2015             |
| <i>Navig8 Faith</i>      | 2008       | 47,000             | medium range product carrier | February 2008 | Bareboat Charter  | February 2015            |
| <i>Alpine Endurance*</i> | 2009       | 46,000             | medium range product carrier | July 2009     | Bareboat Charter  | June 2012                |
| <i>Spike</i>             | 2010       | 115,804            | Aframax oil tanker           | July 2010     | Bareboat Charter  | August 2015              |
| <b>Total: 4 vessels</b>  |            | <b>255,804 dwt</b> |                              |               |                   |                          |

**Total Current Fleet: 37 Vessels**

\* Upon its delivery from the current charterer the vessel will commence a time charter of four years duration.

(1) Earliest date charters could expire. Most charters include options to shorten or extend their terms.

**LPG Carrier to be delivered**

| Name            | Vessel     |            | Vessel Type       | Delivery Date | Employment Status | Expiration of Charter |
|-----------------|------------|------------|-------------------|---------------|-------------------|-----------------------|
|                 | Year Built | Size (cbm) |                   |               |                   |                       |
| <i>Gas Esco</i> | 2012       | 7,500      | fully-pressurized | May 2012      | Time Charter      | June 2017             |

**Total contracted**

**LPG carriers:**

**1 vessel**

**7,500 cbm**

**Commercial and Technical Management of Our Fleet**

We have a management agreement with Stealth Maritime, pursuant to which Stealth Maritime provides us with technical, administrative, commercial and certain other services. In relation to the technical services, Stealth Maritime is responsible for arranging for the crewing of the vessels, the day to day operations, inspections and vetting, maintenance, repairs, drydocking and insurance. Administrative functions include but are not limited to accounting, back-office, reporting, legal and secretarial services. In addition, Stealth Maritime provides services for the chartering of our vessels and monitoring thereof, freight collection, and sale and purchase. In providing most of these services, Stealth Maritime pays third parties and receives reimbursement from us.

Under the November 2006 agreement, which was amended effective January 1, 2007, as approved by our Board of Directors, including all of our independent directors, we pay Stealth Maritime a fixed management fee of \$440 per vessel operating under a voyage or time charter per day on a monthly basis in advance, pro rated for the calendar days we own the vessels. We pay a fixed fee of \$125 per vessel per day for each of our vessels operating on bareboat charter. We are also obligated to pay Stealth Maritime a fee equal to 1.25% of the gross freight, demurrage and charter hire collected from the employment of our vessels. Stealth Maritime will also earn a fee equal to 1.0% of the contract price of any vessel bought or sold by them on our behalf. In addition, as long as Stealth Maritime is our fleet manager, Stealth Maritime has granted us a right of first refusal to acquire any LPG carrier which Stealth Maritime may acquire in the future. In addition, Stealth Maritime has agreed that it will not charter-in any LPG carrier without first offering the opportunity to charter-in such vessels to us. This right of first refusal does not prohibit Stealth Maritime from managing vessels owned by unaffiliated third parties in competition with us. Additional vessels that we may acquire in the future may be managed by Stealth Maritime, which is an affiliate of the Vafias Group, or by other unaffiliated management companies.

The initial term of our management agreement with Stealth Maritime expired in June 2010, however, unless six months' notice of non renewal is given by either party prior to the end of the then current term, this agreement automatically extends for additional 12 month periods. No such notice has been given, and accordingly, this agreement will extend to June 2013.

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Stealth Maritime is the technical manager of 12 vessels in our fleet. Of the remaining 25 vessels in our fleet, as of April 20, 2012, 14, including each of our medium range product carriers and our Aframax tanker, were on

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bareboat charter and are therefore managed technically by the charterer, while the remaining 11 have their technical management subcontracted to either Selandia (formerly EMS) (four vessels), a ship management company based in Singapore, or Swan Shipping Corporation (Manila) (two vessels), a ship management company based in the Philippines, or Brave Maritime (five vessels), a ship management company based in Greece and an affiliate of Stealth Maritime. These three technical managers are supervised by Stealth Maritime. The technical management agreements with Selandia (Singapore), Swan Shipping may be terminated by either party at any time upon three months' notice. For additional information about the management agreement, including the calculation of management fees, see Item 7. Major Shareholders and Related Party Transactions and our consolidated financial statements which are included as Item 18 to this Annual Report.

## **Crewing and Employees**

Stealth Maritime ensures that all seamen have the qualifications and licenses required to comply with international regulations and shipping conventions, and that our vessels employ experienced and competent personnel. Selandia (Singapore), PTC, a crew agent based in the Philippines and Swan Shipping are responsible for providing the crewing of the LPG fleet, to the extent that these vessels are not deployed on bareboat charters. These responsibilities include training, compensation, transportation and insurance of the crew.

## **Chartering of the Fleet**

We, through Stealth Maritime, manage the employment of our fleet. We deploy our LPG carriers on period charters, including time and bareboat charters that can last up to several years, and spot market charters (through voyage charters and short-term time charters), which generally last from one to six months, subject to market conditions. Currently, we deploy each of our medium range product carriers and our Aframax oil tanker on multi-year bareboat charters. Time and bareboat charters are for a fixed period of time. A voyage charter is generally a contract to carry a specific cargo from a loading port to a discharging port for an agreed-upon total charge. Under voyage charters we pay for voyage expenses such as port, canal and fuel costs. Under a time charter the charterer pays for voyage expenses while under a bareboat charter the charterer pays for voyage expenses and operating expenses such as crewing, supplies, maintenance and repairs including special survey and dry-docking costs.

Vessels operating in the spot market generate revenues that are less predictable but may enable us to capture increased profit margins during periods of improvements in LPG charter rates although we could then be exposed to the risk of declining LPG carrier charter rates. If we commit vessels to period charters, future spot market rates may be higher or lower than those rates at which we have period chartered our vessels.

In formulating our chartering strategy we evaluate past, present and future performance of the freight markets and balance the mix of our chartering arrangements in order to achieve optimal results for the fleet. As of April 20, 2012, we had four LPG carriers operating in the spot market, eight on time charters expiring in 2012, 10 on time charters expiring beyond 2012 and 15 on bareboat charters.

While the majority of our fleet is operating in the Far East, we deploy vessels globally. Some of the areas where we usually operate are the Middle East, the Mediterranean, North West Europe and Latin America. As freight rates usually vary between these areas as well as voyage and operating expenses, we evaluate such parameters when positioning our vessels for new employment.

We have deployed two of the medium range product carriers in our fleet on seven-year bareboat charters scheduled to expire in the first quarter of 2015 and the third is deployed on a three-year bareboat charter scheduled to expire in the third quarter of 2012. We have deployed the Aframax crude oil tanker on a five-year bareboat charter, scheduled to expire in the third quarter of 2015.



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### **Customers**

Our assessment of a charterer's financial condition and reliability is an important factor in negotiating employment for our vessels. Principal charterers include producers of LPG products, such as national, major and other independent energy companies and energy traders, and industrial users of those products. Each of the two medium range product carriers we acquired in the first quarter of 2008 are deployed on bareboat charters to an international oil trader until the first quarter of 2015. The third medium range product carrier, which we acquired in July 2009, is deployed on a bareboat charter to a Far East-based ship operator until the third quarter of 2012, while the Aframax crude oil tanker we acquired in 2010 is deployed on a five-year bareboat charter to a European shipping company. Vessels under bareboat charter may be sub-chartered to third parties.

For the year ended December 31, 2011, we had one customer accounting for more than 10% of our total revenues, namely Petredec that accounted for 14% of our total revenues.

### **Environmental and other Regulations**

Government regulations significantly affect the ownership and operation of our vessels. They are subject to international conventions and national, state and local laws and regulations in force in the countries in which they may operate or are registered.

A variety of governmental and private entities subject our vessels to both scheduled and unscheduled inspections. These entities include the local port authorities (United States Coast Guard, harbor master or equivalent), classification societies, flag state administration (country of registry) and charterers, particularly terminal operators. Certain of these entities require us to obtain permits, licenses, certificates and financial assurances for the operation of our vessels. Failure to maintain necessary permits or approvals could require us to incur substantial costs or result in the temporary suspension of operation of one or more of our vessels.

We believe that the heightened level of environmental and quality concerns among insurance underwriters, regulators and charterers is leading to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental concerns have created a demand for vessels that conform to the stricter environmental standards. We are required to maintain operating standards for all of our vessels that will emphasize operational safety, quality maintenance, continuous training of our officers and crews and compliance with United States and international regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations. However, because such laws and regulations are frequently changed and may impose increasingly stricter requirements, any future requirements may limit our ability to do business, increase our operating costs, force the early retirement of one or more of our vessels, and/or affect their resale value, all of which could have a material adverse effect on our financial condition and results of operations.

#### *Environmental Regulations International Maritime Organization ( IMO )*

The International Maritime Organization ( IMO ) (the United Nations agency for maritime safety and the prevention of pollution by ships), has negotiated international conventions relating to pollution by ships. In 1973, IMO adopted the International Convention for the Prevention of Pollution from Ships ( MARPOL ), which has been periodically updated with relevant amendments. MARPOL addresses pollution from ships by oil, by noxious liquid substances carried in bulk, harmful substances carried by sea in packaged form, sewage, garbage, and the prevention of air pollution from ships. Our vessels are subject to standards imposed by the IMO.

In September 1997, the IMO adopted MARPOL Annex VI to address air pollution from ships. Effective in May 2005, Annex VI sets limits on sulfur oxide and nitrogen oxide emissions from ship exhausts and prohibits deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. Annex VI also includes a global cap on the sulfur content of fuel oil and allows for special areas to be established with more stringent controls on

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sulfur emissions. Options for implementing the requirements of Annex VI include use of low sulfur fuels, modifications to vessel engines, or the addition of post combustion emission controls. Annex VI has been ratified by some, but not all IMO member states. Vessels that are subject to Annex VI must, if built before the effective date, obtain an International Air Pollution Prevention Certificate evidencing compliance with Annex VI not later than either the first dry docking after May 19, 2005, but no later than May 19, 2008. All vessels subject to Annex VI and built after May 19, 2005 must also have this Certificate.

In October 2008 the IMO adopted amendments to Annex VI, and United States ratified the Annex VI amendments in October 2008. Beginning in 2011 the amendments required a progressive reduction of sulfur dioxide levels in bunker fuels to be phased in by 2020 and impose more stringent nitrogen oxide emission standards on marine diesel engines, depending on their date of installation. As of, January 1, 2012, the amended Annex VI requires that fuel oil contain no more than 3.50% sulfur. More stringent emission standards will apply in coastal areas designated as Emission Control Areas, such as the United States and Canadian coastal areas designated by IMO. In July 2011, IMO adopted amendments to Annex VI that will further reduce emissions from shipping by imposing mandatory operational and technical measures on new vessels of 400 gross tons or more. These requirements are expected to enter into force on January 1, 2013. We have obtained International Air Pollution Prevention Certificates for all of our vessels and believe they are compliant in all material respects with current Annex VI requirements. We may incur costs to comply with the new Annex VI requirements.

Our LPG carriers must have an IMO Certificate of Fitness demonstrating compliance with construction codes for LPG carriers. These codes, and similar regulations in individual member states, address fire and explosion risks posed by the transport of liquefied gases. Collectively, these standards and regulations impose detailed requirements relating to the design and arrangement of cargo tanks, vents, and pipes; construction materials and compatibility; cargo pressure; and temperature control. All of our LPG carriers have Certificates of Fitness and we intend to obtain such certificates for our newbuildings.

Many countries have ratified and follow the liability plan adopted by the IMO and set out in the International Convention on Civil Liability for Oil Pollution Damage of 1969 (the CLC) (the United States, with its separate OPA 90 regime described below, is not a party to the CLC). This convention generally applies to vessels that carry oil in bulk as cargo. Under this convention and, depending on whether the country in which the damage results is a party to the 1992 Protocol to the CLC, the registered owner of a regulated vessel is strictly liable for pollution damage in the territorial waters or exclusive economic zone of a contracting state caused by the discharge of any oil from the ship, subject to certain defenses. Under an amendment to the 1992 Protocol that became effective on November 1, 2003, for vessels of 5,000 to 140,000 gross tons, liability per incident is limited to 4.51 million Special Drawing Rights (SDR) plus 631 SDR for each additional gross ton over 5,000. The SDR is an International Monetary Fund unit pegged to a basket of currencies. The exchange rate between SDRs and U.S. dollars was 1.54 U.S. dollars per SDR unit on December 30, 2011. The right to limit liability under the CLC is forfeited where the spill is caused by the owner's actual fault and, under the 1992 Protocol, where the spill is caused by the owner's intentional or reckless conduct. Vessels trading to states that are parties to the CLC must provide evidence of insurance covering the liability of the owner. In jurisdictions where the CLC has not been adopted, various legislative schemes or common law regimes govern, and liability is imposed either on the basis of fault or in a manner similar to that convention. We believe that our P&I insurance will cover any liability under the CLC.

In 2001, the IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage, or the Bunker Convention, which imposes strict liability on ship owners for pollution damage caused by discharges of bunker oil in jurisdictional waters of ratifying states. The Bunker Convention also requires registered owners of ships over 1,000 gross tons to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended). Because the Bunker Convention does not apply to pollution damage governed by the CLC, it applies only to discharges from any of our vessels that are not transporting oil. The Bunker Convention entered into force

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on November 21, 2008 and as of February 28, 2011 has been ratified by 58 states. In other jurisdictions, liability for spill or releases of oil from ship s bunkers typically is determined by national or other domestic laws in the jurisdiction where the events occur.

In addition, the IMO adopted an International Convention for the Control and Management of Ships Ballast Water and Sediments, or the BWM Convention, in February 2004. The BWM Convention s implementing regulations call for a phased introduction of mandatory ballast water exchange requirements to be replaced in time with mandatory concentration limits. The BWM Convention will not become effective until 12 months after it has been adopted by 30 states, the combined merchant fleets of which represent not less than 35% of the gross tonnage of the world s merchant shipping. The BWM Convention has not been adopted by a sufficient number of states with sufficient tonnage to enter into force. Upon entry into force of the BWM Convention, mid-ocean ballast exchange would be mandatory. Vessels would be required to be equipped with a ballast water treatment system that meets mandatory concentration limits not later than the first intermediate or renewal survey, whichever occurs first, after the anniversary date of delivery of the vessel in 2014, for vessels with ballast water capacity of 1500-5000 cubic meters, or after such date in 2016, for vessels with ballast water capacity of greater than 5000 cubic meters. If ballast water treatment requirements become mandatory, the cost of compliance could increase for our vessels although it is difficult to predict the overall impact of such a requirement on our operations.

The operation of our vessels is also affected by the requirements set forth in the ISM Code of the IMO. The ISM Code requires shipowners and bareboat charterers to develop and maintain an extensive SMS that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. Vessel operators must obtain a Safety Management Certificate from the government of the vessel s flag state to verify that it is being operated in compliance with its approved SMS. The failure of a ship owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, decrease available insurance coverage for the affected vessels and result in a denial of access to, or detention in, certain ports. Currently, each of the vessels in our fleet is ISM code-certified. However, there can be no assurance that such certification will be maintained indefinitely.

The operations of our product carriers are subject to compliance with the IMO s International Code for the Construction and Equipment of Ships carrying Dangerous Chemicals in Bulk (IBC Code) for chemical tankers built after July 1, 1986. The IBC Code includes ship design, construction and equipment requirements and other standards for the bulk transport of certain liquid chemicals.

*Environmental Regulations The United States Oil Pollution Act of 1990 ( OPA )*

The United States Oil Pollution Act of 1990, or OPA, established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA applies to discharges of any oil from a vessel, including discharges of fuel oil (bunkers) and lubricants. OPA affects all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in United States waters, which include the United States territorial sea and its two hundred nautical mile exclusive economic zone.

Under OPA, vessel owners, operators and bareboat charterers are responsible parties and are jointly, severally and strictly liable (unless the discharge of pollutants results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of pollutants from their vessels. OPA broadly defines these other damages to include:

natural resources damage and the costs of assessment thereof;

real and personal property damage;

net loss of taxes, royalties, rents, fees and other lost revenues;

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lost profits or impairment of earning capacity due to property or natural resources damage; and

net cost of public services necessitated by a spill response, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

Effective July 31, 2009, the United States Coast Guard adjusted the limits of OPA liability to the greater of \$2,000 per gross ton or \$17,088,000 for double-hulled tank vessels and established a procedure for adjusting the limits every three years. These limits of liability do not apply if an incident was directly caused by violation of applicable United States federal safety, construction or operating regulations or by a responsible party's gross negligence or willful misconduct, or if the responsible party fails or refuses to report the incident or to cooperate and assist in connection with oil removal activities. Although the May 2010 oil spill disaster in the Gulf of Mexico resulted from the explosion of a deepwater drilling rig, legislation has been introduced in both houses of the United States Congress to substantially increase the limits of liability for all vessels.

OPA requires owners and operators of vessels over 300 gross tons to establish and maintain with the United States Coast Guard evidence of financial responsibility sufficient to meet their potential liabilities under the OPA. Under the United States Coast Guard regulations implementing OPA, vessel owners and operators may evidence their financial responsibility by showing proof of insurance, surety bond, self-insurance, or guaranty. Under the OPA regulations, an owner or operator of a fleet of vessels is required only to demonstrate evidence of financial responsibility in an amount sufficient to cover the vessels in the fleet having the greatest maximum liability under OPA.

We currently maintain, for each of our vessels, pollution liability coverage insurance in the amount of \$1 billion per incident. In addition, we carry hull and machinery and protection and indemnity insurance to cover the risks of fire and explosion. Under certain circumstances, fire and explosion could result in a catastrophic loss. While we believe that our present insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates. If the damages from a catastrophic spill exceeded our insurance coverage, it would have a severe effect on us and could possibly result in our insolvency.

The United States Coast Guard's regulations concerning certificates of financial responsibility provide, in accordance with OPA, that claimants may bring suit directly against an insurer or guarantor that furnishes certificates of financial responsibility. In the event that such insurer or guarantor is sued directly, it is prohibited from asserting any contractual defense that it may have had against the responsible party and is limited to asserting those defenses available to the responsible party and the defense that the incident was caused by the willful misconduct of the responsible party. Certain organizations, which had typically provided certificates of financial responsibility under pre-OPA 90 laws, including the major protection and indemnity organizations, have declined to furnish evidence of insurance for vessel owners and operators if they are subject to direct actions or required to waive insurance policy defenses.

The United States Coast Guard's financial responsibility regulations may also be satisfied by evidence of surety bond, guaranty or by self-insurance. Under the self-insurance provisions, the ship owner or operator must have a net worth and working capital, measured in assets located in the United States against liabilities located anywhere in the world, that exceeds the applicable amount of financial responsibility. We have complied with the United States Coast Guard regulations by providing a financial guaranty evidencing sufficient self-insurance.

OPA specifically permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states have enacted legislation providing for unlimited liability for oil spills. In some cases, states, which have enacted such legislation, have not yet issued implementing regulations defining vessels owners' responsibilities under these laws. We intend to comply with all applicable state regulations in the ports where our vessels call.

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### *Environmental Regulations Other Environmental Initiatives*

The EU has also adopted legislation that: (1) requires member states to refuse access to their ports to certain sub-standard vessels, according to vessel type, flag and number of previous detentions; (2) creates an obligation on member states to inspect at least 25% of vessels using their ports annually and provides for increased surveillance of vessels posing a high risk to maritime safety or the marine environment; (3) provides the EU with greater authority and control over classification societies, including the ability to seek to suspend or revoke the authority of negligent societies, and (4) requires member states to impose criminal sanctions for certain pollution events, such as the unauthorized discharge of tank washings. It is impossible to predict what additional legislation or regulations, if any, may be promulgated by the EU or any other country or authority.

On March 23, 2012 the U.S. Coast Guard adopted new ballast water discharge standards under the U.S. National Invasive Species Act, or NISA. The regulations, which will become effective on June 21, 2012, set maximum acceptable discharge limits for living organisms and establish standards for ballast water management systems. The new requirements will be phased in based on the size of the vessel and its next drydocking date and could require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures, and/or otherwise restrict our vessels from entering U.S. waters.

### *Climate Control Initiatives*

Although the Kyoto Protocol to the United Nations Framework Convention on Climate Change requires adopting countries to implement national programs to reduce emissions of greenhouse gases, emissions of greenhouse gases from international shipping are not currently subject to the Kyoto Protocol. No new treaty was adopted at the December 2010 United Nations Climate Change Conference in Cancun, but agreements were signed extending the deadline for deciding whether to extend the validity of the Kyoto Protocol and requiring developed countries to raise the levels of their emission reductions while assisting less developed countries to do the same. There is pressure to include shipping in any new treaty. International or multi-national bodies or individual countries may adopt their own climate change regulatory initiatives. The EU intends to expand its existing emissions trading scheme to vessels, and IMO's Marine Environment Protection Committee has adopted two new sets of mandatory requirements to address greenhouse gas emissions from shipping. The Energy Efficiency Design Index establishes minimum energy efficiency levels per capacity mile and will apply to new vessels. Currently operating vessels must develop Ship Energy Efficiency Plans. These requirements will enter into force in January 2013 and could cause us to incur additional costs to comply. The IMO is also considering the development of market-based mechanisms for limiting greenhouse gas emissions from ships, but it is impossible to predict the likelihood of adoption of such a standard or the impact on our operations. The United States EPA has issued a finding that greenhouse gas emissions endanger the public health and safety and has adopted regulations under the Clean Air Act to limit emissions of greenhouse gases from certain mobile sources and large stationary sources. Although the mobile source regulations do not apply to greenhouse gas emissions from vessels, EPA is considering a petition from the California Attorney General and environmental groups to regulate greenhouse gas emissions from ocean-going vessels. Any passage of climate control initiatives by the IMO, the EU or the individual countries in which we operate that limit greenhouse gas emissions from vessels could require us to limit our operations or make significant financial expenditures that we cannot predict with certainty at this time.

### *Vessel Security Regulations*

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the Maritime Transportation Security Act of 2002, or MTSA, came into effect in the United States. To implement certain portions of the MTSA, in July 2003, the United States Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to the International Convention for the Safety of Life at Sea, or SOLAS, created a new chapter of

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the convention dealing specifically with maritime security. The new chapter went into effect in July 2004, and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the newly created International Ship and Port Facilities Security or, ISPS, Code. Among the various requirements are:

on-board installation of automatic information systems, or AIS, to enhance vessel-to-vessel and vessel-to-shore communications;

on-board installation of ship security alert systems;

the development of vessel security plans; and

compliance with flag state security certification requirements.

The United States Coast Guard regulations aim to align with international maritime security standards exempted non-United States vessels from MTSA vessel security measures provided such vessels have on board, by July 1, 2004, a valid International Ship Security Certificate (ISSC) that attests to the vessel's compliance with SOLAS security requirements and the ISPS Code. We have obtained ISSCs for all of our vessels and implemented the various security measures addressed by the MTSA, SOLAS and the ISPS Codes to ensure that our vessels attain compliance with all applicable security requirements within the prescribed time periods. We do not believe these additional requirements will have a material financial impact on our operations.

## **Classification and Inspection**

All our vessels are certified as being in class by a classification society member of the International Association of Classification Societies such as Lloyds Register of Shipping, Bureau Veritas, the American Bureau of Shipping and RINA SpA. All new and secondhand vessels that we purchase must be certified prior to their delivery under our standard contracts and memoranda of agreement. If the vessel is not certified on the date of closing, we have no obligation to take delivery of the vessel. Most insurance underwriters make it a condition for insurance coverage that a vessel be certified as in class by a classification society that is a member of the International Association of Classification Societies. Every vessel's hull and machinery is classed by a classification society authorized by its country of registry. The classification society certifies that the vessel has been built and maintained in accordance with the rules of such classification society and complies with applicable rules and regulations of the country of registry of the vessel and the international conventions of which that country is a member. Each vessel is inspected by a surveyor of the classification society every year an annual survey, every two to three years an intermediate survey, and every four to five years a special survey. Vessels also may be required, as part of the intermediate survey process, to be dry-docked every 30 to 36 months for inspection of the underwater parts of the vessel and for necessary repairs related to such inspection.

In addition to the classification inspections, many of our customers, including the major oil companies, regularly inspect our vessels as a precondition to chartering voyages on these vessels. We believe that our well-maintained, high quality tonnage should provide us with a competitive advantage in the current environment of increasing regulation and customer emphasis on quality of service.

All areas subject to survey as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are prescribed elsewhere. The period between two subsequent surveys of each area must not exceed five years.

Vessels are drydocked for the special survey for inspection of the underwater parts and for repairs related to inspections. If any defects are found, the classification surveyor will issue a recommendation which must be rectified by the ship owner within the prescribed time limits.

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### **Risk of Loss and Liability Insurance**

#### *General*

The operation of any cargo vessel includes risks such as mechanical failure, physical damage, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. While we believe that our present insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

#### *Hull and Machinery Insurance*

We have obtained marine hull and machinery and war risk insurance, which includes the risk of actual or constructive total loss, for all of our vessels. The vessels are each covered up to at least fair market value, with deductibles of \$60,000 per vessel.

We also maintain increased value insurance for most of our vessels. Under the increased value insurance in case of total loss of the vessel we will be able to recover the sum insured under the increased value policy in addition to the sum insured under the Hull and Machinery policy. Increased value insurance also covers excess liabilities which are not recoverable in full by the Hull and Machinery policies by reason of under insurance.

#### *Protection and Indemnity Insurance*

Protection and indemnity insurance, a form of mutual indemnity insurance which covers our third party liabilities in connection with our shipping activities, is provided by mutual protection and indemnity associations, or P&I Associations or clubs. This includes third-party liability and other related expenses of injury or death of crew, passengers and other third parties, loss or damage to cargo, claims arising from collisions with other vessels, damage to other third-party property, pollution arising from oil or other substances, and salvage, towing and other related costs, including wreck removal. Subject to the capping discussed below, our coverage, except for pollution, is unlimited.

Our current protection and indemnity insurance coverage for pollution is \$1.0 billion per vessel per incident. The 14 P&I Associations that comprise the International Group insure approximately 90% of the world's commercial tonnage and have entered into a pooling agreement to reinsure each association's liabilities. Each P&I Association has capped its exposure to this pooling agreement at \$4.5 billion. As a member of a P&I Association, which is a member of the International Group, we are subject to calls payable to the associations based on its claim records as well as the claim records of all other members of the individual associations, and members of the pool of P&I Associations comprising the International Group.

### **Competition**

We operate in a highly competitive global market based primarily on supply and demand of vessels and cargoes. While the worldwide LPG sector is comparatively smaller than other shipping sectors consisting of approximately 1,200 vessels of varying sizes between 1,000 and 80,000 cbm, it is a diversified global market with many charterers, owners and operators of vessels.

Overall, throughout the LPG sector, approximately 107 newbuildings are on order as of April 1, 2012 and expected to be delivered from 2011 to the end of 2014. In the Handy size vessel sector (3,000 cbm to 8,000 cbm), which is the specific sector which we focus on, as of April 1, 2012, 25 vessels were on order for scheduled delivery over the next three years, while approximately 14% of the vessels in this sector are 20 years or older. As of April 1, 2012, our LPG carrier fleet had an average age of 10.8 years and, accordingly, we believe we are well

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positioned from a competitive standpoint in terms of our vessels meeting the ongoing needs of charterers. Also, as of April 1, 2012, we had the largest single-owned fleet in our sector (3,000 cbm to 8,000 cbm), which, in our view, also positions us well from the standpoint of charterers and competitors. We believe, however, that the LPG shipping sector will continue to be highly competitive, and will be driven by both energy production and consumption.

Ownership of medium range product carriers and crude oil tankers capable of transporting crude oil and refined petroleum products, such as gasoline, diesel, fuel oil and jet fuel, as well as edible oils and chemicals, is highly diversified and is divided among many independent tanker owners. Competition for charters, including for the transportation of oil and oil products, can be intense and depends on price as well as on the location, size, age, condition, specifications and acceptability of the vessel and its operator to the charterer and is frequently tied to having an available vessel with the appropriate approvals from oil majors. Principal factors that are important to our charterers include the quality and suitability of the vessel, its age, technical sophistication, safety record, compliance with IMO standards and the heightened industry standards that have been set by some energy companies, and the competitiveness of the bid in terms of overall price.

### **Seasonality**

The LPG carrier market is typically stronger in the fall and winter months in anticipation of increased consumption of propane and butane for heating during the winter months. In addition, unpredictable weather patterns in these months tend to disrupt vessel scheduling and supplies of certain commodities. As a result, our revenues may be stronger in fiscal quarters ended December 31 and March 31 and relatively weaker during the fiscal quarters ended June 30 and September 30, as was the case in each of the last five fiscal years. We have limited exposure to seasonality with respect to our product carriers as two of them are deployed on fixed rate bareboat charters expiring in the first quarter of 2015 and the third is deployed on a fixed rate bareboat charter expiring in the third quarter of 2012. Similarly, the Aframax crude oil is deployed in a five-year fixed rate bareboat charter that began in July 2010.

### **C. Organizational Structure**

As of December 31, 2011, we are the sole owner of all the outstanding shares of the subsidiaries listed in Note 1 under Item 18 Financial Statements .

### **D. Properties**

Other than our vessels we do not have any material property. For information on our fleet see Item 4. Information on the Company- Business Overview. Our vessels are subject to priority mortgages, which secure our obligations under our various credit facilities. For further details regarding our credit facilities, refer to Item 5. Operating and Financial Review and Prospects B. Liquidity and Capital Resources Credit Facilities.

We have no freehold or material leasehold interest in any real property. We lease office space from the Vafias Group. See Item 7. Major Shareholders and Related Party Transactions B. Related Party Transactions Office Space.

### **Item 4A. Unresolved Staff Comments**

None.



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### **Item 5. Operating and Financial Review and Prospects**

The following discussion of our financial condition and results of operations should be read in conjunction with the financial statements and the notes to those statements included elsewhere in this Annual Report. This discussion includes forward-looking statements that involve risks and uncertainties. As a result of many factors, such as those set forth under Item 3. Key Information Risk Factors and elsewhere in this Annual Report, our actual results may differ materially from those anticipated in these forward-looking statements.

#### **Overview**

Incorporated under the laws of the Republic of the Marshall Islands in December 2004, we are involved in providing international seaborne transportation services to LPG producers and users and, with our acquisition of three product carriers and one Aframax tanker, beginning in the first quarter of 2008, we also provide vessels capable of transporting refined petroleum products such as gasoline, diesel, fuel oil, jet fuel and crude oil. Our LPG carriers carry various petroleum gas products in liquefied form, including propane, butane, butadiene, isopropane, propylene and vinyl chloride monomer, which are all byproducts of the production of crude oil and natural gas. While our focus remains on the LPG sector, where we continue to be the largest owner of such vessels in our Handysize sector, we made an investment in medium range product carriers in 2008, acquiring two medium range product carriers in the first quarter of 2008 and an additional medium range product carrier in July 2009, and in a crude oil tanker in June 2010 to partially diversify the company's operations away from being solely reliant on one specific sector.

As of December 31, 2011, our fleet consisted of 33 LPG carriers, three product carriers and an Aframax tanker and, as of April 1, 2012, after having sold one older LPG carrier and taken delivery of one newbuilding LPG carrier, we had a fleet of 33 LPG carriers, three product carriers and one Aframax tanker. We are expecting the delivery of our newbuilding LPG carrier Gas Esco in May 2012 and have entered into an agreement to sell the LPG carrier *Gas Kalogeros* in May 2012. Once these acquisitions and disposals are completed, assuming no other acquisitions or disposals, our fleet will be composed of 33 LPG carriers with a total capacity of 161,822 cbm, three medium range product carriers with a total capacity of 140,000 dwt and one 115,804 dwt crude oil tanker.

For the years ended December 31, 2011, 2010 and 2009, we owned an average of 37.6 vessels, 38.6 vessels and 42.0 vessels generating revenues of \$118.3 million, \$111.4 million and \$113.0 million, respectively.

We, through Stealth Maritime, manage the employment of our fleet. We intend to continue to deploy our fleet under period charters including time and bareboat charters, which can last up to several years, and spot market or voyage charters, which generally last from one to six months, as market conditions warrant. Period charters and short term time charters are for a fixed period of time.

*Charters and revenues.* Under a time charter, the charterer pays a fixed rate per day over the term of the charter; a time charter, including a short term time charter, may provide for rate adjustments and profit sharing. Under a bareboat charter, the charterer pays us a fixed rate for its use of our ship for the term of the charter. Under a voyage charter, we agree to transport a specified cargo from a loading port to a discharging port for a fixed amount.

*Charters and expenses.* Under a time charter, we are responsible for the vessel's operating costs (crew, provisions, stores, lubricants, insurance, maintenance and repairs) incurred during the term of the charter, while the charterer pays voyage expenses (port, canal and fuel costs) that are unique to each particular voyage. Under a bareboat charter, the charterer is responsible for all vessel operating expenses and voyage expenses incurred during the term of the charter. Under a voyage or spot charter, we are responsible for both the vessel operating expenses and the voyage expenses incurred in performing the charter.

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As of April 20, 2012, eleven of our LPG carriers, the three medium range product carriers and the Aframax crude oil tanker were deployed on bareboat charters, under which the charterer is responsible for the costs associated with the operating the vessels. Of the 22 remaining vessels in our fleet of LPG carriers, as of April 20, 2012, 18 were employed on time charters, with the remaining four vessels deployed in the spot market. As of April 20, 2012, 80% of our anticipated fleet days were covered by period charter contracts for the remainder of 2012 and 55% for 2013. The corresponding forward coverage as of April 20, 2011 was 62% for 2011, and 38% for 2012. During 2011, we arranged 12 new charters of more than 12 months duration, thereby increasing our forward coverage. However, we are exposed to prevailing charter rate fluctuations for the remaining anticipated fleet days not covered by period charter contracts, as well as performance by our counterparties for the chartered days.

*Share Repurchase Program:* On March 22, 2010, the Board of Directors approved a share repurchase program authorizing the purchase of up to \$15.0 million of Stealthgas Inc. common shares. The program does not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time at our discretion and without notice. During the years ended December 31, 2011 and December 31, 2010, we repurchased 551,646 and 1,205,229 shares, respectively, under this program, approximately 7.9% of the common stock outstanding for a total consideration of \$8.6 million. As of April 1, 2012, we had not made any share repurchases in 2012.

### **A. Operating Results**

#### **Factors Affecting Our Results of Operations**

We believe that the important measures for analyzing trends in the results of our operations consist of the following:

*Calendar days.* We define calendar days as the total number of days in a period during which each vessel in our fleet was in our possession including off-hire days associated with major repairs, drydockings or special or intermediate surveys. Calendar days are an indicator of the size of our fleet over a period and affect both the amount of revenue and the amount of expense that we record during that period.

*Voyage days.* We define voyage days as the total number of days in a period during which each vessel in our fleet was in our possession net of off-hire days associated with major repairs, drydockings or special or intermediate surveys. The shipping industry uses voyage days (also referred to as available days) to measure the number of days in a period during which vessels are available to generate revenues.

*Fleet utilization.* We calculate fleet utilization by dividing the number of our voyage days during a period by the number of our calendar days during that period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the amount of days that its vessels are off-hire for reasons such as scheduled repairs, vessel upgrades or drydockings and other surveys.

*Cyclicality.* The international gas carrier market, including the transport of LPG, is cyclical with attendant volatility in profitability, charter rates and vessel values, resulting from changes in the supply of, and demand for, LPG carrier capacity. During 2009 and 2010 there was a downturn in market conditions that resulted in a decrease in the number of vessels being contracted under time or bareboat charters as charterers sought to keep their commitments on a shorter term basis. Since the last quarter of 2011, LPG carrier market conditions have improved, and as of April 20, 2012, we had four vessels trading in the spot market. The improvement in market conditions is evident when comparing the level of prevailing one year time charter rate at April 1, 2012 against the prevailing one year time charter rate at April 1, 2011, rates. The average one-year time charter market rate per day for a modern 3,500 cbm vessel in the second quarter of 2012 was \$8,717 compared to \$8,224 for the same quarter of

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2010. Rates remain below highs reached in 2007 and 2008 however, and remain subject to downside risks, including, in the event of increased weakness in the global economy and lower demand for the transport of LPG.

With regard to the vessels in the spot market, we are exposed to changes in spot rates for LPG carriers and such changes affect our earnings and the value of our LPG carriers at any given time. When LPG vessel prices are considered to be low, companies not usually involved in shipping may make speculative vessel orders, thereby increasing the global supply of LPG carriers, satisfying demand sooner and potentially suppressing charter rates. With regard to the four tankers in our fleet, the two product carriers and the crude oil tanker are deployed on a fixed rate bareboat charters expiring in 2015, which will limit our exposure to fluctuations in charter rates in this sector, while the third product carrier is deployed on a bareboat charter that expires in June 2012. Prevailing market rates in the product carrier segment are below the current charter rate for the vessel coming off charter.

*Seasonality.* The LPG carrier market is typically stronger in the fall and winter months in anticipation of increased consumption of propane and butane for heating during the winter months. In addition, unpredictable weather patterns in these months tend to disrupt vessel scheduling and supplies of certain commodities. As a result, our revenues may be stronger in fiscal quarters ending December 31 and March 31 and relatively weaker during the fiscal quarters ending June 30 and September 30, as was the case in 2008, 2009 and 2010 and 2011. We have limited exposure to seasonality with respect to our product carriers and Aframax tanker as these are deployed on long term fixed rate bareboat charters.

Our ability to control our fixed and variable expenses, including those for commission expenses, crew wages and related costs, the cost of insurance, expenses for repairs and maintenance, the cost of spares and consumable stores, tonnage taxes and other miscellaneous expenses also affects our financial results. Factors beyond our control, such as developments relating to market premiums for insurance and the value of the U.S. dollar compared to currencies in which certain of our expenses, primarily crew wages, are denominated can also cause our vessel operating expenses to increase. In addition, our net income is affected by our financing arrangements, including our interest rate swap arrangements, and, accordingly, prevailing interest rates and the interest rates and other financing terms we may obtain in the future.

## **Basis of Presentation and General Information**

### ***Revenues***

Our voyage revenues are driven primarily by the number of vessels in our fleet, the number of voyage days during which our vessels generate revenues and the amount of daily charter hire that our vessels earn under charters which, in turn, are affected by a number of factors, including our decisions relating to vessel acquisitions and disposals, the amount of time that we spend positioning our vessels, the amount of time that our vessels spend in dry dock undergoing repairs, maintenance and upgrade work, the age, condition and specifications of our vessels and the levels of supply and demand in the LPG carrier, product carrier and crude oil tanker charter markets.

We employ our vessels under time, bareboat and spot charters. Bareboat charters provide for the charterer to bear the cost of operating the vessel and as such typically market rates for bareboat charters are lower than those for time charters. Vessels operating on period charters, principally time and bareboat charters, provide more predictable cash flows, but can yield lower profit margins than vessels operating in the spot charter market during periods characterized by favorable market conditions. As a result, during the time our vessels are committed on period charters we will be unable, during periods of improving charter markets, to take advantage of improving charter rates as we could if our vessels were employed only on spot charters. Vessels operating in the spot charter market generate revenues that are less predictable but may enable us to capture increased profit margins during periods of improving charter rates, although we are then exposed to the risk of declining LPG carrier, product carrier or crude oil tanker charter rates, which may have a materially adverse impact on our financial

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performance. If we commit vessels to time charters, future spot market rates may be higher or lower than those rates at which we have time chartered our vessels.

***Voyage Expenses***

Voyage expenses include port and canal charges, bunkers (fuel oil) expenses and commissions. These charges and expenses increase in periods during which vessels are employed on the spot market, because under these charters, these expenses are for the account of the vessel owner. Under period charters, these charges and expenses, including bunkers (fuel oil) are paid by the charterer. Bunkers (fuel oil) accounted for 64.8% of total voyage expenses for the year ended December 31, 2011, 57.5% for the year ended December 31, 2010 and 48.1% for the year ended December 31, 2009. Commissions on hire are paid to our manager Stealth Maritime and/or third party brokers. Stealth Maritime receives a fixed brokerage commission of 1.25% on freight, hire and demurrage for each vessel based on our management agreement since 2005. In 2011, port and canal charges and bunker expenses represented a relatively small portion of our vessels' overall expenses because the majority of our vessels were employed under period charters, including time and bareboat charters, that require the charterer to bear all of those expenses. As of April 20, 2012, 29 of our 33 LPG carriers and each of our three product carriers and our Aframax tanker were deployed on either time charter or bareboat charter.

***Time Charter Equivalent***

A standard maritime industry performance measure used to evaluate performance is the daily time charter equivalent, or daily TCE (please refer to Item 3 Key Information Selected Consolidated Financial Data of this Annual Report on Form 20-F). Daily TCE revenues are voyage revenues minus voyage expenses divided by the number of voyage days during the relevant time period. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by a charterer under a time charter, as well as commissions. We believe that the daily TCE neutralizes the variability created by unique costs associated with particular voyages or the employment of vessels on time charter or on the spot market and presents a more accurate representation of the revenues generated by our vessels. Our average daily TCE rate was \$7,514 for the year ended December 31, 2011, \$7,064 for the year ended December 31, 2010 and \$6,727 for the year ended December 31, 2009. The reasons for these changes are discussed below under Results of Operations Year ended December 31, 2011 compared to the year ended December 31, 2010 and Results of Operations Year ended December 31, 2010 compared to year ended December 31, 2009.

***Vessel Operating Expenses***

Vessel operating expenses include crew wages and related costs, the cost of insurance, expenses for repairs and maintenance, the cost of spares and consumable stores, tonnage taxes and other miscellaneous expenses. Our ability to control our fixed and variable expenses, also affects our financial results. In addition, the type of charter under which our vessels are employed, (time, bareboat or spot charter) also affects the operating expenses. For vessels that we deploy on bareboat charters we do not pay for their operating expenses. Factors beyond our control, some of which may affect the shipping industry in general, including, for instance, developments relating to market prices for insurance and regulations related to safety and environmental matters may also cause these expenses to increase.

***Management Fees***

During 2011 we paid Stealth Maritime, our fleet manager, a fixed rate management fee of \$440 per day for each vessel in our fleet under spot or time charter and a fixed rate fee of \$125 per day for each of the vessels operating on bareboat charter. These rates have been in effect since January 1, 2007. Stealth Maritime also receives a fee equal to 1.0% calculated on the price stated in the relevant memorandum of agreement for any vessel bought or sold by them on our behalf. From these management fees paid to Stealth Maritime, Stealth Maritime pays the three technical managers that are responsible for the technical management of some of our vessels that are not technically managed by Stealth Maritime on a day-to-day basis.

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### ***General and Administrative Expenses***

We incur general and administrative expenses that consist primarily of legal fees, audit fees, office rental fees, officers and board remuneration, directors and officers insurance, listing fees and other general and administrative expenses. Our general and administrative expenses also include our direct compensation expenses and the value of non-cash executive services provided through, and other expenses arising from, our management agreement with Stealth Maritime, our directors' compensation and the value of the lease expense for the space we rent from Stealth Maritime. For our compensation expenses, pursuant to our management agreement, we reimburse Stealth Maritime for its payment of the compensation to our Chief Executive Officer, Deputy Chairman and Executive Director, Chief Financial Officer and Internal Auditor. During the year ended December 31, 2011, such compensation was in the aggregate amount of 861,699 (US \$1,192,266).

### ***Inflation***

Inflation has only a moderate effect on our expenses given current economic conditions. In the event that significant global inflationary pressures appear, these pressures would increase our operating, voyage, administrative and financing expenses.

### ***Depreciation & Dry docking***

We depreciate our LPG carriers and product carriers on a straight-line basis over their estimated useful lives determined to be 30 years from the date of their initial delivery from the shipyard in the case of our LPG carriers and 25 years in the case of our product carriers and crude oil tanker. Depreciation is based on cost less the estimated scrap value of the vessels. We expense costs associated with dry dockings and special and intermediate surveys as incurred that may affect the volatility of our results. During 2011 we dry docked 9 vessels, at a total cost of \$3.4 million. We expect that during 2012 our dry docking costs will be lower as fewer vessels are due to be dry docked.

### ***Impairment of Long Lived Assets***

The carrying value of our vessels includes the original cost of the vessels plus capitalized expenses since acquisition relating to improvements and upgrading of the vessel, less accumulated depreciation. Depreciation is calculated using the straight line method, from the date the vessel was originally built, over an estimated useful life of 25 years for the tankers in our fleet and 30 years for the LPG carriers in our fleet. LPG carriers tend to trade for longer periods due to the less corrosive nature of the cargoes they carry. Residual values used in depreciation calculations are based on \$350 per light weight ton. We review for impairment the carrying value of the vessels whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable, as well as performing an annual review on December 31. The carrying values of our vessels may not represent their fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of newbuildings. An impairment loss for an asset held for use should be recognized when the estimate of undiscounted cash flows, excluding interest charges, expected to be generated by the use of the asset is less than its carrying amount. In evaluating useful lives and carrying values of vessels, we review certain indicators of potential impairment, such as undiscounted projected operating cash flows, vessel sales and purchases, business plans and overall market conditions including any regulatory changes that may have a material impact on the vessel lives. We determine undiscounted projected net operating cash flows for each vessel and compare it to the vessel's carrying value. In developing estimates of future cash flows, we must make assumptions about future charter rates, vessel operating expenses, fleet utilization, and the estimated remaining useful lives of the vessels. These assumptions are based on historical trends as well as future expectations. Projected cash flows are determined by considering the revenues from existing charters for those vessels that have long term employment and estimates based on historical average rates when there is no charter in place with an annual 2% increase. We also assume an average annual inflation rate of 3% for operating expenses. Although we believe that the assumptions we use to calculate future cash flows are reasonable and

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appropriate, such assumptions are highly subjective. Based on these assumptions we determined that the undiscounted cash flows support the vessels carrying values as of December 31, 2011 and December 31, 2010.

However, during the year ended December 31, 2011, we sold four vessels, the *Gas Shanghai*, the *Gas Czar*, the *Gas Chios* and the *Gas Nemesis* and based on the agreed sales prices we recorded an aggregate net loss on sales of vessels of \$5.65 million. During the year ended December 31, 2010 we sold five vessels, the *Gas Natalie*, *Gas Prophet*, *Gas Texiana*, *Gas Prodigy* and the *Gas Eternity* and we recorded a net gain on sale of these five vessels of \$1.0 million for the year ended December 31, 2010.

In addition, in December 2011 we entered into an agreement to sell one vessel, the *Gas Tiny*. The vessel was delivered to its new owners on January 17, 2012. The Company expects to incur a gain from the sale of the vessel of \$1.3 million. In February 2012 we entered into an agreement to sell the *Gas Kalogeros*. The vessel is expected to be delivered to her new owners in May 2012 and we expect to record a gain from the sale of this vessel.

***Interest Expense***

We have entered into credit facilities to fund a portion of the purchase price of the vessels in our fleet, which are described in the Credit Facilities section below. We incur interest expense on outstanding indebtedness under these credit facilities, which we include in interest expense. We also incurred financing costs in connection with establishing those facilities, which are capitalized and amortized over the period of the facility, which we also include in interest expense. We will incur additional interest expenses under any new credit facilities we will enter into to finance or refinance the purchase price of additional vessels as described in the Liquidity and Capital Resources section below.

**Results of Operations**
***Year ended December 31, 2011 compared to the year ended December 31, 2010***

The average number of vessels in our fleet was 37.6 in the year ended December 31, 2011 compared to 38.6 in the year ended December 31, 2010.

**REVENUES** Voyage revenues for the year ended December 31, 2011 were \$118.3 million compared to \$111.4 million for the year ended December 31, 2010, an increase of \$6.9 million, or 6.2%. The average daily TCE rate for the year ended December 31, 2011 was \$7,514, an increase of \$450, or 6.4%, compared, to an average daily TCE rate of \$7,064 for the year ended December 31, 2010. Total voyage days for our fleet were 13,368 in the year ended December 31, 2011 compared to 13,835 for the year ended December 31, 2010 due to the decrease in the average number of vessels in our fleet. Of the total voyage days in 2011, 10,455, or 78.2%, were either time charter or bareboat charter days and 2,913, or 21.8%, were spot charter days. This compares to 10,327, or 74.6%, time or bareboat charter days and 3,508, or 25.4%, spot charter days in 2010. Our fleet utilization was 97.5% and 98.3% for the years ended December 31, 2011 and December 31, 2010, respectively. Despite the decrease in the average number of vessels in our fleet, revenues increased in 2011 due primarily to the higher prevailing charter rates.

**VOYAGE EXPENSES** Voyage expenses were \$17.8 million for the year ended December 31, 2011 and were \$13.7 million for the year ended December 31, 2010, an increase of \$4.1 million, or 29.9%. These consisted largely of bunker charges in the amount of \$11.6 million for 2011 compared to bunker charges in the amount of \$7.9 million for the year ended December 31, 2010, an increase of \$3.7 million, due to the increased level of prevailing bunker prices. Voyage expenses also included port expenses of \$2.2 million for the year ended December 31, 2011 compared to \$2.7 million for the year ended December 31, 2010, a decrease of \$0.5 million and commissions to third parties which were \$1.8 million for the year ended December 31, 2011, \$0.2 million higher than the \$1.6 million for the year ended December 31, 2010.

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**VESSEL OPERATING EXPENSES** Vessel operating expenses were \$36.6 million for the year ended December 31, 2011 and were \$38.3 million for the year ended December 31, 2010, a decrease of \$1.7 million, or 4.4%. The main reason behind this decrease is the reduction in crew wages and related costs that were \$22.0 million for the year ended December 31, 2011 compared to \$24.0 million for the year ended December 31, 2010, since more vessels operated under bareboat charters in the year ended December 31, 2011 whereby the charterers pay for costs related to crewing. Other components of vessel operating expenses were spares and consumable stores, which increased from \$5.8 million in the year ended December 31, 2010 to \$5.9 million in the year ended December 31, 2011, while repairs and maintenance costs were \$4.9 million in the year ended December 31, 2011 compared to \$4.8 million for the year ended December 31, 2010.

**DRY DOCKING COSTS** Dry docking costs were \$3.4 million for the year ended December 31, 2011 and were \$2.7 million for the year ended December 31, 2010, an increase of \$0.7 million, or 25.9%. Dry docking costs increased due to an increase in the number of vessels having to undergo dry docking inspections in the year ended December 31, 2011 compared to the number of vessels that underwent dry dockings in the year ended December 31, 2010. For the year ended December 31, 2011, nine vessels were dry docked compared to six vessels for the year ended December 31, 2010.

**MANAGEMENT FEES** Management fees were \$4.8 million for the year ended December 31, 2011 and were \$5.2 million for the year ended December 31, 2010, a decrease of \$0.4 million or 7.7%. For the year ended December 31, 2011, out of 13,716 total calendar days, 9,430, or 68.8%, related to vessels under time or spot charter while out of a total calendar days of 14,075 in 2010, 10,632, or 75.5%, related to vessels under time or spot charter. Accordingly, both the total number of calendar days and the number of time and spot charter days, for each of which the higher \$440 per vessel per day management fee was paid, compared to bareboat charter days, for which the lower \$125 per vessel per day management fee was paid, decreased in 2011 from 2010. As a result of the above, the management fees decreased.

**GENERAL AND ADMINISTRATIVE EXPENSES** General and administrative expenses were \$2.6 million for the year ended December 31, 2011 and were \$3.0 million for the year ended December 31, 2010, a decrease of \$0.4 million, or 13.3%. No stock grants, bonuses or salary increases were made during the years ended December 31, 2010 and December 31, 2011.

**DEPRECIATION** Depreciation expenses for the 37.6 average number of vessels in our fleet for the year ended December 31, 2011 were \$27.6 million compared to \$26.6 million for the 38.6 average number of vessels in our fleet for the year ended December 31, 2010, an increase of \$1.0 million, or 3.76%.

**NET GAIN/LOSS ON SALE OF VESSELS** Following the sale of four vessels, the *Gas Shanghai*, *Gas Chios*, *Gas Czar* and the *Gas Nemesis*, we recorded a net loss on the sale of these four vessels for the year ended December 31, 2011 of \$5.7 million. This compares to the sale of five vessels for the year ended December 31, 2010, the *Gas Natalie*, *Gas Prophet*, *Gas Texiana*, *Gas Prodigy* and the *Gas Eternity*, whereby we recorded a net gain of \$1.0 million.

**INTEREST AND FINANCE COSTS, NET** Net interest and finance costs were \$8.5 million for the year ended December 31, 2011 and were \$7.7 million for the year ended December 31, 2010, an increase of \$0.8 million, or 10.4%. This resulted primarily from an increase in the average debt outstanding from \$334.2 million during the year ended December 31, 2010 to \$354.0 million in the year ended December 31, 2011. The average interest rate including margin increased to 2.23% for the year ended December 31, 2011, compared to 2.20% for the year ended December 31, 2010.

**LOSS ON DERIVATIVES** For the years ended December 31, 2011 and December 31, 2010, we incurred a loss on derivatives of \$2.9 million and \$6.1 million, respectively. The loss on derivatives for the year ended December 31, 2011 consists of a cash gain on our foreign currency forward contracts denominated in Japanese Yen totaling \$6.3 million due to an overall weakening of the U.S. dollar against the Japanese Yen during the year

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ended December 31, 2011, a cash loss of \$5.5 million on interest rate swaps due to the continuous low interest rate environment with the floating rates we receive under the swap agreements decreasing below the fixed rates we pay under the same agreements and a non-cash loss of \$3.7 million due to the change in the fair values of our interest rate swaps and foreign currency contracts. The interest rate swap agreements' fair value is recorded in our balance sheet as a liability and the foreign currency contracts as an asset.

**INTEREST INCOME** Interest income was \$0.1 million for the year ended December 31, 2011, compared to \$0.3 million for the year ended December 31, 2010, a decrease of \$0.2 million, related to lower deposit rates achieved on cash balances and lower average cash balances on deposit throughout the year ended December 31, 2011 compared to the year ended December 31, 2010.

**FOREIGN EXCHANGE GAIN** For the year ended December 31, 2011, we incurred a foreign exchange gain of \$0.1 million. For the year ended December 31, 2010, we incurred a foreign exchange gain of \$1.5 million. The \$1.5 million gain resulted primarily from revaluation of Yen deposits that we held during the year ended December 31, 2010, that were accumulated through several foreign exchange swap transactions the Company had previously entered into.

**NET INCOME** As a result of the above factors, we recorded a net income of \$8.5 million for the year ended December 31, 2011, compared to net income of \$11.1 million for the year ended December 31, 2010.

***Year ended December 31, 2010 compared to the year ended December 31, 2009***

The average number of vessels in our fleet was 38.6 in the year ended December 31, 2010 compared to 42.0 in the year ended December 31, 2009.

**REVENUES** Voyage revenues for the year ended December 31, 2010 were \$111.4 million compared to \$113.0 million for the year ended December 31, 2009, a decrease of \$1.6 million, or 1.4%. The average daily TCE rate for the year ended December 31, 2010 was \$7,064, an increase of \$337, or 5.0%, compared, to a daily TCE rate of \$6,727 for the year ended December 31, 2009. Total voyage days for our fleet were 13,835 in the year ended December 31, 2010 compared to 15,240 for the year ended December 31, 2009 due to the decrease in the average number of vessels in our fleet. Of the total voyage days in 2010, 10,327, or 74.6%, were either time charter or bareboat charter days and 3,508, or 25.4%, were spot charter days. This compares to 12,276, or 80.6%, time or bareboat charter days and 2,964, or 19.4%, spot charter days in 2009. Our fleet utilization was 98.3% and 99.4% for the years ended December 31, 2010 and December 31, 2009, respectively. Despite the increase in the daily charter rate for the year ended December 31, 2010 compared to the year ended December 31, 2009, revenues declined slightly in 2010 due primarily to the decreased number of vessels we operated during the year and the corresponding decrease in voyage days, offset in part by slightly higher prevailing charter rates.

**VOYAGE EXPENSES** Voyage expenses were \$13.7 million for the year ended December 31, 2010 and were \$10.5 million for the year ended December 31, 2009, an increase of \$3.2 million, or 30.5%. These consisted largely of bunker charges in the amount of \$7.9 million for 2010 compared to bunker charges in the amount of \$5.1 million for the year ended December 31, 2009, an increase of 54.9%, due to the increased level of spot market days undertaken by the Company's fleet for the year ended December 31, 2010 compared to the year ended December 31, 2009. Voyage expenses also included port expenses of \$2.7 million for the year ended December 31, 2010 compared to \$2.0 million for the year ended December 31, 2009, an increase of 35.0% and commissions to third parties which were \$1.6 million for the year ended December 31, 2010 compared to \$1.7 million for the year ended December 31, 2009, a decrease of 5.9%. The increase in voyage expenses for the year ended December 31, 2010 compared to the year ended December 31, 2009 reflects primarily the steep increase in the number of spot voyages undertaken by the Company's fleet during the year ended December 31, 2010 compared to the year ended December 31, 2009.

**VESSEL OPERATING EXPENSES** Vessel operating expenses were \$38.3 million for the year ended December 31, 2010 and were \$38.0 million for the year ended December 31, 2009, an increase of \$0.3 million, or



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0.8%. Crew wages and related costs were \$24.0 million for the year ended December 31, 2010 compared to \$23.7 million for the year ended December 31, 2009. Other components of vessel operating expenses were spares and consumable stores, which increased from \$5.6 million in the year ended December 31, 2009 to \$5.8 million in the year ended December 31, 2010, while repairs and maintenance costs were \$4.8 million in the year ended December 31, 2010 compared to \$4.6 million for the year ended December 31, 2009.

**DRY DOCKING COSTS** Dry docking costs were \$2.7 million for the year ended December 31, 2010 and were \$1.3 million for the year ended December 31, 2009, an increase of \$1.4 million, or 107.7%. Dry docking costs increased due to a net increase in the number of vessels having to undergo dry docking inspections in the year ended December 31, 2010 compared to the number of vessels that underwent dry dockings in the year ended December 31, 2009. For the year ended December 31, 2010, six vessels were dry docked compared to three vessels for the year ended December 31, 2009.

**MANAGEMENT FEES** Management fees were \$5.2 million for the year ended December 31, 2010 and were \$5.2 million for the year ended December 31, 2009. For the year ended December 31, 2010, out of a total calendar days of 14,075, 10,632, or 75.5%, related to vessels under time or spot charter while out of a total calendar days of 15,335 in 2009, 10,425, or 68.0%, related to vessels under time or spot charter. Accordingly, while the percentage of time and spot charter days, for each of which the higher \$440 per vessel per day management fee was paid, compared to the percentage of bareboat charter days, for which the lower \$125 per vessel per day management fee was paid, increased in 2010 from 2009, the total number of calendar days for the fleet decreased due to the lower number of vessels under our ownership. As a result of the above, the management fees remained flat.

**GENERAL AND ADMINISTRATIVE EXPENSES** General and administrative expenses were \$3.0 million for the year ended December 31, 2010 and were \$3.6 million for the year ended December 31, 2009, a decrease of \$0.6 million, or 16.7%, mainly due to a decrease of \$0.4 million in stock based compensation expense as part of the equity compensation awards that were given during 2007 and 2008. No stock grants, bonuses or salary increases were made during the years ended December 31, 2009 and December 31, 2010.

**DEPRECIATION** Depreciation expenses for the 38.6 average number of vessels in our fleet for the year ended December 31, 2010 were \$26.6 million compared to \$26.8 million for the 42.0 average number of vessels in our fleet for the year ended December 31, 2009, a decrease of \$0.2 million, or 0.7%.

**NET GAIN ON SALE OF VESSELS** Following the sale of five vessels, the *Gas Natalie*, *Gas Prophet*, *Gas Texiana*, *Gas Prodigy* and the *Gas Eternity*, we recorded a net gain on the sale of these five vessels for the year ended December 31, 2010 of \$1.0 million. This compares to the sale of two vessels, the *Gas Sophie* and the *Gas Fortune*, in 2009, whereby we recorded a net loss of \$0.8 million.

**IMPAIRMENT LOSS ON FUTURE SALE OF VESSELS** For the year ended December 31, 2009, we recorded an impairment loss of \$9.9 million related to the sale of four vessels which were agreed and subject to a Memorandum of Agreement signed in the year ended December 31, 2009 but with the delivery of these vessels to take place in the year ending December 31, 2010. The *Gas Natalie* was delivered to her new owners on January 15, 2010, the *Gas Prophet* was delivered to her new owners on March 16, 2010, the *Gas Texiana* (ex *Birgit Kosan*) was delivered to her new owners on April 6, 2010 and the *Gas Eternity* was delivered to her new owners on May 6, 2010. For the year ended December 31, 2010 no impairment loss was recorded.

**FORFEITURE OF VESSEL DEPOSIT AND CONTRACT TERMINATION FEES** On June 25, 2008 we signed a Memorandum of Agreement to acquire a resale medium range product carrier to be named, upon her delivery, the *Stealth Argentina*. A deposit of \$5.75 million was placed upon the signing of this agreement. During the year ended December 31, 2009 certain technical defects in the specifications of the vessel became apparent to the Company and it sought to renegotiate the Memorandum of Agreement with the seller of the vessel. These negotiations were conducted during the course of 2009 and in December 2009 an agreement was reached

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whereby the Memorandum of Agreement to purchase the vessel would be cancelled and we would pay, along with the forfeiture of the \$5.75 million paid in June 2008, a further fee of \$10.75 million to the sellers. The total amount paid by us was \$16.5 million made up of the deposit of \$5.75 million and four further payments paid at the end of April 2010, July 2010, October 2010 and January 2011 in the amount of \$2.7 million each and was recorded as a loss in 2009. As of June 1, 2011, all payments related to this agreement had been made.

**INTEREST AND FINANCE COSTS, NET** Net interest and finance costs were \$7.7 million for the year ended December 31, 2010 and were \$9.1 million for the year ended December 31, 2009, a decrease of \$1.4 million, or 15.4%. This resulted primarily from a reduction in LIBOR rates on our bank debt. The average interest rate including margin decreased to 2.20% for the year ended December 31, 2010, compared to 2.59% for the year ended December 31, 2009.

**LOSS ON DERIVATIVES** For the years ended December 31, 2010 and December 31, 2009, we incurred a loss on derivatives of \$6.1 million and \$5.5 million, respectively. The loss on derivatives for the year ended December 31, 2010 is made up of a cash loss of \$6.1 million on interest rate swaps, a non-cash loss of \$1.8 million due to the change in fair value of our interest rate swaps and a non-cash gain on the change in fair value of our foreign currency forward contracts denominated in Japanese Yen totaling \$1.8 million. The non-cash gain of our Japanese Yen denominated foreign currency forward contracts was due to an overall weakening of the U.S. dollar against the Japanese Yen during the year ended December 31, 2010. Generally, the fair value of our interest rate swap agreements increased as of December 31, 2010 compared to December 31, 2009 as a result of increased forward interest rates.

**INTEREST INCOME** Net interest income was \$0.32 million for the year ended December 31, 2010, compared to \$0.25 million for the year ended December 31, 2009, an increase of \$0.07 million, or 28.0%, related to higher deposit rates achieved on cash balances despite lower average cash balances on deposit throughout the year ended December 31, 2010 compared to the year ended December 31, 2009.

**FOREIGN EXCHANGE LOSS** For the year ended December 31, 2010, we incurred a foreign exchange gain of \$1.5 million. For the year ended December 31, 2009, we incurred a foreign exchange loss of \$0.3 million. This \$1.8 million improvement resulted primarily from revaluation of yen deposits on December 31, 2010, that were accumulated through several foreign exchange swap transactions the Company had previously entered into.

**NET INCOME** As a result of the above factors, we recorded a net income of \$11.1 million for the year ended December 31, 2010, compared to a net loss of \$13.3 million for the year ended December 31, 2009

**B. Liquidity and Capital Resources**

As of December 31, 2011, we had cash and cash equivalents of \$43.5 million and \$7.0 million in restricted cash classified as current assets.

Our principal sources of funds for our liquidity needs are cash flows from operations and long-term bank borrowings. Additional sources of funds include proceeds from vessel sales. We have not raised capital through an equity offering since our follow-on public offering in the third quarter of 2007. Our principal use of funds has been to acquire our vessels, maintain the quality of our vessels, service our debt, implement our share repurchase program and fund working capital requirements.

Our liquidity needs, as of December 31, 2011 through the end of 2012, primarily relate to the purchase of the two LPG newbuilding carriers for which we have scheduled future payments through the delivery of the final contracted vessel during 2012 aggregating \$40.0 million, based on the USD/JPY exchange rate as of March 30, 2012, and installment payments on our outstanding indebtedness. We paid the remaining purchase price \$17.6 million for one of these newbuilding LPG carriers, which was delivered to us in January 2012, with borrowings under our Nord LB credit facility. We expect to fund the remaining acquisition cost of the one LPG carrier with

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bank debt and cash generated from operations. As of December 31, 2011, our aggregate debt outstanding was \$351.1 million, of which \$34.0 million was payable within 12 months.

We believe that our working capital is sufficient for our present short-term liquidity requirements. We believe that, unless there is a major and sustained downturn in market conditions applicable to our specific shipping industry segment, that may restrict our ability to draw down the full amount of certain of our committed credit facilities, which contain restrictions on the amount of cash that can be advanced to us under our credit facilities based on the market value of the vessel in respect of which the advance is being made, our internally generated cash flows and the borrowings under arranged credit facilities will be sufficient to fund our operations, including working capital requirements, for at least 12 months taking into account our existing capital commitments and debt service requirements.

Of our fleet of 37 vessels as of April 1, 2012, three of our vessels, the *Gas Crystal*, the *Gas Evoluzione* and the *Catterick*, were unencumbered. As a result, we may incur additional indebtedness secured by certain or all of these unencumbered vessels.

For a description of our credit facilities please refer to the discussion under the heading "Credit Facilities" below.

On January 17, 2012, we sold the LPG carrier *Gas Tiny* for an aggregate amount of \$2.4 million. On February 29, 2012, an amount of \$0.8 million was used to repay the indebtedness on the vessel *Gas Tiny*. As of April 1, 2012, we had agreed to sell the LPG carrier *Gas Kalogeros* for an aggregate amount of \$16.8 million. The vessel *Gas Kalogeros* is expected to be delivered to her new owners in May 2012. Part of the net proceeds from this sale will be used to repay the existing indebtedness secured by the mortgage on this vessel. The amount to be repaid will be determined at the time of the vessel delivery.

In 2009, we entered into a cash conservation approach, which included our cost containment strategy and our Board of Directors' decision to suspend the payment of cash dividends as a result of market conditions in the international shipping industry and the general uncertainties in the global economy. Along with the cessation of dividend payments, we have also decided as of December 31, 2009, 2010 and 2011 not to pay any bonuses to management and no accrual nor payments were made for bonuses for the three months ended March 31, 2012. On March 22, 2010, our Board of Directors approved a stock repurchase program of up to \$15.0 million. The program does not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time at our discretion and without notice. As of December 31, 2011, 1.8 million common shares had been repurchased at an aggregate cost of \$8.5 million. During 2012, no further share purchases had been made as of April 1, 2012.

**Cash Flows**

Net cash provided by operating activities was \$42.4 million for the year ended December 31, 2011, \$27.8 million for the year ended December 31, 2010, and \$48.3 million for the year ended December 31, 2009. This represents the net amount of cash, after expenses, generated by chartering our vessels. Stealth Maritime, on our behalf, pays for the operating expenses of our vessels and gets reimbursed by us. The increase in net cash provided by operating activities was mainly due to the increase in revenues generated by operations despite the increase in expenses, mainly voyage expenses. During 2010 we also paid \$8.1 million related to the cancellation of the purchase of the *Stealth Argentina* that was agreed upon during 2009, while during 2011 the last payment installment was made relating to the cancellation of \$2.7 million.

Net cash used in investing activities was \$31.6 million for the year ended December 31, 2011 and \$33.2 million for the year ended December 31, 2010. During 2011 we sold four vessels, the *Gas Shanghai*, the *Gas Chios*, the *Gas Czar* and the *Gas Nemesis*, with net proceeds of \$25.0 million. Outflows of \$43.8 million reflect payments on the delivery from the yard of the *Gas Cerberus*, the *Gas Elixir* and *Gas Myth* and

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\$11.2 million installments paid to the yard with respect to the two remaining newbuilding LPG carriers, the *Gas Husky* and the *Gas Esco*. During 2010, we sold five vessels, the *Gas Prophet*, the *Gas Texiana*, the *Gas Prodigy*, the *Gas Eternity* and the *Gas Natalie*, with net proceeds of \$37.1 million. Outflows of \$57.1 million and \$13.8 million reflect the acquisition of the *Spike* and yard installments for the five newbuilding LPG carriers. For the year ended December 31, 2009, net cash used in investing activities was \$101.6 million, reflecting the \$11.7 million proceeds from the sales of two vessels and the acquisition of four vessels totaling \$106.1 million, plus \$12.0 million paid as installment payments on the five newbuilding LPG carriers. The above four vessels acquired in 2009 were financed by a combination of \$88.2 million of bank facilities and \$17.9 million of cash on hand.

Net cash provided by financing activities was \$3.0 million for the year ended December 31, 2011 consisting mainly of \$49.4 million of finance proceeds for the delivery of the *Gas Elixir*, *Gas Cerberus* and *Gas Myth*, \$2.2 million paid for stock repurchases and \$43.4 million of loan repayments under the current credit facilities. While for the year ended December 31, 2010, \$10.6 million were used in financing activities, reflecting \$45.0 million of finance proceeds under the DnB Nor loan agreement for the purchase of the *Spike*, \$6.3 million paid for stock repurchases under the stock repurchase plan and \$45.7 million in loan repayments under the existing facilities including \$14.4 million of loan repayments due to sale of four vessels securing such debt. For the year ended December 31, 2009, net cash provided by financing activities was \$55.4 million reflecting \$88.2 million of borrowings to fund the acquisition of three vessels, offset by \$26.0 million in loan repayments and \$4.2 million of dividends paid to stockholders.

As and when we identify assets that we believe will provide attractive returns, we generally enter into specific term loan facilities and borrow amounts under these facilities as vessels are delivered to us. This is the primary driver of the timing and amount of cash provided to us by our financing activities, however, from time to time to bolster our cash position and take advantage of financing opportunities, including to refinance the acquisition cost of vessels acquired earlier, we have entered into and may in the future borrow under credit facilities secured by previously unencumbered vessels in our then-existing fleet.

**Credit Facilities**

We, as guarantor, and certain of our subsidiaries, as borrowers, have entered into a number of credit facilities in connection with financing the acquisition of certain vessels in our fleet. The following summarizes certain terms of our credit facilities under which we had aggregate outstanding indebtedness of \$351.1 million, as of December 31, 2011 which is reflected in our balance sheet as Long-term debt and Current portion of long-term debt. For a description of our credit facilities also see Note 11 to our consolidated financial statements included elsewhere in this report.

| Lender                  | Outstanding<br>Principal<br>Amount | Maturity       | Repayment<br>Installments  | Mortgaged<br>Vessels  |
|-------------------------|------------------------------------|----------------|--|---|
| <b>BNP PARIBAS</b>      | \$ 27.30<br>million                | Due May 2016   | Quarterly installments of \$1.00 million plus a balloon payment of \$9.30 million payable together with the final installment. | <i>Sir Ivor, Lyne, Gas Tiny, Gas Kaizen, Gas Shanghai, Gas Emperor, Gas Ice, Gas Arctic, Gas Amazon</i> |
| <b>DNB NOR BANK ASA</b> | \$ 46.83<br>million                | Due March 2016 | Semi-annual payments of \$3.20 million, plus a balloon payment of \$20.50 million payable together with the final installment. | <i>Gas Marathon, Gas Sincerity, Gas Cathar, Gas Legacy, Gas Monarch, Gas Flawless, Gas Premiership</i>  |

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| <b>Lender</b>                  | <b>Outstanding<br/>Principal<br/>Amount</b> | <b>Maturity</b>                        | <b>Repayment<br/>Installments</b>  | <b>Mortgaged<br/>Vessels</b>       |
|--------------------------------|---|--|--|------------------------------------|
| <b>DNB NOR BANK ASA</b>        | \$ 3.18<br>million                          | Due June 2016                          | Semi-annual installments of \$0.24 million plus a balloon payment of \$1.05 million payable together with the final installment.   | <i>Gas Pasha</i>                   |
| <b>SCOTIABANK</b>              | \$ 34.60<br>million                         | Due June 2015<br><br>Due December 2017 | \$3.80 million is repayable in semi-annual installments of \$0.34 million, plus a balloon payment of \$1.45 million payable together with the final installment. \$30.80 million is repayable, in semi-annual installments of \$1.54 million each, plus a balloon payment of \$12.30 million payable together with the last installment. | <i>Gas Icon, Navig8 Fidelity</i>   |
| <b>NATIONAL BANK OF GREECE</b> | \$ 27.42<br>million                         | Due Nov 2020                           | Semi-annual installments of \$0.97 million each plus a balloon payment of \$9.97 million payable together with the last installment.   | <i>Gas Defiance, Gas Shuriken</i>  |
| <b>DEUTSCHE BANK</b>           | \$ 29.38<br>million                         | Due Feb 2020                           | Quarterly installments of \$0.625 million and a balloon payment of \$9.38 million.   | <i>Navig8 Faith</i>                |
| <b>EMPORIKI BANK</b>           | \$ 24.29<br>million                         | Due Oct 2020                           | Semi-annual installments of \$0.86 million, plus a balloon payment of \$8.8 million, payable together with the last installment.   | <i>Gas Sikousis, Gas Kalogeros</i> |

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| <b>Lender</b>                | <b>Outstanding<br/>Principal<br/>Amount</b> | <b>Maturity</b>                                       | <b>Repayment<br/>Installments</b>   | <b>Mortgaged<br/>Vessels</b>              |
|------------------------------|---|---|---|---|
| <b>DVB BANK</b>              | \$ 26.13<br>million                         | Due Apr 2014<br><br>Due Jul 2014                      | \$15.12 million is repayable in quarterly installments of \$0.41 million each, plus a balloon payment of \$10.99 million payable together with the last installment. \$11.00 million is repayable, in quarterly installments of \$0.22 million each, plus a balloon payment of \$8.63 million payable together with the last installment. | <i>Gas Astrid, Gas Exelero, Chiltern</i>  |
| <b>NIBC BANK</b>             | \$ 19.59<br>million                         | Due Jul 2014  | Semi-annual installments of \$1.08 million and a balloon payment of \$13.12 million payable together with the last installment.   | <i>Gas Haralambos, Gas Spirit</i>         |
| <b>EFG EUROBANK ERGASIAS</b> | \$ 23.85<br>million                         | Due Jul 2019  | One quarterly installment of \$0.60 million and thirty quarterly installments of \$0.39 million and a balloon payment of \$11.55 million payable together with the last installment.  | <i>Alpine Endurance</i>                   |
| <b>DNB NOR BANK ASA</b>      | \$ 40.75<br>million                         | Due Oct 2016  | Quarterly installments of \$0.85 million each and a balloon payment of \$24.6 million.  | <i>Spike, Gas Zael</i>                    |
| <b>DVB BANK</b>              | \$ 47.75<br>million                         | Due Mar 2018<br><br>Due Apr 2018<br><br>Due Sept 2018 | \$31.90 million is repayable in quarterly installments of \$0.55 million each, plus a balloon payment of \$17.60 million payable together with the last installment. \$15.85 million is repayable, in quarterly installments of \$0.28 million each, plus a balloon payment of \$8.70 million payable together with the last installment. | <i>Gas Elixir, Gas Cerberus, Gas Myth</i> |

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As of April 1, 2012, three of our 37 vessels, the *Gas Crystal*, the *Gas Evoluzione* and the *Catterick*, were unencumbered. Other than amounts to be drawn down under our NORD/LB Bank credit facility for the partial financing of one of our LPG vessels under construction, the *Gas Esco*, as further described below, we had no other undrawn borrowing capacity under our existing credit facilities as of April 1, 2012.

On March 1, 2011, we entered into a credit facility with NORD/LB Bank to partially finance the acquisition of the two under construction LPG carriers, *Gas Esco* and *Gas Husky*, in an amount equal to (i) the lesser of \$42,000,000 or 70% of the vessels' charter free market value at the time of delivery or (ii) the lesser of \$45,000,000 or 75% of the vessels' charter free market value if at the time of their delivery we have arranged for a two-year charter for both vessels. On January 12, 2012 we drew down the first tranche of \$21.75 million with respect to the delivery of *Gas Husky*. The total facility is repayable, with the first installment commencing three months after the drawdown, in thirty two consecutive quarterly installments plus a balloon payment payable together with the last installment. The term loan's interest rate is LIBOR plus a margin. In addition to a first priority mortgage over the vessels, the term loan is secured by the assignment of the vessels' insurances, earnings, operating and retention accounts and the guarantee of the ship owning subsidiary. The facility contains similar financial covenants as those contained in our other credit facilities and a ratio of the aggregate market value of the vessels securing the loan to the principal amount outstanding under the loan of 125%, other than during the first three years after both tranches of the loan have been drawn, when this required ratio will be 120%.

## **Financial Covenants**

Our credit facilities contain financial covenants requiring us to:

ensure that our leverage, which is defined as total debt net of cash/total market adjusted assets, does not at any time exceed 80%;

maintain a ratio of the aggregate market value of the vessels securing the loan to the principal amount outstanding under such loan (which we sometimes refer to as the value, maintenance clause) at all times in excess of (i) 130% under our loan agreement with BNP-Paribas and NIBC Bank N.V., (ii) 125% under our loan agreements with DnB NOR Bank ASA, DVB Bank S.E., Nordic Branch, EFG Eurobank Ergasias S.A., Emporiki Bank, National Bank of Greece and Scotiabank and (iii) 110% under our loan agreement with Deutsche Bank through March 31, 2012 and 125% thereafter;

ensure that our ratio of EBITDA to interest expense over the preceding twelve months is at all times more than 2.5 times; and

ensure that members of the Vafias family at all times own at least 15% of our outstanding capital stock.

In addition, our loan agreement with BNP Paribas Bank requires us to maintain a minimum cash balance equivalent to six months interest in a pledged account with the lender at all times; our loan agreements with Scotiabank and Deutsche Bank each require us to maintain a cash balance equivalent to \$200,000 for each vessel mortgaged to Scotiabank or Deutsche Bank, as applicable, at all times; our loan agreement with Emporiki Bank requires us to maintain an average cash balance equivalent to \$800,000 with Emporiki Bank at all times our loan agreement with EFG Eurobank requires us to maintain an aggregate cash balance equivalent to \$200,000 with EFG Eurobank at all times; our loan agreement with National Bank of Greece requires us to deposit on a monthly basis 1/6th of the relevant installment of principal and 1/6th of the relevant fraction of the next interest payment that are both due on a six monthly basis. Our loan agreements with DnB Nor Bank require us at all times to keep the equivalent of six months interest payable on deposit with the DnB Nor Bank at all times and maintain a free cash balance of \$10,000,000.

Under our credit facilities, we are also restricted from paying cash dividends in amounts that exceed 50% of our consolidated free cash flow generally on a rolling 12 months basis.

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As of December 31, 2010, we were in breach of the value maintenance clause in our loan facility with Deutsche Bank and we obtained a waiver of the above covenant breach. In connection with this waiver agreement, which reduced the value maintenance requirement from 125% to 110% through March 31, 2012, we agreed to make a repayment on the outstanding balance of the credit facility of \$1.5 million in May 2011 and to maintain a minimum charter hire rate level for the vessel mortgaged under the loan facility. We and Deutsche Bank agreed to a reduction in the margin from the higher margin level agreed in connection with previous waiver agreements. As of December 31, 2011, the Company was in compliance with the original covenants or had waivers amending the original covenants such that it was in compliance. As described above, under the Deutsche Bank facility, under which a total of \$29.3 million was outstanding as of December 31, 2011, the Company had obtained a waiver until March 31, 2012 reducing the required loan to value ratio to 110%. Upon waiver expiry on March 31, 2012, the Company is not in compliance with the loan to value ratio. Management has the intention and ability to cure this breach and as a result the Company may be required prepay debt or to provide additional collateral to its lenders in the form of cash in order to regain compliance with this covenant in the total amount of approximately \$2.0 million which has been classified as restricted cash as of December 31, 2011.

Our existing credit facility agreements contain customary events of default with respect to us and our applicable subsidiaries, including upon the non-payment of amounts due under the credit facility; breach of covenants; matters affecting the collateral under such facility; and the occurrence of any event that, in light of which, the lender considers that there is a significant risk that the borrowers are, or will later become, unable to discharge their liabilities as they fall due. In addition, our credit facility with Emporiki Bank of Greece S.A. contains events of default with respect to insolvency or bankruptcy, while our credit facility with Scotiabank (Ireland) Limited, as lender, Scotiabank Europe plc, as security trustee, and The Bank of Nova Scotia, as swap bank, contains events of default with respect to insolvency or bankruptcy, as well as defaults under our other debt obligations.

Our credit facilities provide that upon the occurrence of an event of default, the lenders may require that all amounts outstanding under the credit facility be repaid immediately and terminate our ability to borrow under the credit facility and foreclose on the mortgages over the vessels and the related collateral. Our loan agreements also contain cross-default clauses.

**C. Research and Development, Patents and Licenses**

None

**D. Trend Information**

Our results of operations depend primarily on the charter hire rates that we are able to realize. In turn, charter rates are determined by the underlying balance in demand and supply for our vessels. Demand for LPG transportation is influenced by various global economic factors and trade patterns, while the supply is primarily a factor of the fleet growth, determined by the number of vessels in the orderbook entering the fleet and the number of vessels exiting the fleet, primarily sold for demolition. As a result, the LPG shipping sector has been a highly cyclical industry experiencing volatility in charter hire rates and vessel values.

After increasing throughout 2007 and into 2008, charter rates for Handy size LPG carriers declined in the second half of 2008 and in 2009 as a result of slowdown in the world economy. Although there was some improvement beginning late in 2010 and through 2011, rates remain below levels reached in 2007 and 2008 and could again decline. Future growth in the demand for LPG carriers and charter rates will depend on economic growth in the world economy and demand for LPG product transportation that exceeds the capacity of the growing worldwide LPG carrier fleet's ability to match it. Global financial conditions remain volatile and demand for LPG transportation may decrease in the future. We believe that the future growth in demand for LPG carriers and the charter rate levels will depend primarily upon the supply and demand for LPG particularly in the economies of the Middle East where large quantities are produced and the Far East, and upon seasonal and



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regional changes in demand and changes to the capacity of the world fleet. The capacity of the world shipping fleet appears likely to increase in the near term, although growth in our core sector of 3,000 to 8,000 cbm Handy size LPG Carriers is expected to be limited in 2012 and 2013.

As a result of the volatility and rate declines witnessed in the overall shipping markets during the past two years and the global financial conditions credit to finance vessel acquisitions has become more scarce. Companies in the shipping sector generally depend on credit facilities, among other, to finance their acquisitions. Scarcity of credit facilities may impede our ability to grow our fleet. As of April 1, 2012 we have one vessel to acquire that is currently under construction and has committed financing in place.

Please see Item 3. Key Information D. Risk factors for a discussion of the material risks inherent in our business.

**E. Off Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements.

**F. Contractual Obligations**

Contractual obligations as of December 31, 2011 were:

|   | Total      | Payments due by period (in thousands) |                          |                          | More than                                |
|---|------------|---------------------------------------|--------------------------|--------------------------|--|
|   |            | Less than 1<br>year<br>(2012)         | 1-3 years<br>(2013-2014) | 3-5 years<br>(2015-2016) | 5 years<br>(After<br>January 1,<br>2017) |
| Long-term debt obligations(1)                   | \$ 351,068 | \$ 33,959                             | \$ 99,209                | \$ 105,125               | \$ 112,775                               |
| Interest on principal amounts outstanding(1)(2) | 44,602     | 7,962                                 | 14,106                   | 12,453                   | 10,081                                   |
| Management fees(3)                              | 6,345      | 4,321                                 | 2,024                    |                          |  |
| Operating lease(4)                              | 44         | 44                                    |                          |                          |  |
| Vessel purchase agreements                      | 43,108     | 43,108                                |                          |                          |  |
| Total   | \$ 445,167 | \$ 89,394                             | \$ 115,339               | \$ 117,578               | \$ 122,856                               |

- (1) Does not include \$21.8 million drawn down under our Nord LB credit facility upon delivery to us of the newbuilding LPG carrier, *Gas Husky* on January 18, 2012.
- (2) Based on assumed LIBOR rates of 0.4681% for 2012, 0.5936% for 2013, 0.9533% for 2014, 1.5325% for 2015, 2.1245% for 2016 and 2.6784% thereafter, and the effect of our interest rate swap arrangements.
- (3) Based on our management agreement with Stealth Maritime, we pay it \$125 per vessel per day for vessels on bareboat charter and \$440 per vessel per day for vessels not on bareboat charter. We will also pay 1.25% of the gross freight, demurrage and charter hire collected from employment of our ships and 1% of the contract price of any vessels bought or sold on our behalf.
- (4) The amount related an operating lease for a motor vehicle. The lease expires on December 2012. The cost is 34,200 per year.

**Critical Accounting Policies**

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of those financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

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Critical accounting policies are those that reflect significant judgments or uncertainties, and potentially result in materially different results under different assumptions and conditions. We have described below what we believe are our most critical accounting policies that involve a high degree of judgment and the methods of their application. For a description of all of our significant accounting policies, see Note 2 to our consolidated financial statements included elsewhere herein.

*Impairment of long-lived assets:* We follow the Accounting Standards Codification ( ASC ) Subtopic 360-10, Property, Plant and Equipment ( ASC 360-10 ), which requires impairment losses to be recorded on long-lived assets used in operations be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If indicators of impairment are present, we perform an analysis of the anticipated undiscounted future net cash flows of the related long-lived assets. If the carrying value of the related asset exceeds the undiscounted cash flows, the carrying value is reduced to its fair value and the difference is recorded as an impairment loss in the consolidated statements of operations.

Despite the apparent steadiness in the values of our core fleet, the decline in global economy was considered to be an indicator of potential impairment. Therefore, as of December 31, 2011, we performed the step one, undiscounted cash flow test as required by the ASC guidance. We determined undiscounted projected net operating cash flows for each vessel and compared it to the vessel s carrying value. This assessment was made at the individual vessel level since separately identifiable cash flow information for each vessel was available. In developing estimates of future cash flows to be generated over remaining useful lives of the vessels, we made assumptions about the future, such as: (1) vessel charter rates, (2) vessel utilization rates, (3) vessel operating expenses, (4) dry docking costs, (5) vessel scrap values at the end of vessels remaining useful lives and (6) the remaining useful lives of the vessels. These assumptions were based on historical trends as well as future expectations in line with our historical performance and our expectations for future fleet utilization under our current fleet deployment strategy, vessel sales and purchases, and overall market conditions.

Our impairment test exercise is highly sensitive on variances and future estimates of the time charter rates, fleet effective utilization rate, estimated scrap values, future drydocking costs and estimated vessel operating costs. Our current analysis, which involved also a sensitivity analysis by assigning possible alternative values to these inputs, indicates that there is no impairment of individual long lived assets.

The carrying values of our vessels may not represent their fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of newbuildings.

*Depreciation:* We record the value of our vessels at their cost (which includes acquisition costs directly attributable to the vessel and expenditures made to prepare the vessel for its initial voyage) less accumulated depreciation. We depreciate our vessels on a straight-line basis over their estimated useful lives, estimated to be 25 to 30 years from date of initial delivery from the shipyard. We believe that a 30-year depreciable life is consistent with that of other gas vessel owners and reflects management s intended use and a 25-year depreciable life is consistent with other product carrier vessel owners and reflects management s intended use. Depreciation is based on cost less the estimated residual scrap value. An increase in the useful life of the vessel or in the residual value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of the vessel or in the residual value would have the effect of increasing the annual depreciation charge. No events or circumstances occurred in 2011 that would require us to revise estimates related to depreciation and such revisions are not expected to occur in the future.

*Vessels Acquisitions:* Our vessels are stated at cost, which consists of the contract price less discounts and any material expenses incurred upon acquisition (initial repairs, improvements, acquisition and expenditures made to prepare the vessel for its initial voyage). Subsequent expenditures for conversions and major improvements are also capitalized when they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessels, and otherwise are charged to expenses as incurred.

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We record all identified tangible and intangible assets associated with the acquisition of a vessel or liabilities at fair value. Where vessels are acquired with existing time charters, we allocate the purchase price to the time charters based on the present value (using an interest rate which reflects the risks associated with the acquired charters) of the difference between (i) the contractual amounts to be paid pursuant to the charter terms and (ii) management's estimate of the fair market charter rate, measured over a period equal to the remaining term of the charter. The capitalized above-market (assets) and below-market (liabilities) charters are amortized as a reduction and increase, respectively, to voyage revenues over the remaining term of the charter.

*Stock Incentive Plan:* Share-based compensation includes vested and non-vested shares granted to employees and to non-employee directors in 2008 and 2009, for their services as directors, is included in General and administrative expenses in the consolidated statements of operations. These shares are measured at their fair value, which is equal to the market value of the Company's common stock on the grant date. The shares that do not contain any future service vesting conditions are considered vested shares and a total fair value of such shares is recognized in full on the grant date. The shares that contain a time-based service vesting condition are considered non-vested shares on the grant date and a total fair value of such shares recognized over the vesting period on a straight-line basis over the requisite service period for each separately portion of the award as if the award was, in substance, multiple awards (graded vesting attribution method). No events or circumstances occurred in 2011 that would require us to revise estimates related to stock-based compensation and such revisions are not expected to occur in the future.

## **G. Safe Harbor**

See section [Forward-Looking Information](#) at the beginning of this annual report.

**Table of Contents****Item 6. Directors, Senior Management and Employees****A. Directors, Senior Management and Employees**

The following table sets forth, as of April 1, 2012, information for each of our directors and senior managers.

| Name                    | Age | Positions   | Year            |              |
|-------------------------|-----|---|-----------------|--------------|
|                         |     |   | Director        | Current      |
|                         |     |   | Became Director | Term Expires |
| Harry N. Vafias         | 34  | President, Chief Executive Officer and Class III Director | 2004            | 2012         |
| Michael G. Jolliffe     | 62  | Chairman of the Board, Class II Director                  | 2004            | 2013         |
| Lambros Babilis         | 44  | Deputy Chairman and Class I Director                      | 2007            | 2014         |
| Markos Drakos           | 52  | Class III Director  | 2006            | 2012         |
| John Kostoyannis        | 46  | Class II Director   | 2010            | 2013         |
| Konstantinos Sistovaris | 34  | Chief Financial Officer                                   |                 |              |

Certain biographical information about each of these individuals is set forth below.

*Harry N. Vafias* has been our President and Chief Executive Officer and a member of our Board of Directors since our inception in December 2004. Mr. Vafias has been actively involved in the tanker and gas shipping industry since 1999. Mr. Vafias worked at Seascope, a leading ship brokering firm specializing in sale and purchase of vessels and chartering of oil tankers. Mr. Vafias also worked at Braemar, a leading ship brokering firm, where he gained extensive experience in tanker and dry cargo chartering. Seascope and Braemar merged in 2001 to form Braemar Seascope Group plc, a public company quoted on the London Stock Exchange and one of the world's largest ship brokering and shipping service groups. From 2000 until 2004, he worked at Brave Maritime and Stealth Maritime, companies providing comprehensive ship management services, where Mr. Vafias headed the operations and chartering departments of Stealth Maritime and served as manager for the sale and purchase departments of both Brave Maritime and Stealth Maritime. Mr. Vafias graduated from City University Business School in the City of London in 1999 with a B.A. in Management Science and from Metropolitan University in 2000 with a Masters degree in Shipping, Trade and Transport.

*Michael G. Jolliffe* has been Chairman of our Board of Directors since 2004. He is a director of a number of companies in shipping, agency representation, shipbroking, capital services, mining and tele marketing. Mr Jolliffe is Deputy Chairman of Tsakos Energy Navigation Ltd, an oil, product carrier and LNG shipping company listed on the New York Stock Exchange. He is also Chairman of the Wighams Group of companies owning companies involved in shipbroking, agency representation and capital markets businesses. Mr Jolliffe is also a director of InternetQ, a telemarketing, multi player games and social content company quoted on the London AIM stock exchange as well as the Chairman of Papua Mining Plc a gold and copper mining company quoted on the London AIM market.

*Lambros Babilis* has been Deputy Chairman of our Board of Directors and an Executive Director since 2007. Mr. Babilis was the Technical Manager of Stealth Maritime Corporation from 2006 until 2011 when he became the Chief Operating Officer, and has worked for the Vafias Group since 2000. From 1997 until 2000, Mr. Babilis worked in the Technical Department of Multi Trading Ship Management, a company specializing in chemical tankers. From 1993 until 1997, Mr. Babilis worked in a consulting or research capacity for various EEC Shipping related projects and worked as a consultant to shipping companies and as a representative of the Technical Chamber of Greece to the Joint Committee of Health and Safety of Ship Repair (Perama Zone). In addition, from 1996 until 1997, Mr. Babilis was involved in the construction of the Landing Ships at Eleusis Shipyards (Detachment of Hellenic Navy). From 1992 until 1993, Mr. Babilis worked for an international consortium, including PricewaterhouseCoopers and Port and Transport Consulting of Bremen, for the design of the Port Management Information System of Piraeus Port Authority. Mr. Babilis started his career in the

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Operations Department of Trade and Transport Inc. Mr. Babilis has been involved in the research center of Athens University of Economics and Business and in the Ocean Transportation Economics department at the National Technical University of Athens. From 1994 until 1996, Mr. Babilis was the General Secretary of the Hellenic Association of Naval Architects. Mr. Babilis graduated from the National Technical University of Athens, department of Naval Architecture and Marine Engineering, in 1990, and received an honorary scholarship from the Hellenic Scholarship foundation.

*Markos Drakos* has been a member of our Board of Directors since 2006 and Chairman of our Audit Committee. In 1988, Mr. Drakos co-founded Touche Ross & Co (Cyprus), later renamed Deloitte & Touche, Nicosia and served as co-managing partner of the company's Nicosia office in Cyprus until 2002. Following the December 2002 reorganization of Deloitte & Touche, Nicosia, Mr. Drakos founded Markos Drakos Consultants Group, a consulting company, which served as successor to the consulting, special services and international business division of Deloitte & Touche, Nicosia. From 2000 until 2003, Mr. Drakos also served as Vice Chairman of the Cyprus Telecommunications Authority, the leading telecommunications company in Cyprus. Mr. Drakos has also served as a member of the Offshore, Shipping & Foreign Investment Committee of the Institute of Certified Public Accountants of Cyprus. Mr. Drakos received a Bachelor of Science degree in Economics from the London School of Economics and is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Institute of Certified Public Accountants of Cyprus.

*John Kostoyannis* joined our Board of Directors in 2010. Mr. Kostoyannis is a Managing Director at Allied Shipbroking Inc., a leading shipbroking house in Greece, providing Sale and Purchase and Chartering services in the shipping industry. Before joining Allied Shipbroking, from 1991 until September 2001, Mr. Kostoyannis worked in several prominent shipbroking houses in London and Piraeus. He is a member of the Hellenic Shipbrokers Association. Mr Kostoyannis graduated from the City of London Polytechnic in 1988 where he studied Shipping and Economics.

*Konstantinos Sistovaris*, our Chief Financial Officer, joined us in February 2011. Mr. Sistovaris has 10 years of experience in banking and finance operations. Before joining the company, he worked in senior positions in the finance department of our affiliated manager Stealth Maritime S.A. since 2004 and, in such capacity, was involved in the initial public offering of the Company. Prior to this, Mr. Sistovaris worked in New York City in the finance department at Atlantic Bank of New York. Mr. Sistovaris holds an undergraduate degree in economics from Brown University, and an MSc in Law and Accounting from the London School of Economics.

**B. Compensation of Directors and Senior Management**

Beginning February 2006, the Chairman of our Board of Directors receives annual fees of \$70,000, plus reimbursement for his out-of-pocket expenses, while each of our other independent directors receives fees of up to \$35,000 per annum, plus reimbursement of their out-of-pocket expenses. Executive directors received no compensation for their services as directors. In addition, we reimbursed Stealth Maritime for its payment of the compensation to our Chief Executive Officer, Deputy Chairman and Executive Director, Chief Financial Officer and Internal Auditor. The aggregate of such compensation for 2011, 2010 and 2009 was \$1.19 million, \$1.31 million and \$1.27 million, respectively.

Our executive officers are also eligible to receive awards under our equity compensation plan described below under Equity Compensation Plan. On August 14, 2007, we awarded 100,000 restricted shares to our Chief Executive Officer, which vested ratably over a period ending on October 1, 2009. On November 20, 2007, we awarded 100,000 restricted shares to our Chief Executive Officer, which vested ratably over a three year period ending on October 31, 2010.

On August 14, 2007 and November 20, 2007, we also awarded a total of 24,000 restricted shares to our non-employee directors that vested ratably over a period ending October 31, 2010 of which 667 shares were forfeited due to Mr. Thanassis Martinos resignation from the Board of Directors prior to the vesting date of such

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shares. On March 18, 2008, we awarded 9,396 restricted shares to our Deputy Chairman and Executive Director, Mr. Lambros Babilis, of which 7,047 vested as of December 31, 2010 and the remaining 2,349 vested on March 18, 2011.

We did not grant any awards under our equity compensation plan to directors or officers of the Company during the years ended December 31, 2009, 2010, and 2011.

### **C. Board Practices**

The Board of Directors may change the number of directors by a vote of a majority of the entire Board. Each director shall be elected to serve until the third succeeding annual meeting of stockholders and until his or her successor shall have been duly elected and qualified, except in the event of death, resignation or removal. A vacancy on the board created by death, resignation, removal (which may only be for cause), or failure of the stockholders to elect the entire class of directors to be elected at any election of directors or for any other reason, may be filled only by an affirmative vote of a majority of the remaining directors then in office, even if less than a quorum, at any special meeting called for that purpose or at any regular meeting of the board of directors. Our Board of Directors is divided into three classes with only one class of directors being elected in each year and each class serving a three-year term.

At December 31, 2011 and April 1, 2012, we had five members on our Board of Directors named above. Our Board of Directors has determined that Michael G. Jolliffe, Markos Drakos and John Kostoyannis are independent directors within the meaning of the applicable Nasdaq listing requirements and SEC independence requirements applicable to Audit Committee members since none of them has received any compensation from the company except for director's fees and restricted stock awards to directors and none of them has any relationship or has had any transaction with the company which the Board believes would compromise their independence. Officers are elected from time to time by vote of our Board of Directors and hold office until a successor is elected.

We have no service contracts with any of our officers or directors that provide for benefits upon termination of employment. Our Chief Executive Officer and Chief Financial Officer are technically employees of Stealth Maritime, our fleet manager. Under our management agreement with Stealth Maritime, our relationship with each of our Chief Executive Officer and Chief Financial Officer is governed by terms substantially similar to those typically included in employment agreements. We do not have an employment agreement with Lambros Babilis, our Deputy Chairman and Executive Director.

During the fiscal year ended December 31, 2011, the full Board of Directors held four meetings. Each director attended all of the meetings of the Board of Directors and meetings of committees.

To promote open discussion among the independent directors, those directors met four times in 2011 in regularly scheduled executive sessions without participation of our company's management and will continue to do so in the remainder of 2012 and in 2013. Mr. Jolliffe has served as the presiding director for purposes of these meetings. Stockholders who wish to send communications on any topic to the board of directors or to the independent directors as a group, or to the presiding director, Mr. Jolliffe, may do so by writing to StealthGas Inc., 331 Kifissias Avenue, Erithrea 14561 Athens, Greece.

### **Corporate Governance**

Our Board of Directors and our company's management have engaged in an ongoing review of our corporate governance practices in order to oversee our compliance with the applicable corporate governance rules of the Nasdaq Stock Market and the SEC.

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We have adopted a number of key documents that are the foundation of our corporate governance, including:

a Code of Business Conduct and Ethics;

a Nominating and Corporate Governance Committee Charter;

a Compensation Committee Charter; and

an Audit Committee Charter.

We will provide a paper copy of any of these documents upon the written request of a stockholder. Stockholders may direct their requests to the attention of Konstantinos Sistovaris, StealthGas Inc., 331 Kifissias Avenue, Erithrea 14561 Athens, Greece. These documents are also available on our website at [www.stealthgas.com](http://www.stealthgas.com) under the heading Corporate Governance.

### **Committees of the Board of Directors**

The Board of Directors has established an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee. As of April 1, 2012, the Audit Committee consists of Messrs. Markos Drakos (Chairman), Michael Jolliffe, and John Kostoyannis. The Nominating and Corporate Governance Committee consists of Messrs. Michael Jolliffe (Chairman), Markos Drakos and John Kostoyannis. The Compensation Committee consists of Messrs. Michael Jolliffe (Chairman), Markos Drakos and John Kostoyannis. Each of the directors on these committees has been determined by our Board of Directors to be independent.

#### ***Audit Committee***

The Audit Committee is governed by a written charter, which is approved and annually adopted by the Board. The Board has determined that the members of the Audit Committee meet the applicable independence requirements of the SEC and the Nasdaq Stock Market, that all members of the Audit Committee fulfill the requirement of being financially literate and that Mr. Drakos is an Audit Committee financial expert as defined under current SEC regulations.

The Audit Committee is appointed by the Board and is responsible for, among other matters overseeing the:

integrity of the Company's financial statements, including its system of internal controls;

the Company's compliance with legal and regulatory requirements;

the independent auditor's qualifications and independence; and

the performance of the Company's independent audit function and independent auditors, as well preparing an Audit Committee Report to be included in our annual proxy statement.

#### ***Nominating and Corporate Governance Committee***

The Nominating and Corporate Governance Committee is appointed by the Board and is responsible for, among other matters:

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reviewing the Board structure, size and composition and making recommendations to the Board with regard to any adjustments that are deemed necessary;

identifying candidates for the approval of the Board to fill Board vacancies as and when they arise as well as developing plans for succession, in particular, of the chairman and executive officers;



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overseeing the Board's annual evaluation of its own performance and the performance of other Board committees; and

developing and recommending to the Board for adoption a set of Corporate Governance Guidelines applicable to the Company and to periodically review the same.

### ***Compensation Committee***

The Compensation Committee is appointed by the Board and is responsible for, among other matters:

establishing and periodically reviewing the Company's compensation programs;

reviewing the performance of directors, officers and employees of the Company who are eligible for awards and benefits under any plan or program and adjust compensation arrangements as appropriate based on performance;

reviewing and monitoring management development and succession plans and activities;

reporting on compensation arrangements and incentive grants to the Board; and

preparing a Compensation Committee report to be included in our annual proxy statement.

### **D. Employees**

As of December 31, 2011, 287 officers and 296 crew members served on board the vessels in our fleet. However, these officers and crew are not directly employed by the Company.

### **E. Share Ownership**

The shares of common stock beneficially owned by our directors and senior managers and/or companies affiliated with these individuals are disclosed in Item 7. Major Shareholders and Related Party Transactions below.

### **Equity Compensation Plan**

We have an equity compensation plan, which we refer to as the Plan. The Plan is generally administered by the Compensation Committee of our Board of Directors, except that the full board may act at any time to administer the Plan, and authority to administer any aspect of the Plan may be delegated by our Board of Directors or by the Compensation Committee to an executive officer or any other person. The Plan allows the plan administrator to grant awards of shares of our common stock or the right to receive or purchase shares of our common stock (including options to purchase common stock, restricted stock and stock units, bonus stock, performance stock, and stock appreciation rights) to our employees, directors or other persons or entities providing significant services to us or our subsidiaries, and further provides the plan administrator the authority to re price outstanding stock options or other awards. The actual terms of an award, including the number of shares of common stock relating to the award, any exercise or purchase price, any vesting, forfeiture or transfer restrictions, the time or times of exercisability for, or delivery of, shares of common stock, are to be determined by the plan administrator and set forth in a written award agreement with the participant.

The aggregate number of shares of our common stock for which awards may be granted under the Plan cannot exceed 10% of the number of shares of our common stock issued and outstanding at the time any award is granted. Awards made under the Plan that have been forfeited (including our repurchase of shares of common stock subject to an award for the price, if any, paid to us for such shares of common stock, or for their par value), cancelled or have expired, will not be treated as having been granted for purposes of the preceding sentence. In addition to awards to our executive officers and directors described above, on March 18, 2008, under the Plan, we awarded 9,396 restricted shares of our common stock to Mr. Babilis, our Deputy Chairman and Executive



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Director, and 16,609 restricted shares of our common stock to certain employees of our manager who provide services to us and such employees were treated as non-employees for stock-based compensation purposes. No awards were given under the Plan for the years ended December 31, 2009, December 31, 2010 and December 31, 2011. As of April 1, 2012, 250,005 shares of our common stock had been granted under the Plan since its adoption in 2005.

The Plan permits the plan administrator to make an equitable adjustment to the number, kind and exercise price per share of awards in the event of our recapitalization, reorganization, merger, spin-off, share exchange, dividend of common stock, liquidation, dissolution or other similar transaction or events. In addition, the plan administrator may make adjustments in the terms and conditions of any awards in recognition of any unusual or nonrecurring events. Our Board of Directors may, at any time, alter, amend, suspend or discontinue the Plan. The Plan will automatically terminate ten years after it has been most recently approved by our stockholders.

**Item 7. Major Shareholders and Related Party Transactions****A. Major Shareholders**

The following table sets forth certain information regarding the beneficial ownership of our outstanding shares of common stock as of April 1, 2012 by:

each person or entity that we know beneficially owns 5% or more of our shares of common stock;

our chief executive officer and our other members of senior management;

each of our directors; and

all of our current directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC. In general, a person who has or shares voting power and/or dispositive power with respect to securities is treated as a beneficial owner of those securities. It does not necessarily imply that the named person has the economic or other benefits of ownership. For purposes of this table, shares subject to options, warrants or rights currently exercisable or exercisable within 60 days of April 1, 2012 are considered as beneficially owned by the person holding such options, warrants or rights. Each shareholder is entitled to one vote for each share held. The applicable percentage of ownership for each shareholder is based on 20,552,568 shares of common stock outstanding as of April 1, 2012. Information for certain holders is based on their latest filings with the Securities and Exchange Commission or information delivered to us.

| Name of Beneficial Owner                | Shares Beneficially Owned |            |
|---|---------------------------|------------|
|   | Number                    | Percentage |
| <b>Principal Stockholders</b>           |                           |            |
| Flawless Management Inc.(1)             | 4,000,000                 | 19.5%      |
| Castor Investment Company(2)            | 2,003,000                 | 9.7%       |
| Zesiger Capital Group LLC(3)            | 1,874,000                 | 9.1%       |
| <b>Executive Officers and Directors</b> |                           |            |
| Harry N. Vafias(1)                      | 4,200,000                 | 20.4%      |
| Konstantinos Sistovaris                 | 1,789                     | *          |
| Michael G. Jolliffe                     | 12,000                    | *          |
| Lambros Babilis                         | 9,396                     | *          |
| Markos Drakos                           | 8,000                     | *          |
| John Kostoyannis                        |                           | %          |

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|   |           |       |
|---|-----------|-------|
| All executive officers and directors as a group (6 persons) | 4,231,185 | 20.6% |
|---|-----------|-------|

\* Less than 1%.

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- (1) According to Amendment No. 2 to a Schedule 13G jointly filed with the SEC on July 27, 2009 by Flawless Management Inc. and Harry N. Vafias, Harry N. Vafias beneficially owns 4,200,000 shares of common stock, of which 4,000,000 shares are owned by Flawless Management Inc. Harry N. Vafias has sole voting power and sole dispositive power with respect to all such shares.
- (2) According to Schedule 13G filed with the SEC on February 15, 2012 with respect to the 2,003,000 shares owned by Castor Investment Company, Mr. Constantinos Tsaousoglou has sole voting and dispositive power.
- (3) According to Amendment No. 4 to Schedule 13G filed with the SEC on February 01, 2012, Zesiger Capital Group LLC beneficially owns 1,874,000 shares of common stock and has sole voting power with respect to 1,548,000 such shares and sole dispositive power with respect to all such shares. The shares of common stock are owned of record by clients of Zesiger Capital Group LLC, an investment advisor.

According to a Schedule 13G filed with the SEC on February 16, 2010, The Bessemer Group, Incorporated ( BGI ), as a parent holding company, and Bessemer Trust Company, N.A. ( BTNA ), Bessemer Investment management LLC ( BIM ) and Old Westbury Real Return Fund (the Old Westbury Fund ) beneficially owned an aggregate of 2,194,200 shares or 10.4% of our common stock. Furthermore, according to Amendment No.2 to Schedule 13G filed with the SEC on February 14, 2011, BGI owned 0 shares of our common stock.

We effected a registered public offering of our common stock and our common stock began trading on the Nasdaq National Market in October 2005. Our major stockholders have the same voting rights as our other shareholders. As of April 3, 2012, we had approximately 19 shareholders of record. Seven of the stockholders of record were located in the United States and held in the aggregate 15,903,230 shares of common stock representing approximately 77.4% of our outstanding shares of common stock. However, the seven United States shareholders of record include CEDEFEST, which, as nominee for The Depository Trust Company, is the record holder of 15,897,092 shares of common stock. Accordingly, we believe that the shares held by CEDEFEST include shares of common stock beneficially owned by both holders in the United States and non-United States beneficial owners. As a result, these numbers may not accurately represent the number of beneficial owners in the United States.

We are not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.

On March 22, 2010 our Board of Directors approved a repurchase programme of our common stock of up to \$15.0 million. There is no fixed time period for this repurchase programme. As at April 1, 2012, 1,756,875 common shares had been repurchased of which 551,646 were held as treasury stock. The Company may discontinue this programme at any time.

**B. Related Party Transactions**

Pursuant to our Audit Committee Charter, our Audit Committee is responsible for establishing procedures for the approval of all related party transactions involving executive officers and directors. Our Code of Business Conduct and Ethics requires our Audit Committee to review and approve any related party transaction as defined in Item 7.B of Form 20-F before it is consummated.

It is our policy that transactions with related parties are entered into on terms no less favorable to us than would exist if these transactions were entered into with unrelated third parties on an arm's length basis.

***Management Affiliations***

Harry Vafias, our president, chief executive officer and one of our directors, is an officer, director and the sole shareholder of Flawless Management Inc., our largest stockholder. He is also the son of the principal and

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founder of Brave Maritime, an affiliate of Stealth Maritime, which is our management company. Stealth Maritime subcontracts the technical management of some of our LPG carriers to Brave Maritime.

***Management and Other Fees***

We have a management agreement with Stealth Maritime, pursuant to which Stealth Maritime provides us with technical, administrative, commercial and certain other services. In relation to the technical services, Stealth Maritime is responsible for arranging for the crewing of the vessels, the day to day operations, inspections and vetting, supplies, maintenance, repairs, bunkering drydocking and insurance. Administrative functions include but are not limited to accounting, back-office, reporting, legal and secretarial services. In addition, Stealth Maritime provides services for the chartering of our vessels and monitoring thereof, freight collection, and sale and purchase. In providing most of these services, Stealth Maritime pays third parties and receives reimbursement from us. Under the management agreement Stealth Maritime may subcontract certain of its obligations.

In the year ended December 31, 2011, we paid Stealth Maritime a fixed management fee of \$440 per vessel operating under a voyage or time charter per day, pro rated for the calendar days we own the vessels. We paid a fixed fee of \$125 per vessel per day for each of our vessels operating on bareboat charter. These fixed daily fees are based on the Amended Management Agreement with Stealth Maritime and have not changed since 2007. Management fees for the years ended December 31, 2009, 2010 and 2011 were \$5.2 million, \$5.2 million, and \$4.8 million respectively. In addition, our manager arranges for supervision onboard the vessels, when required, by superintendent engineers and when such visits exceed a period of five days in a twelve month period we are charged \$500 for each additional day. In the year ended December 31, 2011 we paid \$0.2 million related to onboard supervision.

We pay our manager, Stealth Maritime, a fee equal to 1.25% of the gross freight, demurrage and charter hire collected from the employment of our vessels. Stealth Maritime also receives a fee equal to 1.0% calculated on the price as stated in the relevant memorandum of agreement for any vessel bought or sold by them on our behalf. For the years ended December 31, 2009, 2010, and 2011, total brokerage commissions of 1.25% amounted to \$1.4 million, \$1.4 million and \$1.5 million respectively, and were included in voyage expenses. For the years ended December 31, 2009, 2010 and 2011, the amounts of \$0.6 million, \$0.6 million and \$0.6 million respectively, were capitalized to the cost of the vessels.

We also reimburse Stealth Maritime for its payment for executive services related to our Chief Executive Officer, Deputy Chairman and Executive Director, Chief Financial Officer and Internal Auditor. During the year ended December 31, 2011, such compensation was in the aggregate amount of US \$1,192,266. During the year ended December 31, 2010, such compensation was in the aggregate amount of US \$1,311,363. During the year ended December 31, 2009, such compensation was in the aggregate amount of US \$1,267,981.

In addition, as long as Stealth Maritime is our fleet manager, Stealth Maritime has granted us a right of first refusal to acquire any LPG carrier, which Stealth Maritime may acquire in the future. Stealth Maritime has also agreed that it will not charter-in any LPG carrier without first offering the opportunity to charter-in such vessel to us. This right of first refusal does not prohibit Stealth Maritime from managing vessels owned by unaffiliated third parties in competition with us, nor does it cover product carriers.

Additional vessels that we may acquire in the future may be managed by Stealth Maritime or other unaffiliated management companies.

The initial term of our management agreement with Stealth Maritime expired in June 2010 but is extended on a year-to-year basis thereafter unless six-month written notice is provided prior to the expiration of the term. Such notice has not been given by either party.

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### ***Office Space***

We lease office space from the Vafias Group. In the years ended December 31, 2010 and 2011, we made lease payments of \$55,214 and \$57,850 respectively. The lease expired on January 3, 2012 and was renewed for two years at a rate of \$58,800 per year.

### ***Vessel Acquisition and Charters***

On June 4, 2010, we entered into a memorandum of agreement to acquire from an affiliated entity an under construction Aframax crude oil tanker named *Spike* (formerly Hull No 1757 ) for \$56.5 million which was delivered to us on July 27, 2010.

The acquisition price for this vessel was set at the average of the assessed value of the acquired vessel by two unaffiliated international sale and purchase brokers.

In April 2012 we entered into time charter agreements with an affiliated entity for the vessels *Alpine Endurance* and *Gas Esco*. The *Alpine Endurance* charter will commence in June, upon its delivery from the current charterer. The duration of the charter is four years and there is an option to extend the charter for an additional year. The daily charter rate is \$15,800 for the firm period and \$17,000 for the optional period. The charter for the *Gas Esco* will commence upon the vessel's delivery from the yard in May 2012 and its duration is five years with a daily charter rate of \$11,100. Both transactions have been approved by our Audit Committee and Board of Directors.

### **C. Interest of Experts and Counsel**

Not applicable

### **Item 8. Financial Information**

See Item 18. Financial Statements below.

*Significant Changes.* Other than as described in Note 20 Subsequent Events to our consolidated financial statements included in this Annual Report, no significant change has occurred since the date of such consolidated financial statements.

*Legal Proceedings.* To our knowledge we are not currently a party to any material lawsuit that, if adversely determined, would have a material effect on our financial position, results of operations or liquidity. From time to time in the future we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury and property casualty claims. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. We have not been involved in any legal proceedings which may have, or have had a significant effect on our financial position, results of operations or liquidity, nor are we aware of any proceedings that are pending or threatened which may have a significant effect on our financial position, results of operations or liquidity.

*Dividend Policy.* We declared and paid twelve quarterly dividends per share of \$0.1875 in the years ended December 31, 2006, 2007 and 2008, and paid a dividend of \$0.1875 per share in March 2009. In the first quarter of 2009, our Board of Directors determined to suspend the payment of cash dividends as a result of weakening market conditions in the international shipping industry and to preserve the Company's liquid cash resources.

Declaration and payment of any dividend is subject to the discretion of our Board of Directors. The timing and amount of dividend payments will be dependent upon our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our loan agreements, the provisions of Marshall

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Islands law affecting the payment of distributions to stockholders and other factors. Because we are a holding company with no material assets other than the stock of our subsidiaries, our ability to pay dividends depends on the earnings and cash flow of our subsidiaries and their ability to pay dividends to us. If there is a substantial decline in the LPG carrier market, our earnings would be adversely affected thus limiting our ability to pay dividends. Marshall Islands law generally prohibits the payment of dividends other than from surplus or while a company is insolvent or would be rendered insolvent upon the payment of such dividend.

Under the terms of our existing credit facilities, we are permitted to declare or pay cash dividends in any twelve month period as long as the amount of the dividends do not exceed 50% of the Company's free cash flow (as defined in our credit agreements) and provided we are not in default under the other covenants contained in these credit facilities. See Item 3. Key Information Risk Factors Risks Related To Our Common Stock Our Board of Directors has determined to suspend the payment of cash dividends as a result of market conditions in the international shipping industry, and until such market conditions improve, it is unlikely we will reinstate the payment of dividends.

**Item 9. The Offer and Listing**  
**Trading on the Nasdaq Stock Market**

Following our initial public offering in the United States in October 2005, our shares of common stock were quoted on the Nasdaq National Market, and are now listed on the Nasdaq Global Select Market, under the symbol "GASS". The following table shows the high and low closing prices for our shares of common stock during the indicated periods.

|                                     | <b>High</b> | <b>Low</b> |
|-------------------------------------|-------------|------------|
| Year Ended December 31, 2006        | 14.79       | 10.90      |
| Year Ended December 31, 2007        | 18.98       | 11.50      |
| Year Ended December 31, 2008        | 17.67       | 2.72       |
| Year Ended December 31, 2009        | 7.50        | 4.15       |
| Year Ended December 31, 2010        | 7.99        | 4.05       |
| Year Ended December 31, 2011        |             |            |
| 2010                                |             |            |
| First Quarter                       | 6.40        | 4.61       |
| Second Quarter                      | 5.64        | 4.62       |
| Third Quarter                       | 4.88        | 4.05       |
| Fourth Quarter                      | 7.99        | 4.35       |
| 2011                                |             |            |
| First Quarter                       | 8.37        | 5.76       |
| Second Quarter                      | 6.87        | 4.15       |
| Third Quarter                       | 4.74        | 3.62       |
| Fourth Quarter                      | 4.25        | 3.60       |
| October 2011                        | 4.25        | 3.60       |
| November 2011                       | 4.25        | 3.61       |
| December 2011                       | 4.06        | 3.84       |
| 2012                                |             |            |
| First Quarter                       | 6.20        | 4.00       |
| January 2012                        | 4.56        | 4.00       |
| February 2012                       | 4.80        | 4.28       |
| March 2012                          | 6.20        | 4.74       |
| April 2012 (through April 25, 2012) | 6.29        | 5.41       |



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### **Comparison of Cumulative Total Shareholder Return**

Set forth below is a graph comparing the cumulative total shareholder return of our common stock between December 31, 2006 and December 31, 2011, with the cumulative total return of the Dow Jones Marine Transportation Index and the S&P 500 Index. Total stockholder return represents stock price changes and assumes the reinvestment of dividends. The graph assumes the investment of \$100 on December 31, 2006. Past performance is not necessarily an indicator of future results.

### **Item 10. Additional Information**

#### **A. Share Capital**

Under our articles of incorporation, our authorized capital stock consists of 100,000,000 shares of common stock, \$0.01 par value per share, of which 21,104,881 shares were issued and 20,552,568 outstanding and fully paid as of December 31, 2011, and 5,000,000 shares of blank check preferred stock, \$0.01 par value per share, none of which were issued and outstanding as of December 31, 2011 and April 1, 2012.

#### ***Common Stock***

Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Subject to preferences that may be applicable to any outstanding shares of preferred stock, holders of shares of common stock are entitled to receive ratably all dividends, if any, declared by our Board of Directors out of funds legally available for dividends. Holders of common stock do not have conversion, redemption or preemptive rights to subscribe to any of our securities. All outstanding shares of common stock are, and the shares to be sold in this offering when issued and paid for will be, fully paid and non-assessable. The rights, preferences and privileges of holders of common stock are subject to the rights of the holders of any shares of preferred stock which we may issue in the future.

#### ***Blank Check Preferred Stock***

Under the terms of our articles of incorporation, our Board of Directors has authority, without any further vote or action by our stockholders, to issue up to 5,000,000 shares of blank check preferred stock. Our Board of Directors may issue shares of preferred stock on terms calculated to discourage, delay or prevent a change of control of our company or the removal of our management.

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### ***Dividends***

We currently do not intend to declare and pay regular cash dividends on a quarterly basis from our net profits. We have had to make additional provisions for the equity component of our vessel acquisitions that have reduced the cash available for distribution as dividends. We declared and paid twelve quarterly dividends per share of \$0.1875 in the years ended December 31, 2006, 2007 and 2008. There can be no assurance that we will recommence paying regular quarterly dividends in the future. Such dividends as we do pay may be in amounts less than the \$0.1875 per share quarterly dividend we declared and paid in 2006, 2007, 2008 and March 2009.

Declaration and payment of any dividend is subject to the discretion of our Board of Directors. The timing and amount of dividend payments will be dependent upon our earnings, financial condition, cash requirements and availability, restrictions in our loan agreements, or other financing arrangements, the provisions of Marshall Islands law affecting the payment of distributions to stockholders and other factors. Because we are a holding company with no material assets other than the stock of our subsidiaries, our ability to pay dividends will depend on the earnings and cash flow of our subsidiaries and their ability to pay dividends to us. Marshall Islands law generally prohibits the payment of dividends other than from surplus or while a company is insolvent or would be rendered insolvent upon the payment thereof.

### **B. Articles of Incorporation and Bylaws**

Our purpose is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act, or BCA. Our articles of incorporation and bylaws do not impose any limitations on the ownership rights of our stockholders.

Under our bylaws, annual stockholder meetings will be held at a time and place selected by our Board of Directors. The meetings may be held in or outside of the Marshall Islands. Special meetings may be called by the Board of Directors. Our Board of Directors may set a record date between 15 and 60 days before the date of any meeting to determine the stockholders that will be eligible to receive notice and vote at the meeting.

*Directors.* Our directors are elected by a plurality of the votes cast at a meeting of the stockholders by the holders of shares entitled to vote in the election. There is no provision for cumulative voting.

The Board of Directors may change the number of directors by a vote of a majority of the entire board. Each director shall be elected to serve until his successor shall have been duly elected and qualified, except in the event of his death, resignation, removal, or the earlier termination of his term of office. The Board of Directors has the authority to fix the amounts which shall be payable to the members of our Board of Directors for attendance at any meeting or for services rendered to us.

*Dissenters Rights of Appraisal and Payment.* Under the BCA, our stockholders have the right to dissent from various corporate actions, including any merger or sale of all or substantially all of our assets not made in the usual course of our business, and receive payment of the fair value of their shares. In the event of any further amendment of our articles of incorporation, a stockholder also has the right to dissent and receive payment for his or her shares if the amendment alters certain rights in respect of those shares. The dissenting stockholder must follow the procedures set forth in the BCA to receive payment. In the event that we and any dissenting stockholder fail to agree on a price for the shares, the BCA procedures involve, among other things, the institution of proceedings in the circuit court in the judicial circuit in the Marshall Islands in which our Marshall Islands office is situated. The value of the shares of the dissenting stockholder is fixed by the court after reference, if the court so elects, to the recommendations of a court-appointed appraiser.

*Stockholders Derivative Actions.* Under the BCA, any of our stockholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the stockholder bringing the action is a holder of common stock both at the time the derivative action is commenced and at the time of the transaction to which the action relates.

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*Anti-takeover Provisions of our Charter Documents.* Several provisions of our articles of incorporation and bylaws may have anti-takeover effects. These provisions are intended to avoid costly takeover battles, lessen our vulnerability to a hostile change of control and enhance the ability of our Board of Directors to maximize stockholder value in connection with any unsolicited offer to acquire us. However, these anti-takeover provisions, which are summarized below, could also discourage, delay or prevent (1) the merger or acquisition of our company by means of a tender offer, a proxy contest or otherwise, that a stockholder may consider in its best interest and (2) the removal of incumbent officers and directors.

*Blank Check Preferred Stock.* Under the terms of our articles of incorporation, our Board of Directors has authority, without any further vote or action by our stockholders, to issue up to 5,000,000 shares of blank check preferred stock. Our Board of Directors may issue shares of preferred stock on terms calculated to discourage, delay or prevent a change of control of our company or the removal of our management.

*Classified Board of Directors.* Our articles of incorporation provide for a Board of Directors serving staggered, three-year terms. Approximately one-third of our Board of Directors will be elected each year. This classified board provision could discourage a third party from making a tender offer for our shares or attempting to obtain control of our company. It could also delay stockholders who do not agree with the policies of the Board of Directors from removing a majority of the Board of Directors for two years.

*Election and Removal of Directors.* Our articles of incorporation and bylaws prohibit cumulative voting in the election of directors. Our bylaws require parties other than the Board of Directors to give advance written notice of nominations for the election of directors. Our bylaws also provide that our directors may be removed only for cause and only upon the affirmative vote of the holders of at least 80% of the outstanding shares of our capital stock entitled to vote for those directors. These provisions may discourage, delay or prevent the removal of incumbent officers and directors.

*Calling of Special Meetings of Stockholders.* Our bylaws provide that special meetings of our stockholders may be called only by resolution of our Board of Directors.

*Advance Notice Requirements for Stockholder Proposals and Director Nominations.* Our bylaws provide that stockholders seeking to nominate candidates for election as directors or to bring business before an annual meeting of stockholders must provide timely notice of their proposal in writing to the corporate secretary.

Generally, to be timely, a stockholder's notice must be received at our principal executive offices not less than 90 days or more than 120 days prior to the first anniversary date of the date on which we first mailed our proxy materials for the previous year's annual meeting. Our bylaws also specify requirements as to the form and content of a stockholder's notice. These provisions may impede stockholders' ability to bring matters before an annual meeting of stockholders or make nominations for directors at an annual meeting of stockholders.

*Business Combinations.* Although the BCA does not contain specific provisions regarding business combinations between companies organized under the laws of the Marshall Islands and interested stockholders, we have included these provisions in our articles of incorporation. Specifically, our articles of incorporation prohibit us from engaging in a business combination with certain persons for three years following the date the person becomes an interested stockholder. Interested stockholders generally include:

persons who are the beneficial owners of 15% or more of the outstanding voting stock of the corporation; and

persons who are affiliates or associates of the corporation and who hold 15% or more of the corporation's outstanding voting stock at any time within three years before the date on which the person's status as an interested stockholder is determined.

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Subject to certain exceptions, a business combination includes, among other things:

certain mergers or consolidations of the corporation or any direct or indirect majority-owned subsidiary of the company;

the sale, lease, exchange, mortgage, pledge, transfer or other disposition of assets having an aggregate market value equal to 10% or more of either the aggregate market value of all assets of the corporation, determined on a consolidated basis, or the aggregate value of all the outstanding stock of the corporation;

certain transactions that result in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;

any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series, or securities convertible into the stock of any class or series, of the corporation that is owned directly or indirectly by the interested stockholder; and

any receipt by the interested stockholder of the benefit (except as a stockholder) of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation.

These provisions of our articles of incorporation do not apply to a business combination if:

before a person becomes an interested stockholder, the board of directors of the corporation approves the business combination or transaction in which the stockholder became an interested stockholder;

upon consummation of the transaction that resulted in the interested stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, other than certain excluded shares;

following a transaction in which the person became an interested stockholder, the business combination is (a) approved by the board of directors of the corporation and (b) authorized at a regular or special meeting of stockholders, and not by written consent, by the vote of the holders of at least two-thirds of the voting stock of the corporation not owned by the stockholder; or

a transaction with a stockholder that was or became an interested stockholder prior to the consummation of our initial public offering.

**C. Material Contracts**

The following is a summary of each material contract that we entered into outside the ordinary course of business during the two year period immediately preceding the date of this Annual Report, or which we have otherwise determined are material. Such summaries are not intended to be complete and reference is made to the contracts themselves, which are included as exhibits to this Annual Report:

***Amended and Restated Management Agreement.*** Amended and Restated Management Agreement dated as of June 20, 2005, as amended by Addendum No. 1 thereto dated as of January 1, 2007, between the Company and Stealth Maritime S.A. for an initial term expiring June 20, 2010. Unless six months notice of non-renewal is given by either party prior to the end of the then current term, this agreement automatically extends for additional 12-month periods. No such notice has been given, and accordingly this agreement will extend to June 2013. Pursuant to our management agreement with Stealth Maritime, Stealth Maritime is responsible for the administration of our affairs and the commercial and

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technical management of our fleet. Under the agreement, we pay Stealth Maritime a fixed management fee of \$440 per day per vessel operating under a voyage or time charter and \$125 per vessel per day for any vessel on bareboat charter, in advance on a monthly basis, pro rated for the calendar days we own the vessels. We are also obligated to pay Stealth Maritime a fixed fee equal to 1.25% of the gross freight, demurrage and charter hire collected from the employment of our vessels. Stealth Maritime will also earn a fee equal to 1.0% calculated on the price as stated in the relevant memorandum of

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agreement for any vessel bought or sold by them on our behalf. We currently reimburse Stealth Maritime for its payment of the compensation to our Chief Executive Officer, Deputy Chairman and Executive Director, Chief Financial Officer and Internal Auditor.

***Right of First Refusal Agreement.*** Right of First Refusal Agreement dated as of August 26, 2005 among the Company, Harry N. Vafias and Stealth Maritime S.A. Under the Right of First Refusal Agreement, Stealth Maritime has granted the Company a right of first refusal to acquire any LPG carrier which Stealth Maritime may acquire in the future. In addition, under the agreement, Stealth Maritime agreed that it will not charter-in any LPG carrier without first offering the opportunity to charter-in such vessel to the Company. Under the agreement, Stealth Maritime is not prohibited from managing vessels owned by unaffiliated third parties in competition with us, nor does it cover product carriers. The agreement is effective for as long as Stealth Maritime (or any entity with respect to which Harry Vafias is an executive officer, director or principal shareholder) manages vessels owned or chartered in by the Company and Harry N. Vafias is an executive officer or director of the Company.

For a description of our credit facilities, including the financial covenants contained therein, please see Item 5. Operating and Financial Review and Prospects Credit Facilities and Note 11 to our consolidated financial statements included elsewhere in this annual report.

For a description of vessel acquisition agreements and charters between us and certain affiliated entities, please see Item 7. Major Shareholders and Related Party Transactions-Related Party Transactions-Vessel Acquisition and Charters.

**D. Exchange Controls and Other Limitations Affecting Stockholders**

Under Marshall Islands and Greek law, there are currently no restrictions on the export or import of capital, including foreign exchange controls or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our common stock.

We are not aware of any limitations on the rights to own our common stock, including rights of non-resident or foreign stockholders to hold or exercise voting rights on our common stock, imposed by foreign law or by our articles of incorporation or bylaws.

**E. Tax Considerations**

***Marshall Islands Tax Consequences***

We are incorporated in the Marshall Islands. Because we and our subsidiaries do not, and we do not expect that we and our subsidiaries will, conduct business or operations in the Republic of The Marshall Islands, under current Marshall Islands law we are not subject to tax on income or capital gains and no Marshall Islands withholding tax will be imposed upon payments of dividends by us to our stockholders so long as such stockholders do not reside in, maintain offices in, or engage in business in the Republic of The Marshall Islands. In addition, holders of shares of our common stock will not be subject to Marshall Islands stamp, capital gains or other taxes on the purchase, ownership or disposition of shares of our common stock and will not be required by the Republic of The Marshall Islands to file a tax return relating to such common stock.

***United States Federal Income Tax Consequences***

Except as otherwise noted, this discussion is based on the assumption that we will not maintain an office or other fixed place of business within the United States. We have no current intention of maintaining such an office. References in this discussion to we and us are to StealthGas Inc. and its subsidiaries on a consolidated basis, unless the context otherwise requires.

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*United States Federal Income Taxation of Our Company*

*Taxation of Operating Income: In General*

Unless exempt from United States federal income taxation under the rules discussed below, a foreign corporation is subject to United States federal income taxation in respect of any income that is derived from the use of vessels, from the hiring or leasing of vessels for use on a time, voyage or bareboat charter basis, from the participation in a pool, partnership, strategic alliance, joint operating agreement or other joint venture it directly or indirectly owns or participates in that generates such income, or from the performance of services directly related to those uses, which we refer to as shipping income, to the extent that the shipping income is derived from sources within the United States. For these purposes, 50% of shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States constitutes income from sources within the United States, which we refer to as United States-source shipping income.

Shipping income attributable to transportation that both begins and ends in the United States is generally considered to be 100% from sources within the United States. We do not expect to engage in transportation that produces income which is considered to be 100% from sources within the United States.

Shipping income attributable to transportation exclusively between non-United States ports is generally considered to be 100% derived from sources outside the United States. Shipping income derived from sources outside the United States will not be subject to any United States federal income tax.

In the absence of exemption from tax under Section 883, our gross United States-source shipping income, unless determined to be effectively connected with the conduct of a United States trade or business, as described below, would be subject to a 4% tax imposed without allowance for deductions as described below.

*Exemption of Operating Income from United States Federal Income Taxation*

Under Section 883 of the Code, an entity, such as us and our vessel-owning subsidiaries, that is treated for United States federal income tax purposes as a non-United States on-United States corporation will be exempt from United States federal income taxation on its United States-source shipping income if:

- (i) the entity is organized in a country other than the United States (an equivalent exemption jurisdiction) that grants an exemption to corporations organized in the United States that is equivalent to that provided for in Section 883 of the Code (an equivalent exemption); and
- (ii) either (A) for more than half of the days in the relevant tax year more than 50% of the value of the entity's stock is owned, directly or under applicable constructive ownership rules, by individuals who are residents of equivalent exemption jurisdictions or certain other qualified shareholders (the 50% Ownership Test) and certain ownership certification requirements are complied with or (B) for the relevant tax year the entity's stock is primarily and regularly traded on an established securities market in an equivalent exemption jurisdiction or the United States (the Publicly-Traded Test).

We believe, based on Revenue Ruling 2008-17, 2008-12 IRB 626, and the exchanges of notes referred to therein, that each of Malta, the Marshall Islands, Hong Kong, the Bahamas, Cyprus and Panama, the jurisdictions in which we and our vessel-owning subsidiaries are organized, is an equivalent exemption jurisdiction with respect to income from bareboat and time or voyage charters. Under the rules described in the preceding paragraph, our wholly-owned vessel-owning subsidiaries that are directly or indirectly wholly-owned by us throughout a taxable year will be entitled to the benefits of Section 883 for such taxable year if we satisfy the 50% Ownership Test or the Publicly-Traded Test for such year. Due to the widely-held ownership of our stock, it may be difficult for us to satisfy the 50% Ownership Test. Our ability to satisfy the Publicly-Traded Test is discussed below.

The Section 883 regulations provide, in pertinent part, that stock of a foreign corporation will be considered to be primarily traded on an established securities market in a particular country if the number of shares of

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each class of stock that are traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that are traded during that year on established securities markets in any other single country. Our common stock, which is the sole class of our issued and outstanding stock is primarily traded on the Nasdaq Global Select Market.

Under the regulations, our common stock will be considered to be regularly traded on an established securities market if one or more classes of our stock representing more than 50% of our outstanding shares, by total combined voting power of all classes of stock entitled to vote and total value, is listed on the market. We refer to this as the listing threshold. Since our common stock is the sole class of stock listed on the Nasdaq Global Select Market, we will satisfy the listing requirement.

It is further required that with respect to each class of stock relied upon to meet the listing threshold (i) such class of the stock is traded on the market, other than in minimal quantities, on at least 60 days during the taxable year or 1/6 of the days in a short taxable year; and (ii) the aggregate number of shares of such class of stock traded on such market is at least 10% of the average number of shares of such class of stock outstanding during such year or as appropriately adjusted in the case of a short taxable year. We believe we will satisfy the trading frequency and trading volume tests. Even if this were not the case, the regulations provide that the trading frequency and trading volume tests will be deemed satisfied if, as we believe to be the case with our common stock, such class of stock is traded on an established market in the United States and such stock is regularly quoted by dealers making a market in such stock.

Notwithstanding the foregoing, the regulations provide, in pertinent part, that a class of our stock will not be considered to be regularly traded on an established securities market for any taxable year in which 50% or more of such class of our outstanding shares of the stock is owned, actually or constructively under specified stock attribution rules, on more than half the days during the taxable year by persons who each own 5% or more of the value of such class of our outstanding stock, which we refer to as the 5% Override Rule.

For purposes of being able to determine the persons who own 5% or more of our stock, or 5% Stockholders, the regulations permit us to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the United States Securities and Exchange Commission, or the SEC, as having a 5% or more beneficial interest in our common stock. The regulations further provide that an investment company which is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% Stockholder for such purposes.

Our shares of common stock are currently and may in the future also be, owned, actually or under applicable attribution rules, such that 5% Stockholders own, in the aggregate, 50% or more of our common stock. In such circumstances, we will be subject to the 5% Override Rule unless we can establish that among the shares included in the closely-held block of our shares of common stock are a sufficient number of shares of common stock that are owned or treated as owned by qualified stockholders that the shares of common stock included in such block that are not so treated could not constitute 50% or more of the shares of our common stock for more than half the number of days during the taxable year. In order to establish this, such qualified stockholders would have to comply with certain documentation and certification requirements designed to substantiate their identity as qualified stockholders. For these purposes, a qualified stockholder includes (i) an individual that owns or is treated as owning shares of our common stock and is a resident of a jurisdiction that provides an exemption that is equivalent to that provided by Section 883 of the Code and (ii) certain other persons. There can be no assurance that we will not be subject to the 5% Override Rule.

Our Chief Executive Officer, who is treated under applicable ownership attribution rules as owning approximately 19.9% of our shares of common stock, has entered into an agreement with us regarding his compliance, and the compliance by certain entities that he controls and through which he owns our shares, with the certification requirements designed to substantiate status as qualified stockholders. In certain circumstances, his compliance and the compliance of such entities he controls with the terms of that agreement may enable us



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and our subsidiaries to qualify for the benefits of Section 883 even where persons each of whom owns, either directly or under applicable attribution rules, 5% or more of our shares own, in the aggregate, more than 50% of our outstanding shares. There can be no assurance, however, that his compliance and the compliance of such entities he controls with the terms of that agreement will enable us or our subsidiaries to qualify for the benefits of Section 883.

We do not believe that we or our subsidiaries derived a material amount of United States-source shipping income in 2011.

There can be no assurance that we or any of our subsidiaries will qualify for the benefits of Section 883 for any year.

To the extent the benefits of Section 883 are unavailable, our United States-source shipping income and that at our subsidiaries, to the extent not considered to be effectively connected with the conduct of a United States trade or business, as described below, would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions. Since under the sourcing rules described above, we expect that no more than 50% of our shipping income and that of our subsidiaries would be treated as being derived from United States-sources, we expect that the maximum effective rate of United States federal income tax on such gross shipping income would never exceed 2% under the 4% gross basis tax regime.

To the extent the benefits of the Section 883 exemption are unavailable and our United States-source shipping income or that of our subsidiaries is considered to be effectively connected with the conduct of a United States trade or business, as described below, any such effectively connected United States-source shipping income, net of applicable deductions, would be subject to the United States federal corporate income tax currently imposed at rates of up to 35%. In addition, we or our subsidiaries may be subject to the 30% branch profits taxes on earnings effectively connected with the conduct of such trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of a United States trade or business by us or our subsidiaries.

Our United States-source shipping income and that of our subsidiaries, other than leasing income, will be considered effectively connected with the conduct of a United States trade or business only if:

we or our subsidiaries have, or are considered to have, a fixed place of business in the United States involved in the earning of shipping income; and

substantially all (at least 90%) of our United States-source shipping income, other than leasing income or that of a subsidiary, is attributable to regularly scheduled transportation, such as the operation of a vessel that follows a published schedule with repeated sailings at regular intervals between the same points for voyages that begin or end in the United States.

We do not intend to have, or permit circumstances that would result in having, any vessel operating to the United States on a regularly scheduled basis.

Our United States-source shipping income from leasing or that of our subsidiaries will be considered effectively connected with the conduct of a United States trade or business only if:

we or our subsidiaries have, or are considered to have a fixed place of business in the United States that is involved in the meaning of such leasing income; and

substantially all (at least 90%) of our United States-source shipping income from leasing or that of a subsidiary is attributable to such fixed place of business.

For these purposes, leasing income is treated as attributable to a fixed place of business where such place of business is a material factor in the realization of such income and such income is realized in the ordinary course

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of business carried on through such fixed place of business. Based on the foregoing and on the expected mode of our shipping operations and other activities, we believe that none of our United States-source shipping income or that of our subsidiaries is effectively connected with the conduct of a United States trade or business.

### *United States Taxation of Gain on Sale of Vessels*

Regardless of whether we qualify for exemption under Section 883, we will not be subject to United States federal income taxation with respect to gain realized on a sale of a vessel, provided the sale is considered to occur outside of the United States under United States federal income tax principles. In general, a sale of a vessel will be considered to occur outside of the United States for this purpose if title to the vessel, and risk of loss with respect to the vessel, pass to the buyer outside of the United States. It is expected that any sale of a vessel will be so structured that it will be considered to occur outside of the United States.

### *United States Federal Income Taxation of United States Holders*

As used herein, the term *United States Holder* means a beneficial owner of common stock that is a United States citizen or resident, United States corporation or other United States entity taxable as a corporation, an estate the income of which is subject to United States federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust.

If a partnership holds our common stock, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding our common stock, you are encouraged to consult your tax advisor.

### *Distributions*

Subject to the discussion of passive foreign investment companies below, any distributions made by us with respect to our common stock to a United States Holder will generally constitute dividends, which may be taxable as ordinary income or qualified dividend income as described in more detail below, to the extent of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Distributions in excess of our earnings and profits will be treated first as a nontaxable return of capital to the extent of the United States Holder's tax basis in his common stock on a dollar for dollar basis and thereafter as capital gain. Because we are not a United States corporation, United States Holders that are corporations will not be entitled to claim a dividends received deduction with respect to any distributions they receive from us. Dividends paid with respect to our common stock will generally be treated as passive category income or, in the case of certain types of United States Holders, general category income for purposes of computing allowable foreign tax credits for United States foreign tax credit purposes.

Dividends paid on our common stock to a United States Holder who is an individual, trust or estate (a *United States Individual Holder*) should be treated as *qualified dividend income* that is taxable to such United States Individual Holders at preferential tax rates provided that (1) the common stock is readily tradable on an established securities market in the United States (such as the Nasdaq Global Select Market); (2) we are not a passive foreign investment company, or PFIC, for the taxable year during which the dividend is paid or the immediately preceding taxable year see the discussion under the heading *PFIC Status and Significant Tax Consequences* below for a discussion of our potential qualification as a PFIC; and (3) the United States Individual Holder owns the common stock for more than 60 days in the 121-day period beginning 60 days before the date on which the common stock becomes ex-dividend. Special rules may apply to any *extraordinary dividend*. Generally, an extraordinary dividend is a dividend in an amount which is equal to or in excess of ten percent of a stockholder's adjusted basis (or fair market value in certain circumstances) in a share of common stock paid by us. If we pay an *extraordinary dividend* on our common stock that is treated as *qualified dividend income*, then any loss derived by a United States Individual Holder from the sale or exchange of such

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common stock will be treated as long-term capital loss to the extent of such dividend. There is no assurance that any dividends paid on our common stock will be eligible for these preferential rates in the hands of a United States Individual Holder. Any dividends paid by us which are not eligible for these preferential rates will be taxed to a United States Individual Holder at the standard ordinary income rates. Legislation has been proposed which, if enacted into law in its present form, would likely preclude, prospectively from the date of enactment, our dividends from being treated as qualified dividend income eligible for the preferential tax rates described above.

*Sale, Exchange or other Disposition of Common Stock*

Assuming we do not constitute a PFIC for any taxable year, a United States Holder generally will recognize taxable gain or loss upon a sale, exchange or other disposition of our common stock in an amount equal to the difference between the amount realized by the United States Holder from such sale, exchange or other disposition and the United States Holder's tax basis in such stock. Such gain or loss will be treated as long-term capital gain or loss if the United States Holder's holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as United States-source income or loss, as applicable, for United States foreign tax credit purposes. A United States Holder's ability to deduct capital losses is subject to certain limitations.

*PFIC Status and Significant Tax Consequences*

Special United States federal income tax rules apply to a United States Holder that holds stock in a foreign corporation classified as a PFIC for United States federal income tax purposes. In general, we will be treated as a PFIC with respect to a United States Holder if, for any taxable year in which such holder held our common stock, either:

at least 75% of our gross income for such taxable year consists of passive income (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business); or

at least 50% of the average value of our assets during such taxable year produce, or are held for the production of, passive income. For purposes of determining whether we are a PFIC, we will be treated as earning and owning our proportionate share of the income and assets, respectively, of any of our subsidiary corporations in which we own at least 25 percent of the value of the subsidiary's stock. Income earned, or deemed earned, by us in connection with the performance of services will not constitute passive income. By contrast, rental income will generally constitute passive income unless we are treated under specific rules as deriving our rental income in the active conduct of a trade or business.

We may hold, directly or indirectly, interests in other entities that are PFICs ( Subsidiary PFICs ). If we are a PFIC, each United States Holder will be treated as owning its pro rata share by value of the stock of any such Subsidiary PFICs.

In connection with determining our PFIC status we treat and intend to continue to treat the gross income that we derive or are deemed to derive from our time chartering activities as services income, rather than rental income. We believe that our income from time chartering activities does not constitute passive income and that the assets that we own and operate in connection with the production of that income do not constitute assets held for the production of passive income. We treat and intend to continue to treat, for purposes of the PFIC rules, the income that we derive from bareboat charters as passive income and the assets giving rise to such income as assets held for the production of passive income. We believe there is substantial authority supporting our position consisting of case law and IRS pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. There is, however, no legal authority specifically under the PFIC rules regarding our current and proposed method of operation and it is possible that

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the Internal Revenue Service, or IRS, may not accept our positions and that a court may uphold such challenge, in which case we and certain of our subsidiaries could be treated as PFICs. In this regard we note that a recent federal court decision, *Tidewater Inc. and Subsidiaries v. United States*, 565 F.3d 299 (5th Cir. 2009), held that income derived from certain time chartering activities should be treated as rental income rather than services income for purposes of the foreign sales corporation rules under the Code. The IRS has stated that it disagrees with and will not acquiesce to the *Tidewater* decision, and in its discussion stated that the time charters at issue in *Tidewater* would be treated as producing services income for PFIC purposes. However, the IRS's statement with respect to the *Tidewater* decision was an administrative action that cannot be relied upon or otherwise cited as precedent by taxpayers. Consequently, in the absence of any binding legal authority specifically relating to the statutory provisions governing PFICs, there can be no assurance that the IRS or a court would agree with the *Tidewater* decision. However, if the principles of the *Tidewater* decision were applicable to our time charters, we would likely be treated as a PFIC. Moreover, although we intend to conduct our affairs in a manner to avoid being classified as a PFIC, we cannot assure you that the nature of our assets, income and operations will not change, or that we can avoid being treated as a PFIC for any taxable year.

We do not believe that we were a PFIC for 2011. This belief is based in part upon our beliefs regarding the value of the assets that we hold for the production of or in connection with the production of passive income relative to the value of our other assets. Should these beliefs turn out to be incorrect, then we and certain of our subsidiaries could be treated as PFICs for 2011. In this regard we note that our beliefs and expectations regarding the relative values of our assets place us close to the threshold for PFIC status, and thus a relatively small deviance between our beliefs and expectations and actual values could result in the treatment of us and certain of our subsidiaries as PFICs. There can be no assurance that the IRS or a court will not determine values for our assets that would cause us to be treated as a PFIC for 2011 or a subsequent year. Because our status as a PFIC for any taxable year will not be determinable until after the end of the taxable year, and depends upon our assets, income and operations in that taxable year, there can be no assurance that we will not be considered a PFIC for 2012 or any future taxable year.

As discussed more fully below, if we were to be treated as a PFIC for any taxable year, a United States Holder would be subject to different taxation rules depending on whether the United States Holder makes an election to treat us as a Qualified Electing Fund, which election we refer to as a QEF election. As an alternative to making a QEF election, a United States Holder should be able to make a mark-to-market election with respect to our common stock, as discussed below.

*Taxation of United States Holders Making a Timely QEF Election*

If a United States Holder makes a timely QEF election, which United States Holder we refer to as an Electing Holder, the Electing Holder must report each year for United States federal income tax purposes his pro-rata share of our ordinary earnings and our net capital gain, if any, for our taxable year that ends with or within the taxable year of the Electing Holder, regardless of whether or not distributions were received from us by the Electing Holder. Generally, a QEF election should be made on or before the due date for filing the electing United States Holder's U.S. federal income tax return for the first taxable year in which our common stock is held by such United States Holder and we are classified as a PFIC. The Electing Holder's adjusted tax basis in the common stock will be increased to reflect taxed but undistributed earnings and profits. Distributions of earnings and profits that had been previously taxed will result in a corresponding reduction in the adjusted tax basis in the common stock and will not be taxed again once distributed. An Electing Holder would generally recognize capital gain or loss on the sale, exchange or other disposition of our common stock. A United States Holder would make a QEF election with respect to any year that our company and any PFIC Subsidiary is a PFIC by filing one copy of IRS Form 8621 with his United States federal income tax return and a second copy in accordance with the instructions to such form. If we were aware that we were to be treated as a PFIC for any taxable year, we would provide each United States Holder with all necessary information in order to make the QEF election described above with respect to our common stock and the stock of any Subsidiary PFIC.

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*Taxation of United States Holders Making a Mark-to-Market Election*

Alternatively, if we were to be treated as a PFIC for any taxable year and, as we anticipate, our common stock is treated as marketable stock, a United States Holder would be allowed to make a mark-to-market election with respect to our common stock, provided the United States Holder completes and files IRS Form 8621 in accordance with the relevant instructions and related Treasury Regulations. If that election is made, the United States Holder generally would include as ordinary income in each taxable year the excess, if any, of the fair market value of the common stock at the end of the taxable year over such holder's adjusted tax basis in the common stock. The United States Holder would also be permitted an ordinary loss in respect of the excess, if any, of the United States Holder's adjusted tax basis in the common stock over its fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. A United States Holder's tax basis in his common stock would be adjusted to reflect any such income or loss amount. Gain realized on the sale, exchange or other disposition of our common stock would be treated as ordinary income, and any loss realized on the sale, exchange or other disposition of the common stock would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included by the United States Holder. A mark-to-market election under the PFIC rules with respect to our common stock would not apply to a Subsidiary PFIC, and a United States Holder would not be able to make such a mark-to-market election in respect of its indirect ownership interest in that Subsidiary PFIC. Consequently, United States Holders of our common stock could be subject to the PFIC rules with respect to income of the Subsidiary PFIC, the value of which already had been taken into account indirectly via mark-to-market adjustments.

*Taxation of United States Holders Not Making a Timely QEF or Mark-to-Market Election*

If we were to be treated as a PFIC for any taxable year, a United States Holder who does not make either a QEF election or a mark-to-market election for that year, whom we refer to as a Non-Electing Holder, would be subject to special rules with respect to (1) any excess distribution (i.e., the portion of any distributions received by the Non-Electing Holder on our common stock in a taxable year in excess of 125 percent of the average annual distributions received by the Non-Electing Holder in the three preceding taxable years, or, if shorter, the Non-Electing Holder's holding period for the common stock), and (2) any gain realized on the sale, exchange or other disposition of our common stock. Under these special rules:

the excess distribution or gain would be allocated ratably over the Non-Electing Holder's aggregate holding period for the common stock;

the amount allocated to the current taxable year or to any portion of the United States Holder's holding period prior to the first taxable year for which we were a PFIC would be taxed as ordinary income; and

the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

These penalties would not apply to a pension or profit sharing trust or other tax-exempt organization that did not borrow funds or otherwise utilize leverage in connection with its acquisition of our common stock.

*Other PFIC Elections.*

If a United States Holder held our stock during a period when we were treated as a PFIC but the United States Holder did not have a QEF election in effect with respect to us, then in the event that we failed to qualify as a PFIC for a subsequent taxable year, the United States Holder could elect to cease to be subject to the rules described above with respect to those shares by making a deemed sale or, in certain circumstances, a deemed dividend election with respect to our stock. If the United States Holder makes a deemed sale election, the United States Holder will be treated, for purposes of applying the rules described above under the heading Taxation of

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United States Holders Not Making a Timely QEF or Mark-to-Market Election , as having disposed of our stock for its fair market value on the last day of the last taxable year for which we qualified as a PFIC (the termination date ). The United States Holder would increase his, her or its basis in such common stock by the amount of the gain on the deemed sale described in the preceding sentence. Following a deemed sale election, the United States Holder would not be treated, for purposes of the PFIC rules, as having owned the common stock during a period prior to the termination date when we qualified as a PFIC.

If we were treated as a controlled foreign corporation for United States federal income tax purposes for the taxable year that included the termination date, then a United States Holder could make a deemed dividend election with respect to our common stock. If a deemed dividend election is made, the United States Holder is required to include in income as a dividend his, her or its pro rata share (based on all of our stock held by the United States Holder, directly or under applicable attribution rules, on the termination date) of our post-1986 earnings and profits as of the close of the taxable year that includes the termination date (taking only earnings and profits accumulated in taxable years in which we were a PFIC into account). The deemed dividend described in the preceding sentence is treated as an excess distribution for purposes of the rules described above under the heading Taxation of United States Holders Not making a Timely QEF or Mark-to-Market Election . The United States Holder would increase his, her or its basis in our stock by the amount of the deemed dividend. Following a deemed dividend election, the United States Holder would not be treated, for purposes of the PFIC rules, as having owned the stock during a period prior to the termination date when we qualified as a PFIC. For purposes of determining whether the deemed dividend election is available, we generally will be treated as a controlled foreign corporation for a taxable year when, at any time during that year, United States persons, each of whom owns, directly or under applicable attribution rules, shares having 10% or more of the total voting power of our stock, in the aggregate own, directly or under applicable attribution rules, shares representing more than 50% of the voting power or value of our stock.

A deemed sale or deemed dividend election must be made on the United States Holder s original or amended return for the shareholder s taxable year that includes the termination date and, if made on an amended return, such amended return must be filed not later than the date that is three years after the due date of the original return for such taxable year. Special rules apply where a person is treated, for purposes of the PFIC rules, as indirectly owning our common stock.

*United States Federal Income Taxation of Non-United States Holders*

A beneficial owner of common stock that is not a United States Holder and is not treated as a partnership for United States federal income tax purposes is referred to herein as a Non-United States Holder.

*Dividends on Common Stock*

Non-United States Holders generally will not be subject to United States federal income tax or withholding tax on dividends received from us with respect to our common stock, unless that income is effectively connected with the Non-United States Holder s conduct of a trade or business in the United States. If the Non-United States Holder is entitled to the benefits of a United States income tax treaty with respect to those dividends, that income generally is taxable only if it is attributable to a permanent establishment maintained by the Non-United States Holder in the United States.

*Sale, Exchange or Other Disposition of Common Stock*

Non-United States Holders generally will not be subject to United States federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common stock, unless:

the gain is effectively connected with the Non-United States Holder s conduct of a trade or business in the United States. If the Non-United States Holder is entitled to the benefits of an income tax treaty

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with respect to that gain, that gain generally is taxable only if it is attributable to a permanent establishment maintained by the Non-United States Holder in the United States; or

the Non-United States Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

If the Non-United States Holder is engaged in a United States trade or business for United States federal income tax purposes, the income from the common stock, including dividends and the gain from the sale, exchange or other disposition of the stock that is effectively connected with the conduct of that trade or business will generally be subject to regular United States federal income tax in the same manner as discussed in the previous section relating to the taxation of United States Holders. In addition, in the case of a corporate Non-United States Holder, such holder's earnings and profits that are attributable to the effectively connected income, which are subject to certain adjustments, may be subject to an additional branch profits tax at a rate of 30%, or at a lower rate as may be specified by an applicable income tax treaty.

***Backup Withholding and Information Reporting***

In general, dividend payments, or other taxable distributions, made within the United States to a non corporate United States holder will be subject to information reporting requirements and backup withholding tax if such holder:

fails to provide an accurate taxpayer identification number;

is notified by the Internal Revenue Service that you have failed to report all interest or dividends required to be shown on your federal income tax returns; or

in certain circumstances, fails to comply with applicable certification requirements.

Non-United States Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on IRS Form W-8BEN, W-8ECI or W-8IMY, as applicable.

If a holder sells our common stock to or through a United States office or broker, the payment of the proceeds is subject to both United States backup withholding and information reporting unless the holder certifies that it is a non-United States person, under penalties of perjury, or the holder otherwise establishes an exemption. If a holder sells our common stock through a non-United States office of a non-United States broker and the sales proceeds are paid outside the United States then information reporting and backup withholding generally will not apply to that payment. However, United States information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made outside the United States, if a holder sells our common stock through a non-United States office of a broker that is a United States person or has some other contacts with the United States.

Backup withholding tax is not an additional tax. Rather, a holder generally may obtain a refund of any amounts withheld under backup withholding rules that exceed such stockholder's income tax liability by filing a refund claim with the Internal Revenue Service.

**F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

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We are subject to the informational requirements of the Exchange Act. In accordance with these requirements, we file reports and other information as a foreign private issuer with the SEC. You may inspect and copy our public filings without charge at the public reference facilities maintained by the Securities and Exchange Commission at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the public reference room by calling 1 (800) SEC-0330, and you may obtain copies at prescribed rates from the Public Reference Section of the SEC at its principal office at 100 F Street, N.E., Washington, D.C. 20549. The SEC maintains a website (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC.

**I. Subsidiary Information**

Not applicable.

**Item 11. Quantitative and Qualitative Disclosures About Market Risk****Our risk management policy**

Our primary market risks relate to adverse movements in freight rates in the Handy Size LPG Carrier sector and any declines that may occur in the value of our assets which are made up primarily of Handy Size LPG Carriers. Our policy is to also continuously monitor our exposure to other business risks, including the impact of changes in interest rates, currency rates, and bunker prices on earnings and cash flows. We assess these risks and, when appropriate, enter into derivative contracts with credit-worthy counter parties to minimize our exposure to the risks. In regard to bunker prices, as our employment policy for our vessels has continued to be and is expected to continue with a high percentage of our fleet on period employment, we are not directly exposed for the majority of our fleet to increases in bunker fuel prices as these are the responsibility of the charterer under period charter arrangements. For the remainder of the fleet operating in the spot market we do not intend to enter into bunker hedging arrangements.

**Interest rate risk**

We are subject to market risks relating to changes in interest rates, because we have floating rate debt outstanding under our loan agreements on which we pay interest based on LIBOR plus a margin. In order to manage our exposure to changes in interest rates due to this floating rate indebtedness, we enter into interest rate swap agreements. Set forth below is a table of our interest rate swap arrangements converting floating interest rate exposure into fixed as of December 31, 2011, 2012 and 2013.

| Counterparty        | Effective Date    | Termination Date | Notional Amount on Effective Date | Fixed Rate (StealthGas pays) | Floating Rate (StealthGas Receives) | Notional Amount December 31, 2011 | Notional Amount December 31, 2012 | Notional Amount December 31, 2013 |
|---------------------|-------------------|------------------|-----------------------------------|------------------------------|-------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| FORTIS-BNP          | May 30, 2007      | May 30, 2016     | \$ 22.5 million                   | 4.55%(1)                     | 3 month U.S. dollar LIBOR           | \$ 8.6 million                    | \$ 5.5 million                    | \$ 4.0 million                    |
| DNB NOR BANK<br>ASA | March 9, 2006     | March 9, 2016    | \$ 22.5 million                   | 4.52%(2)                     | 6 month U.S. dollar LIBOR           | \$ 10.9 million                   | \$ 9.3 million                    | \$ 7.7million                     |
| FORTIS-BNP          | January 17, 2008  | January 17, 2013 | \$ 41.7 million                   | 3.66%                        | 3 month U.S. dollar LIBOR           | \$ 30.5 million                   | \$ 27.8 million                   | \$ 27.2 million                   |
| DEUTSCHE BANK       | March 20, 2008    | March 20, 2013   | \$ 40.3 million                   | 3.09%                        | 6 month U.S. dollar LIBOR           | \$ 30.9 million                   | \$ 28.4 million                   | \$ 27.8 million                   |
| DNB NOR BANK<br>ASA | September 9, 2009 | March 9, 2016    | \$ 53.3 million                   | 4.73%                        | 3 month U.S. dollar LIBOR           | \$ 42.0 million                   | \$ 36.4 million                   | \$ 30.8 million                   |
| NIBC BANK N.V.      | July 20, 2009     | July 2, 2014     | \$ 23.9 million                   | 2.77%                        | 3 month U.S. dollar LIBOR           | \$ 19.6 million                   | \$ 17.4 million                   | \$ 15.3 million                   |
| <b>Total</b>        |                   |                  |                                   |                              |                                     | <b>\$ 142.5 million</b>           | <b>\$ 124.8 million</b>           | <b>\$ 112.8 million</b>           |



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- (1) If the United States dollar three month LIBOR is less than 7.5%, the fixed rate is 4.55%. If the United States dollar three month LIBOR is equal to or higher than 7.5%, then the fixed rate would be the United States dollar three month LIBOR.
- (2) If the United States dollar six month LIBOR is less than or equal to 5.75%, the fixed rate is 4.52%. If the United States dollar six month LIBOR is higher than 5.75%, then the fixed rate would be the United States dollar six month LIBOR less 123 basis points.

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As of December 31, 2011, total bank indebtedness of the Company was \$351.1 million, of which \$142.5 million was covered by the interest rate swap agreements described above. As set forth in the above table, as of December 31, 2011, we paid fixed rates ranging from 2.77% to 4.73% and received floating rates based on LIBOR of approximately 0.30% for three month LIBOR and 0.46% for six month LIBOR under our six floating-to-fixed rate interest rate swap agreements. We have not and do not intend to enter into interest rate swaps for speculative purposes.

Based on the amount of our outstanding indebtedness as of December 31, 2011, and our interest swap arrangements as of December 31, 2011, a hypothetical one percentage point increase in relevant interest rates (three and six month U.S. dollar LIBOR) would increase our interest expense, on an annualized basis, by approximately \$2.0 million.

**Foreign exchange rate fluctuation**

We generate all of our revenues in U.S. dollars and incur less than 10% of our expenses in currencies other than U.S. dollars. For accounting purposes, expenses incurred in Euros are converted into U.S. dollars at the exchange rate prevailing on the date of each transaction. At December 31, 2011, less than 10% of our outstanding accounts payable was denominated in currencies other than the U.S. dollar mainly in Euros. Other than with regard to five LPG carrier construction contracts denominated in Japanese Yen, which are discussed below, we have not hedged currency exchange risks associated with our revenues and expenses from operations and our operating results could be adversely affected as a result. Due to our relatively low percentage exposure, other than with regard to the five LPG carrier construction contracts denominated in Japanese Yen, to currencies other than our base currency, which is the U.S. dollar we believe that such currency movements will not otherwise have a material effect on us. As such, we do not hedge these exposures as the amounts involved do not make hedging economic.

On February 25, 2008, we signed contracts for the construction of five LPG carriers in Japan scheduled for delivery between February 2011 and May 2012, at an aggregate contract price of Yen 12,008,000,000 (\$111,185,185, based upon the prevailing USD/JPY exchange rate of \$1.00:JPY 108 as of February 25, 2008). On August 5, 2008, we entered into foreign currency forward contracts to hedge part of our exposure to fluctuations of our anticipated cash payments in Japanese Yen relating to the construction of the five LPG carriers. The contracts had different forward value dates at different rates of exchange, the weighted average rate for these contracts was 98.86 JPY/USD. Under the contracts, we converted approximately JPY5.4 billion of cash outflows to U.S. dollars at various dates from 2009 to 2011. As of December 31, 2011, we had used JPY4.6 billion we had converted previously under these contracts to pay for various installments related to the construction and delivery of the five LPG carriers and had JPY0.8 billion in respect of future payments related to the two remaining Newbuilding vessels. The remaining amount payable for the construction of the remaining vessels as of December 31, 2011 was JPY3.4 billion. Excluding the JPY0.8 billion that we already had converted, the remaining amount payable under these newbuilding construction contracts is unhedged. A hypothetical 10% movement in the outright USD/JPY exchange rate would result in a reduction in the cost of the vessels of \$2.9 million should the USD/JPY exchange rate move higher (i.e., JPY depreciates against the dollar), and an increase in the cost of the vessels of \$3.6 million should the USD/JPY exchange rate move lower (i.e., JPY appreciates against the dollar).

As our forward foreign exchange contracts do not qualify for hedge accounting any marked to market fluctuations in their value will be recognized in our consolidated statements of operations.

We have not and do not intend to enter into foreign currency contracts for speculative purposes.

Please read Note 2 (Significant Accounting Policies), Note 11 (Long Term Debt) and Note 12 (Derivative and Fair Value Disclosures) to our Financial Statements included herein, which provide additional information with respect to our derivative financial instruments and existing debt agreements.

**Item 12. Description of Securities Other than Equity Securities**

Not Applicable.

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**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

Not applicable.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

Not applicable.

**Item 15. Controls and Procedures**

**a. Disclosure Controls and Procedures**

StealthGas's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of December 31, 2011. Disclosure controls and procedures are defined under SEC rules as controls and other procedures that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within required time periods. Disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Based on the Company's evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of December 31, 2011.

**b. Management's Report on Internal Control over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, and for the assessment of the effectiveness of internal control over financial reporting. The Company's internal control over financial reporting is a process designed 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 in the United States ( GAAP ).

A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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In making its assessment of the Company's internal control over financial reporting as of December 31, 2011, management, including the Chief Executive Officer and Chief Financial Officer, used the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) and evaluated the internal control over financial reporting.

Management concluded that, as of December 31, 2011 the Company's internal control over financial reporting was effective.

**c. Attestation Report of the Registered Public Accounting Firm**

The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by Deloitte Hadjipavlou, Sofianos & Cambanis S.A., an independent registered public accounting firm, as stated in their report which appears herein.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of StealthGas Inc.

We have audited the internal control over financial reporting of StealthGas Inc. and subsidiaries (the Company) as of December 31, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2011 of the Company and our report dated April 30, 2012 expressed an unqualified opinion on those financial statements.

/s/ Deloitte. Hadjipavlou Sofianos & Cambanis S.A.

Athens, Greece

April 30, 2012

**Table of Contents****d. Changes in Internal Control Over Financial Reporting**

During the period covered by this Annual Report on Form 20-F, we have made no changes to our internal control over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

**Item 16A. Audit Committee Financial Expert**

The Board has determined that Markos Drakos is an Audit Committee financial expert as defined by the U.S. Securities and Exchange Commission and meets the applicable independence requirements of the U.S. Securities and Exchange Commission and the Nasdaq Stock Market.

**Item 16B. Code of Ethics**

We have adopted a Code of Business Conduct and Ethics, a copy of which is posted on our website, and may be viewed at <http://www.stealthgas.com>. We will also provide a paper copy free of charge upon written request by our stockholders. Stockholders may direct their requests to the attention of Konstantinos Sistovaris, Chief Financial Officer, 331 Kifissias Avenue, Erithrea 14561 Athens, Greece. No waivers of the Code of Business Conduct and Ethics were granted to any person during the fiscal year ended December 31, 2011.

**Item 16C. Principal Accountant Fees and Services**

Remuneration of Deloitte Hadjipavlou, Sofianos & Cambanis S.A., an Independent Registered Public Accounting Firm (in thousands):

|                                      | 2011          | 2010          |
|--------------------------------------|---------------|---------------|
| Audit fees                           | \$ 512        | \$ 548        |
| Further assurance/audit related fees |               |               |
| Tax fees                             |               |               |
| All other fees                       |               |               |
| <b>Total</b>                         | <b>\$ 512</b> | <b>\$ 548</b> |

**(1) Audit fees**

Audit fees paid to Deloitte Hadjipavlou, Sofianos & Cambanis S.A., which we refer to as Deloitte, in 2011 and 2010 were compensation for professional services rendered for the audits of the Company's financial statements for the years ended December 31, 2011 and 2010 and review of the quarterly financial information for the first three quarters of 2011 and 2010.

**(2) Further Assurance /Audit Related Fees**

Deloitte did not provide any services that would be classified in this category in 2011 and 2010.

**(3) Tax Fees**

Deloitte did not provide any tax services in 2011 and 2010.

**(4) All Other Fees**

Deloitte did not provide any other services that would be classified in this category in 2011 and 2010.

*Non-audit services*

The Audit Committee of our Board of Directors has the authority to pre-approve permissible audit-related and non-audit services not prohibited by law to be performed by our independent auditors and associated fees.

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Engagements for proposed services either may be separately pre-approved by the audit committee or entered into pursuant to detailed pre-approval policies and procedures established by the audit committee, as long as the audit committee is informed on a timely basis of any engagement entered into on that basis.

Approval for other permitted non-audit services has to be sought on an ad hoc basis.

Where no Audit Committee meeting is scheduled within an appropriate time frame, the approval is sought from the Chairman of the Audit Committee subject to confirmation at the next meeting.

**Item 16D. Exemptions from the Listing Standards for Audit Committees**

None.

**Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

On March 22, 2010, our Board of Directors approved a stock repurchase program of up to \$15.0 million. As at September 26, 2011, 1,756,875 common shares had been repurchased at an average price of \$4.85 per share. We may discontinue or cancel this program at any time.

| Period                              | Total<br>Number of<br>Shares<br>Purchased<br>(a) | Average<br>Price<br>Paid per<br>Share<br>(b) | Total Number<br>of Shares<br>Purchased as<br>Part of Publicly<br>Announced<br>Plans or<br>Programs<br>(c) | Maximum<br>Number of<br>Shares<br>that May<br>Yet Be<br>Purchased<br>Under<br>the Plans<br>or<br>Programs<br>(d) |
|-------------------------------------|--|--|---|--|
| April 22, to April 29, 2010         | 545,843  | \$ 5.40                                      | 545,843   | N/A(1)   |
| May 6, to May 28, 2010              | 112,629  | \$ 5.05                                      | 658,472   | N/A(1)   |
| June 1, to June 18, 2010            | 546,757  | \$ 5.06                                      | 1,205,229   | N/A(1)   |
| August 4, to August 25, 2011        | 351,646  | \$ 4.08                                      | 1,556,875   | N/A(1)   |
| September 21, to September 26, 2011 | 200,000  | \$ 3.99                                      | 1,756,875   | N/A(1)   |

(1) Approximately \$6.49 million remains unused under the approved stock repurchase program as of the date of this report.

**Item 16F. Change in Registrant's Certifying Accountant**

Not Applicable.

**Item 16G. Corporate Governance**

**Statement of Significant Differences Between our Corporate Governance Practices and Nasdaq Corporate Governance Standards for Non-Controlled U.S. Issuers**



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Pursuant to certain exceptions for foreign private issuers, we are not required to comply with certain of the corporate governance practices followed by U.S. companies under Nasdaq corporate governance standards, however, we voluntarily comply in full with all applicable Nasdaq corporate governance standards.

### **Item 16H. Mine Safety Disclosures**

Not Applicable

**Table of Contents****PART III****Item 17. Financial Statements**

Not Applicable.

**Item 18. Financial Statements**

Reference is made to pages F-1 through F-30 incorporated herein by reference.

**Item 19. Exhibits**

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 1.1           | Amended and Restated Articles of Incorporation of the Company(1)   |
| 1.2           | Amended and Restated Bylaws of the Company(1)  |
| 4.1           | Amended and Restated Management Agreement between the Company and Stealth Maritime S.A., as amended(3)   |
| 4.2           | Form of Right of First Refusal among the Company, Harry Vafias and Stealth Maritime S.A.(1)  |
| 4.3           | StealthGas Inc. s 2005 Equity Compensation Plan, amended and restated(5)   |
| 4.4           | Loan Agreement with Fortis Bank (Nederland) N.V. and Deed of Release of Security and Obligations(1)  |
| 4.5           | Loan Agreement, dated December 5, 2005 with DnB Nor Bank ASA(2)  |
| 4.6           | Supplemental Agreement, dated February 27, 2006, with DnB Nor Bank ASA(2)  |
| 4.7           | Loan Agreement, dated May 17, 2006, with BNP Paribas (formerly Fortis Bank-Athens Branch)(3)   |
| 4.8           | Loan Agreement, dated June 28, 2006, with DnB Nor Bank ASA(3)  |
| 4.9           | Letter Agreement, dated August 2, 2006, with Nike Investments Corporation, as amended(3)   |
| 4.10          | Memorandum of Agreement, dated March 30, 2007, for the <i>Gas Kalogeros</i> (3)  |
| 4.11          | Memorandum of Agreement, dated March 30, 2007, for the <i>Gas Sikousis</i> (3)   |
| 4.12          | Promissory Note dated May 16, 2007 issued in favor of Brave Maritime Corp.(3)  |
| 4.13          | Second Supplemental Agreement, between Empire Spirit Ltd., Independent Trader Ltd., Triathlon Inc., Soleil Trust Inc., Jungle Investment Limited and Northern Yield Shipping Limited and DnB NOR Bank ASA, dated January 30, 2007(4) |
| 4.14          | Loan Agreement, dated as of June 21, 2007, between StealthGas Inc., as borrower, Scotiabank (Ireland) Limited, as lender, Scotiabank Europe plc, as security trustee, and The Bank of Nova Scotia, as swap bank(5)                   |
| 4.15          | Supplemental Agreement, dated January 8, 2008, between StealthGas Inc., as borrower, Scotiabank (Ireland) Limited, as lender, Scotiabank Europe plc, as security trustee, and The Bank of Nova Scotia, as swap bank(5)               |
| 4.16          | Memorandum of Agreement, dated February 29, 2008, for the <i>Gas Defiance</i> (5)  |
| 4.17          | Memorandum of Agreement, dated February 29, 2008, for the <i>Gas Shuriken</i> (5)  |
| 4.18          | Memorandum of Agreement, dated February 29, 2008, for the <i>Gas Astrid</i> (5)  |
| 4.19          | Memorandum of Agreement, dated February 29, 2008, for the <i>Gas Exelero</i> (5)   |

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 4.20          | Memorandum of Agreement, dated February 29, 2008, for the <i>Gas Natalie</i> (4)   |
| 4.21          | Loan Agreement, dated July 30, 2008, between StealthGas Inc., as borrower, and National Bank of Greece, as lender(6)   |
| 4.22          | Loan Agreement, dated August 28, 2008, between StealthGas Inc., as borrower, and Emporiki Bank of Greece, S.A., as lender(6)   |
| 4.23          | Third Supplemental Agreement, dated March 14, 2008, Empire Spirit Ltd., Independent Trader Ltd., Triathlon Inc., Soleil Trust Inc., Jungle Investment Limited and Northern Yield Shipping Limited, as joint and several borrowers, and DnB NOR Bank ASA, as lender(6)  |
| 4.24          | Loan Agreement, dated January 30, 2009, between Casteli Castle Inc., as borrower, DnB NOR Bank ASA, as lender, DnB NOR Bank ASA, as Agent, Account Bank and Security Trustee, and DnB NOR Bank ASA as Swap Bank(6)   |
| 4.25          | Loan Agreement, dated February 12, 2008, between StealthGas Inc., as borrower, and Deutsche Bank AG Filiale Deutschlandgesellschaft, as lender(6)  |
| 4.26          | Loan Agreement, dated February 19, 2009, between EFG Eurobank Ergasias S.A., as lender, and StealthGas Inc., as borrower(6)  |
| 4.27          | Loan Agreement, dated February 18, 2009, between StealthGas Inc., as borrower, DVB Bank S.E., Nordic Branch, as lender, and DVB BANK S.E., Nordic Branch as Arranger, Agent, Security Trustee and Swap Bank(6)   |
| 4.28          | Memorandum for Agreement, dated June 4, 2010, for the <i>M/V Spike</i> , and Addendum No. 1 thereto, date June 22, 2010(7)   |
| 4.29          | Amendment Letter, dated March 18, 2010, between StealthGas, Inc. and Scotiabank (Ireland) Limited, in respect of Loan Agreement, dated June 21, 2007, as amended(7)  |
| 4.30          | Supplemental Agreement, dated October 21, 2009, between StealthGas Inc., as borrower, and Deutsche Bank AG Filiale Deutschlandgesellschaft(7)  |
| 4.31          | Second Supplemental Agreement, dated April 27, 2010, between StealthGas Inc., as borrower, and Deutsche Bank AG Filiale Deutschlandgesellschaft in respect of loan agreement, dated February 12, 2008, as amended, as supplemented by a supplemental agreement dated October 21, 2009(7)   |
| 4.32          | Loan Agreement, dated February 1, 2011, between StealthGas Inc., as borrower, DVB Bank S.E., Nordic Branch, as lender, and DVB Bank SE, Nordic Branch, as Arranger, Underwriter, Agent and Security Trustee(8)   |
| 4.33          | Loan Agreement, dated March 1, 2011, between StealthGas Inc., as borrower and Norddeutsche Landesbank Girozentrale, as lender(8)   |
| 4.34          | Third Supplemental Agreement, dated April 8, 2011, between StealthGas Inc., as borrower and Deutsche Bank AG Filiale Deutschlandgesellschaft in respect of loan agreement, dated February 12, 2008, as amended and supplemented by supplemental agreements dated October 21, 2009 and April 27, 2010 and supplemented by a supplemental later dated November 18, 2010(8) |
| 8             | Subsidiaries   |
| 11.1          | Code of Business Conduct and Ethics(3)   |
| 12.1          | Certification of the Chief Executive Officer   |
| 12.2          | Certification of the Chief Financial Officer   |

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 13.1          | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as added by Section 906 of the Sarbanes-Oxley Act of 2002  |
| 13.2          | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as added by Section 906 of the Sarbanes-Oxley Act of 2002  |
| 15.1          | Consent of Independent Registered Public Accounting Firm   |
|               |  |
| (1)           | Previously filed as an exhibit to the Company's Registration Statement on Form F-1 (File No. 333-127905) filed with the SEC and hereby incorporated by reference to such Registration Statement. |
| (2)           | Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2005 filed with the SEC on April 20, 2006.  |
| (3)           | Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2006 filed with the SEC on June 5, 2007.  |
| (4)           | Previously filed as an exhibit to the Company's Report on Form 6-K filed with the SEC on July 17, 2007.  |
| (5)           | Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2007 filed with the SEC on June 11, 2008.   |
| (6)           | Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2008 filed with the SEC on June 18, 2009.   |
| (7)           | Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2009 filed with the SEC on June 29, 2010.   |
| (8)           | Previously filed as an exhibit to the Company's Annual Report on Form 20-F for the year ended December 31, 2010 filed with the SEC on June 30, 2011.   |

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**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

**STEALTHGAS INC.**

By:                    /s/ HARRY N. VAFIAS  
Name:                **Harry N. Vafias**  
Title:                **President and Chief Executive Officer**  
Date: April 30, 2012

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**StealthGas Inc.**

**Consolidated Financial Statements**

**Index to consolidated financial statements**

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| <u>Consolidated Balance Sheets As of December 31, 2010 and December 31, 2011</u>                                   | F-3          |
| <u>Consolidated Statements of Operations for the years ended December 31, 2009, 2010 and 2011</u>                  | F-4          |
| <u>Consolidated Statements of Comprehensive Income/(Loss) for the years ended December 31, 2009, 2010 and 2011</u> | F-5          |
| <u>Consolidated Statements of Stockholders Equity for the years ended December 31, 2009, 2010 and 2011</u>         | F-6          |
| <u>Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2010 and 2011</u>                  | F-7          |
| <u>Notes to the Consolidated Financial Statements</u>  | F-8 - F-30   |

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of StealthGas Inc.

We have audited the accompanying consolidated balance sheets of StealthGas Inc. and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive income/loss, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of StealthGas Inc. and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 30, 2012 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte. Hadjipavlou Sofianos & Cambanis S.A.

April 30, 2012

Athens, Greece

**Table of Contents****StealthGas Inc.****Consolidated Balance Sheets**

As of December 31, 2010 and 2011 (Expressed in United States Dollars)

|  | Note | December 31,       |                    |
|--|------|--------------------|--------------------|
|  |      | 2010               | 2011               |
| <b>Assets</b>  |      |                    |                    |
| <b>Current assets</b>  |      |                    |                    |
| Cash and cash equivalents  |      | 29,797,095         | 43,539,303         |
| Trade and other receivables  |      | 2,414,008          | 1,545,658          |
| Claims receivable  |      | 396,395            | 516,403            |
| Inventories  | 4    | 1,840,092          | 2,416,108          |
| Advances and prepayments   |      | 777,126            | 628,623            |
| Restricted cash  |      | 4,495,198          | 6,954,363          |
| Vessel held for sale   | 6    |                    | 921,285            |
| Fair value of derivatives  | 12   | 5,407,633          |                    |
| <b>Total current assets</b>  |      | <b>45,127,547</b>  | <b>56,521,743</b>  |
| <b>Non current assets</b>  |      |                    |                    |
| Advances for vessels under construction and acquisitions                               | 5    | 37,273,199         | 22,347,811         |
| Vessels, net   | 6    | 603,065,011        | 613,832,973        |
| Other receivables  |      | 42,572             |                    |
| Restricted cash  |      | 1,550,000          | 1,300,000          |
| Deferred finance charges, net of accumulated amortization of \$978,574 and \$1,374,020 | 7    | 1,318,070          | 1,707,624          |
| <b>Total non current assets</b>  |      | <b>643,248,852</b> | <b>639,188,408</b> |
| <b>Total assets</b>  |      | <b>688,376,399</b> | <b>695,710,151</b> |
| <b>Liabilities and Stockholders Equity</b>   |      |                    |                    |
| <b>Current liabilities</b>   |      |                    |                    |
| Payable to related party   | 3    | 9,515,372          | 7,874,990          |
| Trade accounts payable   |      | 4,761,389          | 6,453,807          |
| Accrued liabilities  | 8    | 5,433,594          | 4,749,162          |
| Customer deposits  | 10   | 285,000            | 275,000            |
| Deferred income  | 9    | 2,754,630          | 2,789,186          |
| Other current liability  | 5    | 2,687,500          |                    |
| Current portion of long-term debt  | 11   | 34,831,548         | 33,166,887         |
| Current portion of long-term debt associated with vessel held for sale                 | 6    |                    | 791,823            |
| <b>Total current liabilities</b>   |      | <b>60,269,033</b>  | <b>56,100,855</b>  |
| <b>Non current liabilities</b>   |      |                    |                    |
| Fair value of derivatives  | 12   | 11,602,213         | 9,401,798          |
| Long-term debt   | 11   | 310,254,401        | 317,109,471        |



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|   |    |                    |                    |
|---|----|--------------------|--------------------|
| <b>Total non current liabilities</b>  |    | <b>321,856,614</b> | <b>326,511,269</b> |
| <b>Total liabilities</b>  |    | <b>382,125,647</b> | <b>382,612,124</b> |
| <b>Commitments and contingencies</b>  | 19 |                    |                    |
| <b>Stockholders equity</b>  |    |                    |                    |
| Capital stock   |    |                    |                    |
| 5,000,000 preferred shares authorized and zero outstanding with a par value of \$0.01 per share,<br>100,000,000 common shares authorized 21,104,881 shares issued and 21,104,214 shares<br>outstanding at December 31, 2010 and 21,104,881 shares issued and 20,552,568 shares outstanding<br>at December 31, 2011 with a par value of \$0.01 per share |    |                    |                    |
|   | 13 | 211,042            | 205,526            |
| Additional paid-in capital  | 13 | 277,986,270        | 275,761,643        |
| Retained earnings   |    | 28,508,349         | 37,058,140         |
| Accumulated other comprehensive income/(loss)   |    | (454,909)          | 72,718             |
| <b>Total stockholders equity</b>  |    | <b>306,250,752</b> | <b>313,098,027</b> |
| <b>Total liabilities and stockholders equity</b>  |    | <b>688,376,399</b> | <b>695,710,151</b> |

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****StealthGas Inc.****Consolidated Statements of Operations**

For the years ended December 31, 2009, 2010 and 2011

(Expressed in United States Dollars, except for share data)

|  | Note | 2009                | December 31,<br>2010 | 2011                |
|--|------|---------------------|----------------------|---------------------|
| Revenues   |      | 113,045,961         | 111,409,623          | 118,280,752         |
| <b>Expenses</b>  |      |                     |                      |                     |
| Voyage expenses  | 17   | 10,522,573          | 13,680,008           | 17,829,220          |
| Vessels operating expenses                                 | 17   | 38,001,481          | 38,338,063           | 36,558,153          |
| Dry-docking costs  |      | 1,266,455           | 2,716,378            | 3,443,491           |
| Management fees  | 3    | 5,230,990           | 5,184,055            | 4,760,865           |
| General and administrative expenses                        |      | 3,564,779           | 3,031,491            | 2,646,418           |
| Depreciation   | 6    | 26,766,672          | 26,624,098           | 27,562,120          |
| Impairment loss  |      | 9,867,777           |                      |                     |
| Forfeiture of vessel deposit and contract termination fees | 5    | 16,500,000          |                      |                     |
| Charter termination fees                                   |      | (753,000)           | (228,000)            |                     |
| Net (gain)/loss on sale of vessels                         | 6    | 791,659             | (960,696)            | 5,654,178           |
| <b>Total expenses</b>                                      |      | <b>111,759,386</b>  | <b>88,385,397</b>    | <b>98,454,445</b>   |
| <b>Income from operations</b>                              |      | <b>1,286,575</b>    | <b>23,024,226</b>    | <b>19,826,307</b>   |
| <b>Other (expenses)/income</b>                             |      |                     |                      |                     |
| Interest and finance costs                                 |      | (9,109,222)         | (7,672,848)          | (8,510,516)         |
| Loss on derivatives  | 12   | (5,478,163)         | (6,071,638)          | (2,931,404)         |
| Interest income  |      | 250,326             | 315,517              | 83,059              |
| Foreign exchange (loss)/gain                               |      | (261,401)           | 1,497,934            | 82,345              |
| <b>Other expenses, net</b>                                 |      | <b>(14,598,460)</b> | <b>(11,931,035)</b>  | <b>(11,276,516)</b> |
| <b>Net income/(loss)</b>                                   |      | <b>(13,311,885)</b> | <b>11,093,191</b>    | <b>8,549,791</b>    |
| <b>Earnings/(Loss) per share</b>                           |      |                     |                      |                     |
| Basic  |      | (0.60)              | 0.51                 | 0.41                |
| Diluted  |      | (0.60)              | 0.51                 | 0.41                |
| <b>Weighted average number of shares</b>                   |      |                     |                      |                     |
| Basic  |      | 22,219,442          | 21,539,331           | 20,909,154          |
| Diluted  |      | 22,219,442          | 21,539,331           | 20,909,154          |

**Cash dividends declared per share**

0.1875

The accompanying notes are an integral part of these consolidated financial statements.

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StealthGas Inc.

**Consolidated Statements of Comprehensive Income/(Loss)****For the years ended December 31, 2009, 2010 and 2011****(Expressed in United States Dollars)**

|  | Note | 2009                | December 31,<br>2010 | 2011             |
|--|------|---------------------|----------------------|------------------|
| <b>Net income/(loss)</b>                 |      | <b>(13,311,885)</b> | <b>11,093,191</b>    | <b>8,549,791</b> |
| <b>Other comprehensive income/(loss)</b> |      |                     |                      |                  |
| Cash flow hedges                         |      |                     |                      |                  |
| Swap contract                            |      | 168,825             |                      |                  |
| Reclassification adjustment              |      | (293,043)           | 481,515              | 527,627          |
| <b>Other comprehensive income/(loss)</b> |      | <b>(124,218)</b>    | <b>481,515</b>       | <b>527,627</b>   |
| <b>Comprehensive income/(loss)</b>       |      | <b>(13,436,103)</b> | <b>11,574,706</b>    | <b>9,077,418</b> |

The accompanying notes are an integral part of these consolidated financial statements.

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StealthGas Inc.

Consolidated Statements of Stockholders Equity

For the years ended December 31, 2009, 2010 and 2011

(Expressed in United States Dollars, except for share data)

|   | Capital stock                       |                     | Additional<br>Paid-in<br>Capital<br>(Note 13) | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income/(Loss) | Total        |
|---|-------------------------------------|---------------------|---|----------------------|--|--------------|
|   | Number<br>of<br>Shares<br>(Note 13) | Amount<br>(Note 13) |   |                      |  |              |
| <b>Balance, December 31, 2008</b>                               | 22,310,110                          | 223,101             | 283,526,241                                   | 34,910,189           | (812,206)  | 317,847,325  |
| Stock based compensation  |                                     |                     | 573,855                                       |                      |  | 573,855      |
| Dividends paid (\$0.1875 per share)                             |                                     |                     |   | (4,183,146)          |  | (4,183,146)  |
| Net loss for the year   |                                     |                     |   | (13,311,885)         |  | (13,311,885) |
| Other comprehensive loss  |                                     |                     |   |                      | (124,218)  | (124,218)    |
| <b>Balance, December 31, 2009</b>                               | 22,310,110                          | 223,101             | 284,100,096                                   | 17,415,158           | (936,424)  | 300,801,931  |
| Forfeiture of restricted shares and stock<br>based compensation | (667)                               | (7)                 | 154,449                                       |                      |  | 154,442      |
| Stock repurchase  | (1,205,229)                         | (12,052)            | (6,268,275)                                   |                      |  | (6,280,327)  |
| Net income for the year   |                                     |                     |   | 11,093,191           |  | 11,093,191   |
| Other comprehensive income                                      |                                     |                     |   |                      | 481,515  | 481,515      |
| <b>Balance, December 31, 2010</b>                               | 21,104,214                          | 211,042             | 277,986,270                                   | 28,508,349           | (454,909)  | 306,250,752  |
| Stock based compensation  |                                     |                     | 4,071   |                      |  | 4,071        |
| Stock repurchase  | (551,646)                           | (5,516)             | (2,228,698)                                   |                      |  | (2,234,214)  |
| Net income for the year   |                                     |                     |   | 8,549,791            |  | 8,549,791    |
| Other comprehensive income                                      |                                     |                     |   |                      | 527,627  | 527,627      |
| <b>Balance, December 31, 2011</b>                               | 20,552,568                          | 205,526             | 275,761,643                                   | 37,058,140           | 72,718   | 313,098,027  |

The accompanying notes are an integral part of these consolidated financial statements.

**Table of Contents****StealthGas Inc.****Consolidated Statements of Cash Flows**

For the years ended December 31, 2009, 2010 and 2011

(Expressed in United States Dollars)

|  | 2009                 | December 31,<br>2010 | 2011                |
|--|----------------------|----------------------|---------------------|
| <b>Cash flows from operating activities</b>                          |                      |                      |                     |
| Net income/(loss) for the year                                       | (13,311,885)         | 11,093,191           | 8,549,791           |
| <b>Items included in net income/(loss) not affecting cash flows:</b> |                      |                      |                     |
| Depreciation   | 26,766,672           | 26,624,098           | 27,562,120          |
| Amortization of deferred finance charges                             | 202,770              | 508,686              | 395,446             |
| Amortization of fair value of time charter                           | (181,552)            |                      |                     |
| Unrealized exchange differences                                      |                      | (1,690,528)          | (6,868)             |
| Forfeiture of vessel deposit and contract termination fees           | 16,500,000           |                      |                     |
| Share based compensation   | 573,855              | 154,442              | 4,071               |
| Change in fair value of derivatives                                  | 1,454,894            | (15,993)             | 3,734,845           |
| Impairment loss  | 9,867,777            |                      |                     |
| (Gain)/loss on sale of vessels                                       | 791,659              | (960,696)            | 5,654,178           |
| <b>Changes in operating assets and liabilities:</b>                  |                      |                      |                     |
| <b>(Increase)/decrease in</b>  |                      |                      |                     |
| Trade and other receivables  | 716,483              | (601,406)            | 910,922             |
| Claims receivable  | (642,259)            | (580,579)            | (715,934)           |
| Inventories  | (892,777)            | 306,827              | (576,016)           |
| Advances and prepayments   | 186,784              | (151,256)            | 148,503             |
| <b>Increase/(decrease) in</b>  |                      |                      |                     |
| Payable to related party   | 4,902,720            | 2,205,275            | (1,640,382)         |
| Trade accounts payable   | 967,373              | 537,841              | 1,692,418           |
| Accrued liabilities  | 1,577,225            | (661,728)            | (684,432)           |
| Other current liability  |                      | (8,062,500)          | (2,687,500)         |
| Deferred income  | (1,132,396)          | (889,333)            | 34,556              |
| <b>Net cash provided by operating activities</b>                     | <b>48,347,343</b>    | <b>27,816,341</b>    | <b>42,375,718</b>   |
| <b>Cash flows from investing activities</b>                          |                      |                      |                     |
| Insurance proceeds   | 755,713              | 678,036              | 595,926             |
| Advances for vessels under construction and acquisitions             | (112,312,053)        | (70,855,294)         | (54,981,190)        |
| Proceeds from sale of vessels, net                                   | 11,669,374           | 37,100,890           | 25,001,033          |
| Decrease in restricted cash account                                  |                      |                      | 250,000             |
| Increase in restricted cash account                                  | (1,676,749)          | (96,010)             | (2,459,165)         |
| <b>Net cash used in investing activities</b>                         | <b>(101,563,715)</b> | <b>(33,172,378)</b>  | <b>(31,593,396)</b> |
| <b>Cash flows from financing activities</b>                          |                      |                      |                     |
| Stock repurchase   |                      | (6,280,327)          | (2,234,214)         |
| Dividends paid   | (4,183,146)          |                      |                     |

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|  |                   |                     |                   |
|--|-------------------|---------------------|-------------------|
| Deferred finance charges   | (1,119,300)       | (360,000)           | (785,000)         |
| Customer deposits received   |                   | 285,000             | 275,000           |
| Customer deposits paid   | (1,381,099)       | (3,522,287)         | (285,000)         |
| Loan repayment   | (26,021,803)      | (45,736,121)        | (43,417,768)      |
| Proceeds from long-term debt                                       | 88,150,000        | 45,000,000          | 49,400,000        |
| <b>Net cash provided by/(used in) financing activities</b>         | <b>55,444,652</b> | <b>(10,613,735)</b> | <b>2,953,018</b>  |
| Effect of exchange rate changes on cash                            |                   | 1,690,528           | 6,868             |
| Net increase/(decrease) in cash and cash equivalents               | 2,228,280         | (14,279,244)        | 13,742,208        |
| Cash and cash equivalents at beginning of year                     | 41,848,059        | 44,076,339          | 29,797,095        |
| <b>Cash and cash equivalents at end of year</b>                    | <b>44,076,339</b> | <b>29,797,095</b>   | <b>43,539,303</b> |
| <b>Supplemental Cash Flow Information:</b>                         |                   |                     |                   |
| Cash paid during the year for interest, net of amounts capitalized | 8,716,032         | 6,755,101           | 7,566,151         |

The accompanying notes are an integral part of these consolidated financial statements.

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**Table of Contents****StealthGas Inc.****Notes to the consolidated financial statements**

(Expressed in United States Dollars)

**1. Basis of Presentation and General Information**

The accompanying consolidated financial statements include the accounts of StealthGas Inc. and its wholly owned subsidiaries (collectively, the Company) which, as of December 31, 2011 owned a fleet of thirty three liquefied petroleum gas (LPG) carriers, three medium range (M.R.) type product carriers and one Aframax tanker providing worldwide marine transportation services under long, medium or short-term charters. StealthGas Inc. was formed under the laws of Marshall Islands on December 22, 2004.

The accompanying consolidated financial statements include the ship-owning companies listed below:

**LPG carriers**

|     | <b>Name of Company</b>       | <b>Vessel Name</b> | <b>Acquisition /<br/>Disposition Date</b> | <b>cbm</b> |
|-----|------------------------------|--------------------|---|------------|
| 1.  | LPGONE Ltd.                  | Gas Tiny           | October 29, 2004                          | 1,319.96   |
| 2.  | Geneve Butane Inc.           | Gas Kaizen         | November 24, 2004                         | 4,102.00   |
|     | Pacific Gases Ltd.           | Gas Emperor**      | February 2, 2005                          | 5,009.07   |
| 3.  | Semichlaus Exports Ltd.      | Gas Ice            | April 7, 2005                             | 3,434.08   |
| 4.  | Ventspils Gases Ltd.         | Gas Arctic         | April 7, 2005                             | 3,434.08   |
| 5.  | Aracruz Trading Ltd.         | Gas Amazon         | May 19, 2005                              | 6,562.41   |
| 6.  | Empire Spirit Ltd.           | Gas Monarch        | May 31, 2005                              | 5,018.35   |
| 7.  | Jungle Investment Limited    | Gas Cathar         | July 27, 2005                             | 7,517.18   |
| 8.  | Northern Yield Shipping Ltd. | Gas Legacy         | October 27, 2005                          | 3,500.00   |
| 9.  | Triathlon Inc.               | Gas Marathon       | November 2, 2005                          | 6,572.20   |
| 10. | Iceland Ltd.                 | Gas Crystal        | November 11, 2005                         | 3,211.04   |
| 11. | Soleil Trust Inc.            | Gas Sincerity      | November 14, 2005                         | 4,128.98   |
| 12. | East Propane Inc.            | Catterick          | November 24, 2005                         | 5,001.41   |
| 13. | Petchem Trading Inc.         | Gas Spirit         | December 16, 2005                         | 4,112.18   |
|     | Malibu Gas Inc.              | Feisty Gas*        | December 16, 2005                         | 4,111.24   |
| 14. | International Gases Inc.     | Gas Zael*          | April 3, 2006                             | 4,111.24   |
| 15. | Oxfordgas Ltd.               | Lyne               | May 19, 2006                              | 5,013.90   |
| 16. | Energetic Peninsula Limited  | Sir Ivor           | May 26, 2006                              | 5,000.00   |
| 17. | Baroness Holdings Inc.       | Gas Pasha          | June 30, 2006                             | 3,244.04   |
| 18. | Evolution Crude Inc.         | Gas Flawless       | February 1, 2007                          | 6,300.00   |
| 19. | Fighter Gas Inc.             | Gas Icon           | June 27, 2007                             | 5,000.00   |
| 20. | Luckyboy Inc.                | Chiltern           | June 28, 2007                             | 3,312.00   |
| 21. | Italia Trades Inc.           | Gas Evoluzione     | July 23, 2007                             | 3,517.00   |
| 22. | Studio City Inc.             | Gas Kalogeros      | July 27, 2007                             | 5,000.00   |
| 23. | Gastech Inc.                 | Gas Sikousis       | August 3, 2007                            | 3,500.00   |
| 24. | Cannes View Inc.             | Gas Haralambos     | October 30, 2007                          | 7,000.00   |
| 25. | Ecstasea Inc.                | Gas Premiership    | March 19, 2008                            | 7,200.00   |
| 26. | Spacegas Inc.                | Gas Defiance       | August 1, 2008                            | 5,000.00   |
| 27. | Financial Power Inc.         | Gas Shuriken       | November 3, 2008                          | 5,000.00   |
| 28. | Sound Effex Inc.             | Gas Astrid         | April 16, 2009                            | 3,500.00   |
| 29. | Revolution Inc.              | Gas Exelero        | June 30, 2009                             | 3,500.00   |
| 30. | Empress Enterprises Ltd.     | Gas Emperor**      | August 16, 2010                           | 5,009.07   |
| 31. | Rising Sun Inc.              | Gas Elixir         | February 28, 2011                         | 5,000.00   |
| 32. | Carinthia Inc.               | Gas Cerberus       | April 20, 2011                            | 5,000.00   |





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|     | <b>Name of Company</b>    | <b>Vessel Name</b> | <b>Acquisition /<br/>Disposition Date</b>       | <b>cbm</b> |
|-----|---------------------------|--------------------|---|------------|
| 33. | Pelorus Inc.              | Gas Myth           | September 21, 2011                              | 5,000.00   |
|     | Independent Trader Ltd.   | Gas Oracle         | April 26, 2005<br>(sold on January 28, 2008)    | 3,014.59   |
|     | Transgalaxy Inc.          | Gas Fortune        | February 24, 2006<br>(sold on December 9, 2009) | 3,512.78   |
|     | Ocean Blue Limited        | Gas Nemesis        | June 15, 2006<br>(sold on January 29, 2008)     | 5,016.05   |
|     | European Energy Inc.      | Gas Renovatio      | May 29, 2007<br>(sold on March 19, 2008)        | 3,312.50   |
|     | Espace Inc.               | Gas Sophie         | October 15, 2007<br>(sold on June 10, 2009)     | 3,500.00   |
|     | VCM Trading Ltd.          | Gas Prophet        | October 12, 2004<br>(sold on March 16, 2010)    | 3,515.55   |
|     | Gaz De Brazil Inc.        | Gas Prodigy        | October 15, 2004<br>(sold on April 9, 2010)     | 3,014.59   |
|     | Industrial Materials Inc. | Gas Texiana        | April 11, 2005<br>(sold on April 6, 2010)       | 5,013.33   |
|     | Balkan Profit Ltd         | Gas Eternity       | March 9, 2006<br>(sold on May 6, 2010)          | 3,528.21   |
|     | Tankpunk Inc.             | Gas Natalie        | January 22, 2009<br>(sold on January 15, 2010)  | 3,213.92   |
|     | Matrix Gas Trading Ltd.   | Gas Shanghai       | December 7, 2004<br>(sold on May 9, 2011)       | 3,525.92   |
|     | Continent Gas Inc.        | Gas Chios          | May 20, 2005<br>(sold on June 1, 2011)          | 6,562.09   |
|     | Balkan Holding Inc.       | Gas Czar           | February 14, 2006<br>(sold on June 15, 2011)    | 3,509.65   |
|     | Aura Gas Inc.             | Gas Nemesis        | May 18, 2007<br>(sold on July 13, 2011)         | 3,518.00   |

|  | <b>Name of Company</b> | <b>Vessel Name</b> | <b>To be delivered on</b> | <b>dwt</b> |
|--|------------------------|--------------------|---------------------------|------------|
|  | Tatoosh Beauty Inc.    | Gas Esco           | May 2012                  | 7,500.00   |
|  | Octopus Gas Inc.       | Gas Husky          | January 2012              | 7,500.00   |

**M.R. type product carriers**

|     | <b>Name of Company</b> | <b>Vessel Name</b> | <b>Acquisition Date</b> | <b>dwt</b> |
|-----|------------------------|--------------------|-------------------------|------------|
| 34. | Clean Power Inc.       | Navig8 Fidelity    | January 9, 2008         | 46,754.29  |
| 35. | MR Roi Inc.            | Navig8 Faith       | February 27, 2008       | 46,754.29  |
| 36. | King of Hearts Inc.    | Alpine Endurance   | July 14, 2009           | 47,000.00  |

|  | <b>Name of Company</b> | <b>Vessel Name</b> | <b>Cancelled on</b> | <b>dwt</b> |
|--|------------------------|--------------------|---------------------|------------|
|  | Casteli Castle Inc.    | Stealth Argentina  | December 18, 2009   | 50,500.00  |

**Aframax tanker**

|     | <b>Name of Company</b> | <b>Vessel Name</b> | <b>Acquisition Date</b> | <b>dwt</b> |
|-----|------------------------|--------------------|-------------------------|------------|
| 37. | Tankpunk Inc.          | Spike              | July 26, 2010           | 115,804.00 |

\* On April 3, 2006, the Feisty Gas was delivered to International Gases Inc., subsidiary of StealthGas Inc., and renamed Gas Zael .

\*\* On August 16, 2010, the Gas Emperor was delivered to Empress Enterprises Ltd., subsidiary of StealthGas Inc.



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The Company's vessels are managed by Stealth Maritime Corporation S.A. Liberia (the Manager), a related party. The Manager is a company incorporated in Liberia and registered in Greece on May 17, 1999 under the provisions of law 89/1967, 378/1968 and article 25 of law 27/75 as amended by article 4 of law 2234/94. (See Note 3).

During 2009, 2010 and 2011, the following charterers individually accounted for more than 10% of the Company's revenues as follows:

| Charterer | Year ended December 31, |      |      |
|-----------|-------------------------|------|------|
|           | 2009                    | 2010 | 2011 |
| A         | 17%                     | 10%  |      |
| B         | 15%                     | 12%  | 14%  |
| C         | 13%                     | 11%  |      |
| D         | 10%                     | 10%  |      |

**2. Significant Accounting Policies**

**Principles of Consolidation:** The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) and include the accounts of StealthGas Inc. and its wholly owned subsidiaries referred to in note 1 above. All inter-company balances and transactions have been eliminated upon consolidation.

**Use of Estimates:** The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Other Comprehensive Income/Loss:** The Company follows the provisions of guidance regarding reporting comprehensive income/(loss) which requires separate presentation of certain transactions, such as unrealized gains and losses from effective portion of cash flow hedges, which are recorded directly as components of stockholders' equity.

**Foreign Currency Translation:** The functional currency of the Company is the U.S. Dollar because the Company's vessels operate in international shipping markets, which utilize the U.S. Dollar as the functional currency. The accounting books of the Company are maintained in U.S. Dollars. Transactions involving other currencies during the year are converted into U.S. Dollars using the exchange rates in effect at the time of the transactions. At the balance sheet dates, monetary assets and liabilities, which are denominated in other currencies, are translated to reflect the period end exchange rates. Resulting gains or losses are separately reflected in the accompanying consolidated statements of operations.

**Cash and Cash Equivalents:** The Company considers highly liquid investments such as time deposits and certificates of deposit with original maturity of three months or less to be cash equivalents.

**Restricted Cash:** Restricted cash reflects deposits with certain banks that can only be used to pay the current loan installments or which are required to be maintained as a certain minimum cash balance per mortgaged vessel. In the event that the obligation relating to such deposits is expected to be terminated within the next twelve months, these deposits are classified as current assets; otherwise they are classified as non-current assets.

**Trade Receivables:** The amount shown as trade receivables includes estimated recoveries from charterers for hire, freight and demurrage billings, net of allowance for doubtful accounts. At each balance sheet date, all potentially un-collectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts. No provision for doubtful accounts was required for any of the periods presented.

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**Claims Receivable:** Claims receivable are recorded on the accrual basis and represent the claimable expenses, net of deductibles, incurred through each balance sheet date, for which recovery from insurance companies is probable and claim is not subject to litigation. Any remaining costs to complete the claims are included in accrued liabilities.

**Inventories:** Inventories consist of bunkers (for vessels under voyage charter) and lubricants. The cost is determined by the first-in, first-out method. The Company considers victualling and stores as being consumed when purchased and, therefore, such costs are expensed when incurred.

**Vessels Acquisitions:** Vessels are stated at cost, which consists of the contract price less discounts and any material expenses incurred upon acquisition (initial repairs, improvements, acquisition and expenditures made to prepare the vessel for its initial voyage). Subsequent expenditures for conversions and major improvements are also capitalized when they appreciably extend the life, increase the earning capacity or improve the efficiency or safety of the vessels, or otherwise are charged to expenses as incurred. The Company records all identified tangible and intangible assets associated with the acquisition of a vessel or liabilities at fair value. Where vessels are acquired with existing time charters, the Company allocates the purchase price to the time charters based on the present value (using an interest rate which reflects the risks associated with the acquired charters) of the difference between (i) the contractual amounts to be paid pursuant to the charter terms and (ii) management's estimate of the fair market charter rate, measured over a period equal to the remaining term of the charter. The capitalized above-market (assets) and below-market (liabilities) charters are amortized as a reduction and increase, respectively, to revenues over the remaining term of the charter.

**Impairment or Disposal of Long-lived Assets:** The Company follows the Accounting Standards Codification (ASC) Subtopic 360-10, Property, Plant and Equipment (ASC 360-10), which requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts. If indicators of impairment are present, the Company performs an analysis of the anticipated undiscounted future net cash flows of the related long-lived assets. If the carrying value of the related asset exceeds the undiscounted cash flows, the carrying value is reduced to its fair value and the difference is recorded as an impairment loss in the consolidated statements of operations. Various factors including anticipated future charter rates, estimated scrap values, future drydocking costs and estimated vessel operating costs are included in this analysis. These factors are based on historical trends as well as future expectations. Undiscounted cashflows are determined by considering the revenues from existing charters for those vessels that have long term employment and estimates based on historical average rates when there is no charter in place with an annual 2% increase. The Company also assumes an average annual inflation rate of 3% for operating expenses.

At December 31, 2009, the Company performed an impairment review of the Company's long-lived and intangible assets, due to the global economic downturn and the prevailing conditions in the shipping industry. As a result of the impairment review, undiscounted net operating cash flows exceeded each vessel's carrying value with the exception of the one which was scheduled to be delivered in 2010 and the Company identified and recorded an impairment loss of \$160,237 in 2009. In 2009 the Company recorded impairment on assets held for sale in the amount of \$9,707,540. The total amount of \$9,867,777 is presented under the caption Impairment loss in the consolidated statements of operations. No impairment loss was identified or recorded at December 31, 2010 and 2011.

**Vessels Depreciation:** The cost of each of the Company's vessels is depreciated on a straight-line basis over the vessels' remaining economic useful life, after considering the estimated residual value. Management estimates the useful life of each of the Company's vessels, LPG and product carriers, to be 30 and 25 years, respectively, from the date of their construction.

**Assets Held for Sale:** It is the Company's policy to dispose of vessels when suitable opportunities occur and not necessarily to keep them until the end of their useful life. The Company classifies vessels as being held for

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sale when the following criteria are met: (i) management possessing the necessary authority has committed to a plan to sell the vessels, (ii) the vessels are available for immediate sale in their present condition, (iii) an active program to find a buyer and other actions required to complete the plan to sell the vessels have been initiated, (iv) the sale of the vessels is probable, and transfer of the asset is expected to qualify for recognition as a completed sale within one year and (v) the vessels are being actively marketed for sale at a price that is reasonable in relation to their current fair value and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Vessels classified as held for sale are measured at the lower of their carrying amount or fair value less cost to sell. These vessels are not depreciated once they meet the criteria to be classified as held for sale. Furthermore, in the period a vessel meets the held for sale criteria of guidance, a loss is recognized for any reduction of the vessel's carrying amount to its fair value less cost to sell. Except for 2009, no such adjustments were identified as of December 31, 2010 and 2011 (Note 6).

**Trade Accounts Payable:** The amount shown as trade accounts payable at the balance sheet date includes payables to suppliers of port services, bunkers, and other goods and services payable by the Company.

**Segment Reporting:** The Company reports financial information and evaluates its operations by total charter revenues and not by the type of vessel, length of vessel employment, customer or type of charter. As a result, management, including the chief operating decision maker, reviews operating results solely by revenue per day and operating results of the fleet, and thus, the Company has determined that it operates under one reportable segment. Furthermore, when the Company charters a vessel to a charterer, the charterer is free to trade the vessel worldwide and, as a result, the disclosure of geographical information is impracticable.

**Accounting for Special Survey and Dry-docking Costs:** Special survey and dry-docking costs and all non-capitalizable repair and maintenance expenses are expensed in the period incurred.

**Deferred Finance Charges:** Fees incurred for obtaining new loans or refinancing existing ones are deferred and amortized to interest expense over the life of the related debt using the effective interest method. Unamortized fees relating to loans repaid or refinanced are expensed in the period the repayment or refinancing is made.

**Pension and Retirement Benefit Obligations – Crew:** The ship-owning companies included in the consolidation employ the crew on board under short-term contracts (usually up to seven months) and accordingly, they are not liable for any pension or any post-retirement benefits.

**Accounting for Revenue and Related Expenses:** The Company generates its revenues from charterers for the charter hire of its vessels. Vessels are chartered using either voyage charters, where a contract is made in the spot market for the use of a vessel for a specific voyage for a specified charter rate, or time and bareboat charters, where a contract is entered into for the use of a vessel for a specific period of time and a specified daily or monthly charter hire rate payable monthly in advance. If a charter agreement exists and the price is fixed, service is provided and collection of the related revenue is reasonably assured, revenue is recognized as it is earned ratably on a straight-line basis over the duration of the period of each voyage or period charter. A voyage is deemed to commence upon the completion of discharge of the vessel's previous cargo and is deemed to end upon the completion of discharge of the current cargo. Demurrage income represents payments by a charterer to a vessel owner when loading or discharging time exceeds the stipulated time in the voyage charter and is recognized ratably as earned during the related voyage charter's duration period. Deferred income includes cash received prior to the balance sheet date and is related to revenue earned after such date.

Voyage expenses comprise commissions, bunkers and port expenses and are unique to a particular charter. Commissions in all cases are paid by the Company and are recognized on a pro-rata basis. All other voyage expenses are paid by the charterer under time charter arrangements or by the Company under voyage charter arrangements and are recognized as incurred.

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Vessel operating expenses comprise all expenses relating to the operation of the vessel, including crewing, repairs and maintenance, insurance, stores, lubricants and miscellaneous expenses. Vessel operating expenses are paid by the Company and are accounted for on an accrual basis.

Under a bareboat charter, the charterer assumes responsibility for all voyage and vessel operating expenses and risk of operation.

**Leasing:** Leases are classified as capital leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

**Stock Incentive Plan:** Share-based compensation includes vested and non-vested shares granted to employees and to non-employee directors, for their services as directors and is included in General and administrative expenses in the consolidated statements of operations. These shares are measured at their fair value, which is equal to the market value of the Company's common stock on the grant date. The shares that do not contain any future service vesting conditions are considered vested shares and a total fair value of such shares is recognized in full on the grant date. The shares that contain a time-based service vesting condition are considered non-vested shares on the grant date and a total fair value of such shares is recognized over the vesting period on a straight-line basis over the requisite service period for each separate portion of the award as if the award was, in substance, multiple awards (graded vesting attribution method). In addition, non-vested awards granted to non-employees are measured at their then-current fair value as of the financial reporting dates until non-employees complete the service (Note 14).

**Earnings/(Loss) per Share:** Basic earnings per share are computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised. Dilution has been computed by the treasury stock method whereby all of the Company's dilutive securities are assumed to be exercised or converted and the proceeds used to repurchase common shares at the weighted average market price of the Company's common stock during the relevant periods. The incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) are included in the denominator of the diluted earnings per share computation to the extent these are not anti-dilutive. (Note 15).

**Derivatives:** The Company designates its derivatives based upon guidance on ASC 815, *Derivatives and Hedging* which establishes accounting and reporting requirements for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. The guidance on accounting for certain derivative instruments and certain hedging activities requires all derivative instruments to be recorded on the balance sheet as either an asset or liability measured at its fair value, with changes in fair value recognized in earnings unless specific hedge accounting criteria are met.

(i) **Hedge Accounting:** At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy undertaken for the hedge. The documentation includes identification of the hedging instrument, hedged item or transaction, the nature of the risk being hedged and how the entity will assess the hedging instrument's effectiveness in offsetting exposure to changes in the hedged item's cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in cash flows and are assessed on an ongoing basis to determine whether they actually have been highly effective throughout the financial reporting periods for which they were designated.

The Company is party to interest swap agreements where it receives a floating interest rate and pays a fixed interest rate for a certain period in exchange. Contracts which meet the strict criteria for hedge accounting are accounted for as cash flow hedges. A cash flow hedge is a hedge of the exposure to variability in cash flows that is attributable to a particular risk associated with a recognized asset or liability, or a highly probable forecasted transaction that could affect profit or loss.

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The effective portion of the gain or loss on the hedging instrument is recognized directly as a component of Accumulated other comprehensive income in equity, while any ineffective portion, if any, is recognized immediately in current period earnings.

The Company discontinues cash flow hedge accounting if the hedging instrument expires and it no longer meets the criteria for hedge accounting or designation is revoked by the Company. At that time, any cumulative gain or loss on the hedging instrument recognized in equity is kept in equity until the forecasted transaction occurs. When the forecasted transaction occurs, any cumulative gain or loss on the hedging instrument is recognized in the statement of operations. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognized in equity is transferred to net profit or loss for the year as financial income or expense.

(ii) **Other Derivatives:** Changes in the fair value of derivative instruments that have not been designated as hedging instruments are reported in current period earnings.

**Recent Accounting Pronouncements:** In May 2011, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs , ( ASU 2011-04 ). ASU 2011-04 amends Accounting Standards Codification ( ASC ) 820, Fair Value Measurements , ( ASC 820 ), providing a consistent definition and measurement of fair value, as well as similar disclosure requirements between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles, clarifies the application of existing fair value measurement and expands the ASC 820 disclosure requirements, particularly for Level 3 fair value measurements. ASU 2011-04 will be effective for the Company s fiscal year beginning January 1, 2012. The adoption of ASU 2011-04 is not expected to have a material effect on the Company s consolidated financial statements, but may require certain additional disclosures.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income, Presentation of Comprehensive Income (Topic 220) , which revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the presentation options in ASC 220, Comprehensive income , and requires entities to report components of comprehensive income in either (i) a continuous statement of comprehensive income or (ii) two separate but consecutive statements. Under the two-statement approach, an entity is required to present components of net income and total net income in the statement of net income. The statement of other comprehensive income should immediately follow the statement of net income and include the components of other comprehensive income and a total for other comprehensive income, along with a total for comprehensive income. The amendments in this ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments in this ASU should be applied retrospectively and they are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted because compliance with the amendments is already permitted. The amendments do not require any transition disclosures. The amendments in this ASU have been adopted by the Company in the accompanying consolidated financial statements and, as a result, the consolidated financial statements for the years ended December 31, 2009 and 2010 were revised to include a separate statement of comprehensive income and to exclude the components of other comprehensive income from the statement of stockholders equity.

In December 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210): Disclosures about offsetting Assets and Liabilities . The objective of this update is to provide enhanced disclosures that will enable financial statements users to evaluate the effect or potential effect of netting arrangements on an entity s financial position. This includes the effect or potential effect of rights of setoff associated with an entity s recognized assets and recognized liabilities within the scope of this ASU. The amendments require enhanced disclosures by requiring improved information about financial instruments and derivative instruments that are either (1) offset in accordance with either Section 210-20-45 or Section 815-10-45 or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with either



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Section 210-20-45 or Section 815-10-45. The amendments in this update are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. An entity should provide the disclosures required by those amendments retrospectively for all comparative periods presented. The provisions of ASU 2011-11 are not expected to have a material impact on the Company's consolidated financial statements.

In December 2011, the FASB issued ASU 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items out of Accumulated Other Comprehensive Income in Accounting Standard Update No 2011-05. The amendments in this ASU supersede certain pending paragraphs in ASU 2011-05, to effectively defer the requirement that companies present reclassification adjustments for each component of accumulated other comprehensive income in both net income and other comprehensive income on the face of the financial statements. Companies are still required to present reclassifications out of accumulated other comprehensive income on the face of the financial statements or disclose those amounts in the notes to the financial statements.

**3. Transactions with Related Party**

The Manager provides the vessels with a wide range of shipping services such as chartering, technical support and maintenance, insurance, consulting, financial and accounting services, for a fixed daily fee of \$440 per vessel operating under a voyage or time charter or \$125 per vessel operating under a bareboat charter and a brokerage commission of 1.25% on freight, hire and demurrage per vessel, effective after an amendment on January 1, 2007 to the Management Agreement. For the years ended December 31, 2009, 2010 and 2011, total brokerage commissions of 1.25% amounted to \$1,418,024, \$1,396,877 and \$1,474,495, respectively, and were included in voyage expenses. For the years ended December 31, 2009, 2010 and 2011, the management fees were \$5,230,990, \$5,184,055 and \$4,760,865, respectively.

The Manager also acts as a sales and purchase broker of the Company in exchange for a commission fee equal to 1% of the gross sale or purchase price of vessels or companies. For the years ended December 31, 2009, 2010 and 2011 commission fees relating to vessels purchased of \$575,000, \$565,000 and \$621,745, respectively, were incurred and capitalized to the cost of the vessels. For the years ended December 31, 2009, 2010 and 2011 the amounts of \$121,000, \$381,300 and \$258,500, respectively, were recognized as expenses relating to the sale of vessels and are included in the consolidated statements of operations under the caption Net (gain)/loss on sale of vessels.

The Manager has subcontracted the technical management of some of the vessels to three unaffiliated ship-management companies, Selandia Ship Management (Selandia), Swan Shipping Corporation (Manila) and Dobson Fleet Management Ltd. (DFM) and one affiliated ship-management company, Brave Maritime Corporation Inc. (Brave). These companies provide technical management to the Company's vessels for a fixed annual fee per vessel.

In addition to management services, the Company reimburses the Manager for compensation of our Chief Executive Officer, our Chief Financial Officer, our Internal Auditor and our Deputy Chairman and Executive Director in the amounts of \$1,267,981, \$1,311,363 and \$1,192,266 for the years ended December 31, 2009, 2010 and 2011, respectively, and which are included in the consolidated statements of operations under the caption General and administrative expenses.

The current account balance with the Manager at December 31, 2010 and at December 31, 2011 was a liability of \$9,515,372 and \$7,874,990, respectively. The liability represents payments made by the Manager on behalf of the ship-owning companies.

The Company rents office space that is owned by an affiliated company of the Vafias Group. Rental expense for the years ended December 31, 2009, 2010 and 2011 amounted to \$45,102, \$55,214 and \$57,850, respectively.

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On June 4, 2010, the Company entered into a memorandum of agreement with its affiliate Stealth Maritime Corp S.A. to acquire an under construction Aframax tanker named Spike (formerly Hull No 1757 ) which was delivered on July 26, 2010. The purchase price of this vessel was \$56,500,000. As provided by the memorandum of agreement, no advance payment was given.

**4. Inventories**

The amounts shown in the accompanying consolidated balance sheets are analyzed as follows:

|              | December 31,     |                  |
|--------------|------------------|------------------|
|              | 2010             | 2011             |
| Bunkers      | 792,586          | 1,325,541        |
| Lubricants   | 1,047,506        | 1,090,567        |
| <b>Total</b> | <b>1,840,092</b> | <b>2,416,108</b> |

**5. Advances for Vessels Under Construction and Acquisitions**

The amounts shown in the accompanying consolidated balance sheets as of December 31, 2010 and December 31, 2011 amounting to \$37,273,199 and \$22,347,811, respectively, represent advance payments to a ship-builder for five LPG carriers under construction.

The movement of the account, advances for vessels under construction and acquisitions, for the years ended December 31, 2010 and 2011, was as follows:

|   |                   |
|---|-------------------|
| <b>Balance, December 31, 2009</b>       | <b>23,485,905</b> |
| Advances for vessels under construction | 13,046,531        |
| Capitalized interest                    | 556,477           |
| Capitalized expenses                    | 184,286           |
| <b>Balance, December 31, 2010</b>       | <b>37,273,199</b> |
| Advances for vessels under construction | 52,797,646        |
| Capitalized interest                    | 557,565           |
| Capitalized expenses                    | 1,625,979         |
| Vessels delivered                       | (69,906,578)      |
| <b>Balance, December 31, 2011</b>       | <b>22,347,811</b> |

On February 25, 2008, the Company signed contracts with Mitsubishi Corporation of Japan for the construction of five LPG carriers at an aggregate contract price of Yen 12,008,000,000 (approx. \$124,486,017 based upon an aggregate average USD/JPY exchange rate of \$1.00:JPY 96.46). Pursuant to an agreement signed on February 27, 2009, the vessels were scheduled for delivery between February 2011 and May 2012. On June 18, 2010, the Company signed a further agreement with the shipyard which provides for a 5% reduction of the contract price of each vessel under construction. This reduction will be deducted from the final installment due upon delivery of each vessel. During the years 2010 and 2011, the Company effected advance payments to the shipbuilding yard of Yen 1,311,200,000 (\$13,046,531) and Yen 3,414,762,000 (\$52,797,646), respectively. During 2011, three of the five LPG carriers were delivered to the Company (Note 6).

On June 25, 2008, the Company entered into a memorandum of agreement to acquire an under construction M.R. type product carrier named Stealth Argentina (formerly Hull No 061 ) from an unaffiliated entity which was scheduled to be delivered in the fourth quarter of 2009. The purchase price of this vessel was \$57,500,000. On June 30, 2008, the Company paid 10% of the purchase price, to a joint escrow account in the name of the seller and buyer. In December 2009, the Company began negotiations with the seller to cancel the acquisition of



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the vessel due to various technical deficiencies identified in the vessel's design. In December 2009, the Company and the seller mutually agreed to cancel the memorandum of agreement to acquire the vessel. The cancellation fee consisted of forfeiture of the Company's deposit totaling \$5,750,000, plus a cash payment of \$10,750,000. The total cancellation fee of \$16,500,000 is included in the consolidated statements of operations under the caption "Forfeiture of vessel deposit and contract termination fees". The outstanding balance of the cancellation fee as of December 31, 2010 amounting to \$2,687,500 was fully paid in 2011.

**6. Vessels, net**

The amounts shown in the accompanying consolidated balance sheets are analyzed as follows:

|  | Vessel cost        | Accumulated<br>Depreciation | Net Book<br>Value  |
|--|--------------------|-----------------------------|--------------------|
| <b>Balance, December 31, 2009</b>                                    | <b>674,007,084</b> | <b>(79,075,293)</b>         | <b>594,931,791</b> |
| Acquisitions   | 57,068,000         |                             | 57,068,000         |
| Disposals  | (29,058,909)       | 6,748,227                   | (22,310,682)       |
| Depreciation for the year  |                    | (26,624,098)                | (26,624,098)       |
| <b>Balance, December 31, 2010</b>                                    | <b>702,016,175</b> | <b>(98,951,164)</b>         | <b>603,065,011</b> |
| Acquisitions (transfer from Advances for Vessels under Construction) | 69,906,578         |                             | 69,906,578         |
| Held for sale  | (1,310,488)        | 389,203                     | (921,285)          |
| Disposals  | (41,160,174)       | 10,504,963                  | (30,655,211)       |
| Depreciation for the year  |                    | (27,562,120)                | (27,562,120)       |
| <b>Balance, December 31, 2011</b>                                    | <b>729,452,091</b> | <b>(115,619,118)</b>        | <b>613,832,973</b> |

During the year ended December 31, 2009, the Company acquired the vessels Gas Natalie, Gas Astrid, Gas Exelero and Alpine Endurance for a total consideration of \$106,085,745 and concluded separate memoranda of agreement for the disposal of the vessels Gas Sophie, Gas Fortune, Gas Natalie and Gas Eternity to unaffiliated third parties for \$26,200,000. The Company realized an aggregate loss from the sale of Gas Sophie of \$791,659 and recorded an aggregate impairment charge of \$9,867,777 to write down the carrying amount of the remaining vessels to their fair market value less costs to sell, and both were included in the Company's consolidated statement of operations of 2009.

During the year ended December 31, 2010, the Company acquired the vessel Spike for a total consideration of \$57,068,000 and concluded separate memoranda of agreement for the disposal of the vessels Gas Prophet, Gas Texiana and Gas Prodigy to unaffiliated third parties for \$24,030,000. The Company realized an aggregate gain from the sale of vessels of \$960,696 which was included in the Company's consolidated statement of operations of 2010.

During the year ended December 31, 2011, the Company completed construction of the vessels Gas Elixir (formerly Hull K422), Gas Cerberus (formerly Hull K423) and Gas Myth, (formerly Hull K421) for a total consideration of \$69,906,578 and concluded separate memoranda of agreement for the disposal of the vessels Gas Shanghai, Gas Chios, Gas Czar and Gas Nemesis to unaffiliated third parties for \$25,850,000. The Company realized an aggregate loss from the sale of vessels of \$5,654,178 which was included in the Company's consolidated statement of operations of 2011.

On December 16, 2011, the Company concluded a memorandum of agreement for the disposal of the vessel Gas Tiny to an unaffiliated third party for \$2,400,000. As of December 31, 2011 this transaction met all the criteria for held for sale and hence the carrying value of the Gas Tiny which amounted to \$921,285 is presented as Vessel held for Sale in the accompanying consolidated balance sheet. The vessel was delivered to her new owners on January 17, 2012 and the Company realized an aggregate gain from the sale of vessel of \$1,274,965 which will be included in the Company's consolidated statements of operations for the first quarter of 2012.

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Deferred finance charges amounting to \$2,296,644 and \$3,081,644 as at December 31, 2010 and December 31, 2011, respectively, represent fees paid to the lenders for obtaining the related loans, net of amortization. For the years ended December 31, 2009, 2010 and 2011, the amortization of deferred financing charges amounted to \$202,770, \$508,686 and \$395,446, respectively, and is included in interest and finance costs in the accompanying consolidated statements of operations.

**8. Accrued Liabilities**

The amounts shown in the accompanying consolidated balance sheets are analyzed as follows:

|                                      | December 31,     |                  |
|--------------------------------------|------------------|------------------|
|                                      | 2010             | 2011             |
| Interest on long-term debt           | 1,385,560        | 1,377,794        |
| Administrative expenses              | 388,294          | 419,027          |
| Vessel operating and voyage expenses | 3,659,740        | 2,952,341        |
| <b>Total</b>                         | <b>5,433,594</b> | <b>4,749,162</b> |

**9. Deferred Income**

The amounts shown in the accompanying consolidated balance sheets amounting to \$2,754,630 and \$2,789,186 represent time charter revenues received in advance as of December 31, 2010 and as of December 31, 2011, respectively.

**10. Customer Deposits**

On September 15, 2010, an amount of \$285,000 was received from the charterer of the LPG carrier *Gas Marathon* as a guarantee which is equal to one-month hire. This amount was returned to the charterer after the end of the seven-month time charter, in May 2012.

On July 10, 2011, an amount of \$275,000 was received from the charterer of the LPG carrier *Gas Marathon* as a guarantee which is equal to one-month hire. This amount will be returned to the charterer at the end of the nine-month time charter.

**11. Long-term Debt**

|                         | December 31,       | Movement in 2011  |                     | December 31,       |
|-------------------------|--------------------|-------------------|---------------------|--------------------|
|                         | 2010               | Additions         | Repayments          | 2011               |
| BNP Paribas             | 35,957,262         |                   | (8,659,439)         | 27,297,823         |
| DnB Nor Bank            | 103,713,686        |                   | (12,947,231)        | 90,766,455         |
| Scotia Bank             | 38,356,014         |                   | (3,755,500)         | 34,600,514         |
| Deutsche Bank           | 33,375,000         |                   | (4,000,000)         | 29,375,000         |
| National Bank of Greece | 29,362,000         |                   | (1,939,000)         | 27,423,000         |
| Emporiki Bank           | 26,002,668         |                   | (1,717,166)         | 24,285,502         |
| DVB Bank                | 28,644,587         | 49,400,000        | (4,164,164)         | 73,880,423         |
| NIBC                    | 23,424,732         |                   | (3,835,268)         | 19,589,464         |
| EFG Eurobank            | 26,250,000         |                   | (2,400,000)         | 23,850,000         |
| <b>Total</b>            | <b>345,085,949</b> | <b>49,400,000</b> | <b>(43,417,768)</b> | <b>351,068,181</b> |

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|  |             |             |
|--|-------------|-------------|
| Current portion of long-term debt                                      | 34,831,548  | 33,166,887  |
| Current portion of long-term debt associated with vessel held for sale |             | 791,823     |
| Long-term debt   | 310,254,401 | 317,109,471 |

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**a.** In May 2006, the Company entered into a \$79,850,000 loan agreement with Fortis Bank Athens Branch (now BNP Paribas the BNP Loan ). The term loan was fully drawn down in four tranches. The three tranches of \$11,000,000, \$15,700,000 and \$6,800,750 were drawn down on May 19, 2006, May 26, 2006, June 12, 2006, respectively in order to finance the acquisition of three LPG vessels, and the fourth tranche of \$46,349,250 was drawn down on May 31, 2006 in order to refinance the previous outstanding balance with Fortis Bank.

At December 31, 2011, the outstanding balance of the BNP Loan of \$27,297,823 is repayable in 18 equal quarterly installments of \$1,006,000 each from February 2012 to May 2016 plus a balloon payment of \$9,189,823 payable together with the last installment.

**b.** In December 2005, the Company entered into a \$50,000,000 loan agreement with DnB NOR bank (the DnB Loan ). The term loan was fully drawn down in two tranches, an amount of \$28,000,000 was drawn down on December 7, 2005, and an amount of \$22,000,000 was drawn down on December 8, 2005.

In March 2006, in January 2007 and in February 2008, the Company increased its facility by \$14,000,000, \$20,317,500 and \$15,750,000, respectively, for a total of \$100,067,500 by DnB NOR bank. These additional facilities were fully drawn down on March 9, 2006, on January 30, 2007 and on March 19, 2008, respectively.

At December 31, 2011, the outstanding balance of the DnB Loan was \$46,831,735, repayable in 8 equal semi-annual installments of \$3,204,926 each and one semi-annual installment of \$690,000 from March 2011 to March 2016 plus a balloon payment of \$20,502,327 payable together with the last installment.

**c.** In June 2006, the Company entered into a \$6,580,000 loan agreement with DnB NOR bank to finance the acquisition of one LPG vessel. The term loan was fully drawn down on June 29, 2006.

At December 31, 2011, the outstanding balance of the DnB Loan was \$3,184,720, repayable in 9 equal semi-annual installments of \$236,880 each from June 2012 to June 2016 plus a balloon payment of \$1,052,800 payable together with the last installment.

**d.** On June 21, 2007, the Company entered into a \$46,875,000 facility agreement with the Scotiabank (Ireland) Limited, as lender, Scotiabank Europe plc, as security trustee, and The Bank of Nova Scotia, as swap bank. On December 21, 2007, this facility agreement was amended and increased to a \$49,622,514 non revolving term loan (the Scotiabank Facility ). The Scotiabank Facility was fully drawn down within four months from the date of commitment letter in two advances in order to partially finance the acquisition of two vessels by the Company's wholly owned subsidiaries. The first advance amounting to \$6,750,000 was drawn down on June 21, 2007 to part finance the acquisition of the Gas Icon (formerly Dorado Gas ) and as of December 31, 2007 the outstanding amount was \$6,497,514. The second advance amounting to \$43,125,000 was drawn down on January 8, 2008 to part finance the acquisition of the Navig8 Fidelity .

At December 31, 2011, the outstanding balance of the Scotiabank Facility of \$34,600,514 is repayable in 6 equal semi-annual installments of \$336,500 each from June 2012 to June 2015 plus a balloon payment of \$1,786,514 payable together with the last installment and in 12 equal semi-annual installments of \$1,541,250 each from June 2012 to December 2017 plus a balloon payment of \$12,300,000 payable together with the last installment.

On March 18, 2010, the Company signed an agreement with Scotiabank whereby it obtained a waiver until September 30, 2010 to an existing covenant contained in the loan agreement. The waiver letter increased the applicable margin, with effect from January 1, 2010, for the duration of this facility to 2%.

On November 12, 2010, the Company signed an agreement with Scotiabank whereby the accumulated cash in retention accounts should be included in the calculation of the market value covenant.

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e. On February 12, 2008 the Company entered into a \$40,250,000 facility agreement with Deutsche Bank (the Deutsche Facility ) to partially finance the acquisition of one new M.R. product carrier, named Navig8 Faith , by one of the Company s wholly owned subsidiaries. The Deutsche Facility was fully drawn down in one tranche on February 19, 2008.

At December 31, 2011, the outstanding balance of the Deutsche Facility was \$29,375,000, repayable in 32 consecutive quarterly installments of \$625,000 each and a balloon payment of \$9,375,000 from February 2012 to February 2020.

On October 7, 2009, the Company entered into an agreement with Deutsche Bank to obtain a waiver for certain covenant amendments contained in the loan agreement until September 30, 2010. The waiver letter increased the applicable margin on this facility to 2% for the remaining duration of the term loan.

On March 11, 2010, the Company obtained a second waiver from Deutsche Bank reducing the aggregate market value covenant contained in the loan agreement through September 30, 2010 to zero from 125% of the outstanding facility. The covenant reverted to the 125% level after September 30, 2010. The new waiver letter increased the applicable margin, with effect from January 1, 2010, for the duration of this facility to 2.5%.

On November 18, 2010, the Company obtained a third waiver from Deutsche Bank reducing the aggregate market value covenant contained in the loan agreement through May 31, 2011 to 110% from 125% of the outstanding facility. The covenant reverted to the 125% level after May 31, 2011.

On April 8, 2011, the Company entered into a supplemental agreement on waiver and amendment terms on the Deutsche Facility providing for a waiver of certain covenants. This agreement, among other things: (i) reduces from May 18, 2011 the applicable margin for the duration of this facility to 1.9% (ii) reduces the aggregate market value covenant contained in the loan agreement from November 18, 2010 through March 31, 2012 to 110% of the outstanding facility and thereafter 125% (iii) requires the repayment of \$1,500,000 on May 19, 2011 and amends the balloon payment to \$9,375,000.

f. On July 30, 2008, the Company entered into a \$33,240,000 facility agreement with the National Bank of Greece (the NBG Facility ) to partially finance the acquisition of two under construction LPG carriers, named Gas Defiance , and Gas Shuriken by two of the Company s wholly owned subsidiaries. The NBG facility was fully drawn down in two tranches of \$16,620,000 on August 1, 2008 and November 3, 2008 upon delivery of each vessel.

At December 31, 2011, the outstanding balance of the NBG Facility was \$27,423,000, repayable in 18 consecutive semi-annual installments of \$969,500 each from May 2012 to November 2020 plus a balloon payment of \$9,972,000 payable together with the last installment.

g. On August 28, 2008, the Company entered into a \$29,437,000 facility agreement with the Emporiki Bank, secured by the Gas Sikousis and the Gas Kalogeros, two vessels already owned by two of the Company s wholly-owned subsidiaries. The senior secured term loan facility was drawn down in full on October 9, 2008 in connection with the funding of part of the deposits required for vessels under construction ordered by the Company.

At December 31, 2011, the outstanding balance of the Emporiki Facility was \$24,285,502, repayable in 18 consecutive semi-annual installments of \$858,583 each from April 2012 to October 2020 plus a balloon payment of \$8,831,008 payable together with the last installment.

h. On February 18, 2009, the Company entered into an up to \$33,880,000 facility agreement with DVB Bank SE Nordic Branch to partially finance the acquisition of a second-hand and two under construction LPG carriers, named Chiltern , Gas Astrid (formerly Hull K411 ) and Gas Exelero (formerly Hull K412 ),



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respectively, by three of the Company's wholly owned subsidiaries. The senior secured term loan facility will be the lesser of the amount of \$33,880,000 and the 70% of the vessels' charter free market value at the time of delivery. The term loan was drawn down in two tranches upon the delivery of each vessel. The first tranche amounting to \$19,250,000 was drawn down on April 16, 2009 and the second tranche of \$12,950,000 was drawn down on July 1, 2009.

At December 31, 2011, the outstanding balance of the DVB Facility was \$26,130,423, repayable in 10 consecutive quarterly installments of \$628,541 each from January 2012 to July 2014 plus a balloon payment of \$19,845,013 payable together with the last installment.

**i.** On February 19, 2009, the Company entered into a \$37,500,000 facility agreement with EFG Eurobank Ergasias S.A. to partially finance the acquisition of the under construction M.R. type product carrier named *Alpine Endurance* (formerly *Hull No. 2139*). Based on the market value of the vessel on April 13, 2009, the senior secured term loan facility was the lesser of the amount of \$31,500,000 and the 75% of the vessel's charter free market value at the time of delivery. The term loan which amounted to \$29,250,000, was fully drawn down in one tranche upon the delivery of the vessel, which was delivered on July 14, 2009.

At December 31, 2011, the outstanding balance of the EFG Facility was \$23,850,000, repayable in 1 installment of \$600,000 and 30 consecutive quarterly installments of \$390,000 each plus a balloon payment of \$11,550,000 payable together with the last installment.

**j.** On May 25, 2009, the Company entered into a \$26,700,000 facility agreement with NIBC, secured by the *Gas Haralambos*, *Gas Spirit* and the *Gas Natalie*, (which was subsequently replaced by *Gas Nemesis*) three vessels already owned by three of the Company's wholly-owned subsidiaries. The senior secured term loan facility was determined as the lesser of \$26,700,000 or 65% of the vessels' market value at the time of drawdown and was drawn down in three tranches on July 2, 2009 in connection with the part funding of deposits required for vessels under construction as ordered by the Company.

At December 31, 2011, the outstanding balance of the NIBC Facility was \$19,589,464, repayable in 6 consecutive semi-annual installments of \$1,077,634 each plus a balloon payment of \$13,123,660 payable together with the last installment.

**k.** On July 20, 2010, the Company entered into a \$45,000,000 facility agreement with DnB NOR Bank, to partially finance the acquisition of an under construction Aframax tanker named *Spike* (formerly *Hull No 1757*), by one of the Company's wholly owned subsidiaries and secured by the *Gas Zael*, a vessel already owned by a Company's wholly owned subsidiary. The senior secured term loan facility was fully drawn down in a single tranche on July 21, 2010.

At December 31, 2011, the outstanding balance of this facility was \$40,750,000, repayable in 19 consecutive quarterly installments of \$850,000 each plus a balloon payment of \$24,600,000 payable together with the last installment.

**l.** On February 1, 2011, the Company entered into an up to \$49,500,000 facility agreement with DVB Bank SE Nordic Branch to partially finance the acquisition of the three under construction LPG carriers, named *Gas Elixir* (formerly *Hull K422*), *Gas Cerberus* (formerly *Hull K423*) and *Gas Myth*, (formerly *Hull K421*), respectively, by three of the Company's wholly owned subsidiaries. The senior secured term loan facility was determined as the lesser of \$49,500,000 and the 75% of the vessels' charter free market value at the time of delivery. The term loan was drawn down in three tranches upon the delivery of each vessel. The first tranche amounting to \$16,500,000 was drawn down on March 1, 2011, the second tranche amounting to \$16,400,000 was drawn down on April 20, 2011, and the third tranche amounting to \$16,500,000 was drawn down on September 23, 2011.

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At December 31, 2011, the outstanding balance of this facility was \$47,750,000, repayable, in 25 consecutive quarterly installments of \$825,000 each, followed by 3 consecutive quarterly installments of \$275,000 each plus a balloon payment of \$26,300,000 payable together with the last installment.

**m.** On March 1, 2011, the Company entered into a credit facility with NORD/LB Bank to partially finance the acquisition of the two under construction LPG carriers, Gas Esco (formerly Hull K424 ) and Gas Husky, (formerly Hull K425 ), for an amount equal to (i) the lesser of \$42,000,000 or 70% of the vessels' charter free market value at the time of delivery or (ii) the lesser of \$45,000,000 or 75% of the vessels' charter free market value if at the time of their delivery the Company has arranged for a two-year charter for both vessels. The term loan will be drawn down in two tranches upon the delivery of each vessel. The first tranche amounting to \$21,750,000 was drawn down on January 12, 2012 and the second tranche of \$21,750,000 is expected to be drawn in May 2012. The total facility will be repayable, with the first installment commencing three months after the drawdown, in thirty two consecutive quarterly installments plus a balloon payment payable together with the last installment.

The above term loans are secured by first priority mortgages over the vessels involved, plus the assignment of the vessels' insurances, earnings and operating and retention accounts with the lenders, and the guarantee of ship-owning companies, as owners of the vessels. The term loans contain financial covenants requiring the Company to ensure that the aggregate market value of the mortgaged vessels at all times exceeds a certain percentage of the amounts outstanding as defined in the term loans, the leverage of the Company defined as Total Debt net of Cash should not exceed 80% of total market value adjusted assets, the Interest Coverage Ratio of the Company defined as EBITDA to interest expense to be at all times greater than to 2.5:1, and that at least 15% of the Company is to always be owned by members of the Vafias family. The Company should also maintain on a monthly basis, a cash balance of a proportionate amount of the next installment and relevant interest plus a minimum aggregate cash balance of \$1,300,000 in the earnings account with the Banks. Dividends paid by the borrower will not exceed 50% of the Company's free cash flow in any rolling 12 month period.

The interest rates on the outstanding loans as of December 31, 2011 are based on Libor plus a margin which varies from 0.70% to 3.00%. The average interest rates (including the margin) on the above outstanding loans for the applicable periods were:

Year ended December 31, 2009: 2.59%

Year ended December 31, 2010: 2.20%

Year ended December 31, 2011: 2.23%

Bank loan interest expense for the above loans for the years ended December 31, 2009, 2010 and 2011 amounted to \$8,010,850, \$7,418,572 and \$7,864,282, respectively. Of these amounts, for the years ended December 31, 2009, 2010 and 2011, the amounts of \$600,320, \$556,314 and \$557,565, respectively, were capitalized as part of advances paid for vessels under construction. Interest expense, net of interest capitalized, is included in interest and finance costs in the accompanying consolidated statements of operations.

As of December 31, 2011, the Company was in compliance with the original covenants or had waivers that supplemented the original covenants such that the Company was in compliance. With respect to one facility under which a total of \$29,375,000 was outstanding as of December 31, 2011, the Company had obtained a waiver until March 31, 2012 reducing the required loan to value ratio to 110%, as described above. Upon waiver expiry on March 31, 2012, the Company is not in compliance with this covenant. Management has the intention and ability to cure this breach and as a result the Company may be required to provide additional collateral to its lenders in the form of cash in order to regain compliance with this covenant in the total amount of approximately \$2,000,000 which has been classified as restricted cash as of December 31, 2011.

The aggregate available unused amounts under these facilities at December 31, 2011 were \$45,000,000 and the Company is required to pay a quarterly commitment fee of 1% per annum of the unutilized portion of the line of credit. As of December 31, 2010, no amount was available for drawing under any of the above loans.

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The annual principal payments to be made, for the eleven loans, after December 31, 2011 are as follows:

| <b>December 31,</b> | <b>Amount</b>      |
|---------------------|--------------------|
| 2012                | 33,958,710         |
| 2013                | 33,748,710         |
| 2014                | 65,460,301         |
| 2015                | 30,192,792         |
| 2016                | 74,932,496         |
| Thereafter          | 112,775,172        |
| <b>Total</b>        | <b>351,068,181</b> |

**12. Derivatives and Fair Value Disclosures**

The Company uses interest rate swaps for the management of interest rate risk exposure. The interest rate swaps effectively convert a portion of the Company's debt from a floating to a fixed rate and were designated as cash flow hedges. The Company is a party to six floating-to-fixed interest rate swaps with various major financial institutions covering notional amounts aggregating approximately \$142,500,000 at December 31, 2011 pursuant to which it pays fixed rates ranging from 2.77% to 4.73% and receives floating rates based on the London Interbank Offered Rate ( LIBOR ) (approximately 0.33% at December 31, 2011). These agreements contain no leverage features and have maturity dates ranging from February 2013 to March 2016. As of December 31, 2010 and 2011, these agreements did not qualify for hedge accounting and, as such, changes in their fair values were included in the accompanying consolidated statement of operations. For a period in the year ended December 31, 2009, two of the Company's interest rate swap agreements met hedge accounting criteria and, as such, changes in their fair values were included in accumulated other comprehensive income/(loss). Effective June 30, 2009 and October 1, 2009, the Company removed the designation of the cash flow hedges and discontinued hedge accounting for the associated interest rate swaps. As a result, as of December 31, 2009, these agreements did not qualify for hedge accounting and, as such, changes in their fair values are included in the accompanying consolidated statement of operations. In accordance with ASC 815-30-40 the unrealized loss accumulated in accumulated other comprehensive income/(loss) for previously designated cash flow hedges, which as of December 31, 2009 amounted to \$936,424, is being reclassified into earnings in the same period or periods during which the hedged forecasted transaction affects earnings.

The Company enters into foreign currency forward contracts in order to manage risks associated with fluctuations in foreign currencies. On August 5, 2008, the Company entered into a series of foreign currency forward contracts to hedge part of its exposure to fluctuations of its anticipated cash payments in Japanese Yen relating to certain vessels under construction described in note 5. Under the contracts the Company converted U.S. dollars to approximately JPY5.4 billion of cash outflows at various dates from 2009 to 2011.

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The following tables present information on the location and amounts of derivatives fair values reflected in the consolidated balance sheet and with respect to gains and losses on derivative positions reflected in the consolidated statement of operations or in the consolidated balance sheet, as a component of accumulated other comprehensive income/(loss).

Tabular disclosure of financial instruments is as follows:

| Derivatives not designated as hedging instruments              | Balance Sheet Location  |                           | Year Ended December 31, |                       |                   |                       |
|--|-------------------------|---------------------------|-------------------------|-----------------------|-------------------|-----------------------|
|  |                         |                           | 2010                    |                       | 2011              |                       |
|  |                         |                           | Asset Derivatives       | Liability Derivatives | Asset Derivatives | Liability Derivatives |
| Foreign Currency Contract                                      | Current assets          | Fair value of derivatives | 5,407,633               |                       |                   |                       |
| Interest Rate Swap Agreements                                  | Non current liabilities | Fair value of derivatives |                         | 11,602,213            |                   | 9,401,798             |
| <b>Total derivatives not designated as hedging instruments</b> |                         |                           | <b>5,407,633</b>        | <b>11,602,213</b>     |                   | <b>9,401,798</b>      |

The effect of derivative instruments on the consolidated statements of operations for the years ended December 31, 2009, 2010 and 2011 is as follows:

| Derivatives not designated as hedging instruments | Location of Gain/(Loss) Recognized | Year Ended December 31, |                    |                    |
|---|------------------------------------|-------------------------|--------------------|--------------------|
|   |                                    | 2009                    | 2010               | 2011               |
| Interest Rate Swap Reclassification from OCI      | Loss on derivatives                | 293,044                 | (481,515)          | (527,627)          |
| Interest Rate Swap Change in Fair Value           | Loss on derivatives                | 2,266,362               | (1,274,421)        | 2,200,415          |
| Interest Rate Swap Realized loss                  | Loss on derivatives                | (4,023,270)             | (6,087,631)        | (5,497,478)        |
| Foreign Currency Contract Change in Fair Value    | Loss on derivatives                | (4,014,299)             | 1,771,929          | (5,407,633)        |
| Foreign Currency Contract Realized gain           | Loss on derivatives                |                         |                    | 6,300,919          |
| <b>Total loss on derivatives</b>                  |                                    | <b>(5,478,163)</b>      | <b>(6,071,638)</b> | <b>(2,931,404)</b> |

The effect of derivative instruments on the consolidated statements of stockholders equity for the years ended December 31, 2009, 2010 and 2011 is as follows:

| Derivatives designated as hedging instruments | Year Ended December 31,   |      |      |
|---|---|------|------|
|   | 2009  | 2010 | 2011 |
| Interest Rate Swap Agreement                  | Amount of Loss Recognized in OCI on Derivatives (Effective Portion) |      |      |
|   | <b>(124,218)</b>  |      |      |

During the year ended December 31, 2009 the gain transferred from accumulated other comprehensive income / (loss) to the statement of operations was \$293,044 and during the years ended December 31, 2010 and 2011, the losses transferred from other comprehensive income / (loss) to the statement of operations were \$481,515 and \$527,627, respectively.

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**Fair Value of Financial Instruments and Concentration of Credit Risk:** Financial instruments, which potentially subject the Company to significant concentrations of credit risk, consist principally of trade accounts receivable, cash and cash equivalents, time deposits and derivative instruments. The Company limits its credit risk with respect to accounts receivable by performing ongoing credit evaluations of its customers financial condition and generally does not require collateral for its trade accounts receivable. The Company places its cash and cash equivalents, time deposits and other investments with high credit quality financial institutions. The Company performs periodic evaluations of the relative credit standing of those financial institutions. The Company is exposed to credit risk in the event of non-performance by its counterparties to derivative instruments; however, the Company limits its exposure by transacting with counterparties with high credit ratings. The carrying values of cash, accounts receivable and accounts payable are reasonable estimates of their fair value due to the short term nature of these financial instruments. The fair value of long term bank loans bearing interest at variable interest rates approximates the recorded values. Additionally, the Company considers the creditworthiness of each counterparty when determining the fair value of the credit facilities. The carrying value approximates the fair market value of the floating rate loans. The Company's interest rate swap agreements are based on LIBOR swap rates. LIBOR swap rates are observable at commonly quoted intervals for the full terms of the swap and therefore are considered Level 2 items. The fair values of the interest rate swaps determined to be Level 2 of the fair value hierarchy are derived principally from or corroborated by observable market data. Inputs include quoted prices for similar assets, liabilities (risk adjusted) and market-corroborated inputs, such as market comparables, interest rates, yield curves and other items that allow value to be determined. The fair value of the interest rate swaps is determined using a discounted cash flow method based on market-base LIBOR swap yield curves. The fair value of the Company's interest rate swaps and foreign currency contracts was the estimated amount the Company would pay or receive to terminate the swap agreements and contracts at the reporting date, taking into account current interest rates and the prevailing USD/JPY exchange rate, respectively, and the current creditworthiness of the Company and its counter parties.

**Fair Value Disclosures:** The Company has categorized assets and liabilities recorded at fair value based upon the fair value hierarchy specified by the guidance. The levels of fair value hierarchy are as follows:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The following table presents the fair values for assets and liabilities measured on a recurring basis categorized into a Level based upon the lowest level of significant input to the valuations as of December 31, 2010:

| Description                   | Fair Value<br>as of<br>December 31,<br>2010 | Fair Value Measurements Using  |   |  |
|-------------------------------|---|--|---|--|
|                               |   | Quoted Prices<br>in<br>Active<br>Markets<br>for<br>Identical<br>Assets<br>(Level<br>1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Assets/(Liabilities):         |   |  |   |  |
| Foreign Currency Contract     | 5,407,633                                   |  | 5,407,633   |  |
| Interest Rate Swap Agreements | (11,602,213)                                |  | (11,602,213)  |  |
| <b>Total</b>                  | <b>(6,194,580)</b>                          |  | <b>(6,194,580)</b>  |  |

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The following table presents the fair values for assets and liabilities measured on a recurring basis categorized into a Level based upon the lowest level of significant input to the valuations as of December 31, 2011:

| Description                   | Fair Value Measurements Using               |  |   |  |
|-------------------------------|---|--|---|--|
|                               | Fair Value<br>as of<br>December 31,<br>2011 | Quoted Prices<br>in<br>Active<br>Markets<br>for<br>Identical<br>Assets<br>(Level<br>1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Liabilities:                  |   |  |   |  |
| Interest Rate Swap Agreements | (9,401,798)                                 |  | (9,401,798)   |  |
| <b>Total</b>                  | <b>(9,401,798)</b>                          |  | <b>(9,401,798)</b>  |  |

**13. Common Stock and Additional Paid-in Capital**

The amounts shown in the accompanying consolidated balance sheets as additional paid-in capital, represent payments made by the stockholders for the acquisitions of the Company's vessels, or investments in the Company's common stock.

The total authorized common stock of the Company is 100,000,000 shares. On October 5, 2005, the Company completed its initial public offering. It issued 8,000,000 additional shares bringing the total number of shares outstanding to fourteen million. The holders of the shares are entitled to one vote on all matters submitted to a vote of stockholders and to receive all dividends, if any.

On August 3, 2006, Nike Investments Corporation agreed to purchase 400,000 newly issued shares of common stock from the Company at a price of \$12.54 per share, representing the average of the closing prices of the common stock over the five trading days ended August 1, 2006. Mr. Thanassis J. Martinos, a former director of StealthGas Inc., is the President and principal owner of Nike Investments Corporation. The transaction took place on August 7, 2006, and as of December 31, 2006, the Company had 14,400,000 common shares outstanding with par value of \$0.01.

On July 18, 2007, the Company completed a follow-on public offering of 7,200,000 shares at par value of \$0.01 for \$18.00 per share. The gross proceeds from the offering amounted to \$129,600,000, the net proceeds after the underwriters' discounts and commissions and other related expensed amounted to \$121,932,958. The Company also granted the underwriters a 30 day option to purchase up to an additional 1,080,000 shares of common stock to cover any over allotments.

On August 1, 2007, the underwriters partially exercised the over-allotment option, purchasing from the Company 460,105 shares at par value of \$0.01 of the Company's common stock. The gross proceeds from the sale of these shares amounted to \$8,281,890, the net proceeds after the underwriters' discounts and commissions amounted to \$7,826,386.

On March 22, 2010, the Company's Board of Directors adopted a new stock repurchase plan for up to \$15,000,000 to be used for repurchasing the Company's common shares. All repurchased common shares were cancelled and removed from the Company's capital stock. For the year ended December 31, 2010, the Company completed the repurchase of 1,205,229 shares paying an average price per share of \$5.21. For the year ended December 31, 2011, the Company completed the repurchase of additional 551,646 shares paying an average price per share of \$4.05.

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**14. Equity Compensation Plan**

The Company's board of directors has adopted an Equity Compensation Plan (the Plan), under which the Company's employees, directors or other persons or entities providing significant services to the Company or its subsidiaries are eligible to receive stock-based awards including restricted stock, restricted stock units, unrestricted stock, bonus stock, performance stock and stock appreciation rights. The Plan is administered by the Compensation Committee of the Company's board of directors and the aggregate number of shares of common stock reserved under this plan cannot exceed 10% of the number of shares of Company's common stock issued and outstanding at the time any award is granted. The Company's Board of Directors may terminate the Plan at any time.

As of December 31, 2011, a total of 250,005 restricted shares had been granted under the Plan since the first grant in the third quarter of 2007.

On August 14, 2007, the Company granted 112,000 of non-vested restricted shares to the Company's CEO and non-executive members of Board of Directors of the Company. The fair value of each share granted was \$17.10 which is equal to the market value of the Company's common stock on that day. The restricted shares vested over 3 years from the grant date (54,000 restricted shares on October 1, 2007, 29,000 restricted shares on October 1, 2008 and 29,000 restricted shares on October 1, 2009).

On November 20, 2007, the Company granted 112,000 of non-vested restricted shares to the Company's CEO and non-executive members of Board of Directors of the Company. The fair value of each share granted was \$15.95 which is equal to the market value of the Company's common stock on that day. The restricted shares vested over 3 years from the grant date, (54,000 restricted shares on October 31, 2008, 29,000 restricted shares on October 31, 2009 and 29,000 restricted shares on October 1, 2010).

On March 18, 2008, the Company granted 9,396 of non-vested restricted shares to the Deputy Chairman of the Board and Executive Director of the Company and 16,609 restricted shares to certain employees of the Manager (a related party) under the Plan, treated as non-employees for stock based compensation recording purposes. The fair value of each share granted was \$13.52 which is equal to the market value of the Company's common stock on the day of a grant. The restricted shares vested over 3 years from the grant date, (13,003 shares on March 18, 2009, 6,501 shares on March 18, 2010 and 6,501 shares on March 18, 2011).

All unvested restricted shares are conditional upon the option holder's continued service as an employee of the Company, or as a director until the applicable vesting date. Until the forfeiture of any restricted shares, the grantee has the right to vote such restricted shares, to receive and retain all regular cash dividends paid on such restricted shares and to exercise all other rights provided that the Company will retain custody of all distributions other than regular cash dividends made or declared with respect to the restricted shares.

The Company pays dividends on all restricted shares regardless of whether they have vested and there is no obligation of the employee to return the dividend when employment ceases. As of December 31, 2009, the Company paid dividends on all non-vested shares in the amount of \$21,188. The Company did not pay any dividends in the years ended December 31, 2010 and 2011. As restricted share grantees retained dividends on awards that are expected vest, such dividends were charged to retained earnings.

The Company estimates the forfeitures of restricted shares to be immaterial. The Company will, however, re-evaluate the reasonableness of its assumption at each reporting period.

Management has selected the accelerated method allowed by the guidance with respect to recognizing stock based compensation expense for restricted share awards with graded vesting because it considers this method to better match expense with benefits received.

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In addition, non-vested awards granted to non-employees are measured at their then-current fair value as of the financial reporting dates until non-employees complete the service.

The stock based compensation expense for the restricted vested and non-vested shares for the years ended December 31, 2009, 2010 and 2011 amounted to \$573,855, \$154,442 and \$4,071, respectively, and is included in the consolidated statements of operations under the caption General and administrative expenses .

A summary of the status of the Company's vested and non-vested restricted shares as of December 31, 2011, is presented below:

|                                      | Number of<br>restricted<br>shares | Weighted average<br>grant<br>date fair value<br>per<br>non-vested<br>share |
|--------------------------------------|-----------------------------------|--|
| Non-vested, January 1, 2011          | 6,501                             | 13.52  |
| Granted                              |                                   |  |
| Vested                               | (6,501)                           | 13.52  |
| Forfeited                            |                                   |  |
| <b>Non-vested, December 31, 2011</b> |                                   |  |

The total fair value of shares vested during the years ended December 31, 2010 and 2011 was \$172,110 and \$38,551, respectively, based on the closing share price at each vesting date.

**15. Earnings per share**

Basic earnings per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per share give effect to all potentially dilutive securities. All of the Company's shares (including non-vested restricted stock issued under the Plan) participate equally in dividend distributions and in undistributed earnings. Non-vested restricted stock does not have a contractual obligation to share in the losses and therefore, are excluded from the basic loss per share calculation for the year ended December 31, 2009 due to the losses in 2009.

The Company applies the two-class method of computing earnings per share (EPS) as the unvested share-based payment awards that contain rights to receive non-forfeitable dividends are participating securities. Dividends declared during the period for non-vested restricted stock as well as undistributed earnings allocated to non-vested stock are deducted from net income for the purpose of the computation of basic earnings per share in accordance with the two-class method. The denominator of the basic earnings per common share excludes any non-vested shares as such they are not considered outstanding until the time-based vesting restriction has elapsed.

For purposes of calculating diluted earnings per share, dividends declared during the period for non-vested restricted stock and undistributed earnings allocated to non-vested stock are not deducted from net income as reported since such calculation assumes non-vested restricted stock is fully vested from the grant date.



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The Company calculates basic and diluted earnings / (loss) per share as follows:

|  | Year Ended December 31, |            |            |
|--|-------------------------|------------|------------|
|  | 2009                    | 2010       | 2011       |
| <b>Numerator</b>   |                         |            |            |
| Net income/(loss)  | (13,311,885)            | 11,093,191 | 8,549,791  |
| Less: Dividends declared and undistributed earnings allocated to non-vested shares |                         | (16,469)   |            |
| Net income/(loss) attributable to common shareholders, basic                       | (13,311,885)            | 11,076,722 | 8,549,791  |
| <b>Denominator</b>   |                         |            |            |
| Basic Weighted average shares outstanding  | 22,219,442              | 21,539,331 | 20,909,154 |
| Effect on dilutive securities:   |                         |            |            |
| Non-vested restricted shares   |                         | 21,        | 20,        |
| Diluted Weighted average shares outstanding  | 22,219,442              | 539,331    | 909,154    |
| Basic earnings/(loss) per share  | (0.60)                  | 0.51       | 0.41       |
| Diluted earnings/(loss) per share  | (0.60)                  | 0.51       | 0.41       |

The Company excluded the dilutive effect of the 6,501 share awards that vested during 2011 in calculating dilutive EPS for the year ended December 31, 2011, as they were anti-dilutive.

**16. Dividends Paid**

On February 19, 2009, the Company's Board of Directors declared a cash dividend for 22,310,110 common shares outstanding of \$0.1875 per common share, payable on March 9, 2009 to stockholders of record on March 2, 2009. The total amount of \$4,183,146 was paid on March 06, 2009.

No dividends were declared or paid during the years ended December 31, 2010 and 2011.

**17. Voyage Expenses and Vessel Operating Expenses**

The amounts in the accompanying consolidated statements of operations are analyzed as follows:

|                                      | Year ended December 31, |                   |                   |
|--------------------------------------|-------------------------|-------------------|-------------------|
|                                      | 2009                    | 2010              | 2011              |
| <b>Voyage Expenses</b>               |                         |                   |                   |
| Port expenses                        | 2,015,814               | 2,652,235         | 2,221,470         |
| Bunkers                              | 5,065,204               | 7,868,829         | 11,554,144        |
| Commissions charged by third parties | 1,731,276               | 1,612,635         | 1,798,427         |
| Commissions charged by related party | 1,418,024               | 1,396,877         | 1,474,495         |
| Other voyage expenses                | 292,255                 | 149,432           | 780,684           |
| <b>Total</b>                         | <b>10,522,573</b>       | <b>13,680,008</b> | <b>17,829,220</b> |

| Vessels Operating Expenses   | Year ended December 31, |                   |                   |
|------------------------------|-------------------------|-------------------|-------------------|
|                              | 2009                    | 2010              | 2011              |
| Crew wages and related costs | 23,706,087              | 23,998,949        | 22,044,479        |
| Insurance                    | 1,696,571               | 1,623,582         | 1,410,889         |
| Repairs and maintenance      | 4,574,386               | 4,814,718         | 4,940,185         |
| Spares and consumable stores | 5,641,944               | 5,838,470         | 5,886,002         |
| Miscellaneous expenses       | 2,382,493               | 2,062,344         | 2,276,598         |
| <b>Total</b>                 | <b>38,001,481</b>       | <b>38,338,063</b> | <b>36,558,153</b> |

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### **18. Income Taxes**

Under the laws of the countries of the companies' incorporation and/or vessels' registration, the companies are not subject to tax on international shipping income, however, they are subject to registration and tonnage taxes, which have been included in Vessel operating expenses in the accompanying consolidated statements of operations.

Pursuant to the Internal Revenue Code of the United States (the Code), U.S. source income from the international operations of ships is generally exempt from U.S. tax if the Company operating the ships meets certain requirements. Among other things, in order to qualify for this exemption, the Company operating the ships must be incorporated in a country which grants an equivalent exemption from income taxes to U.S. corporations. All the Company's ship-operating subsidiaries satisfy these initial criteria. In addition, these companies must be more than 50% owned by individuals who are residents, as defined, in the country of incorporation or another foreign country that grants an equivalent exemption to U.S. corporations. These companies also currently satisfy the more than 50% beneficial ownership requirement.

In addition, the management of the Company believes that by virtue of a special rule applicable to situations where the ship-operating companies are beneficially owned by a publicly traded company like the Company, the more than 50% beneficial ownership requirement can also be satisfied based on the trading volume and the anticipated widely-held ownership of the Company's shares, but no assurance can be given that this will remain so in the future, since continued compliance with this rule is subject to factors outside the Company's control.

### **19. Commitments and Contingencies**

From time to time the Company expects to be subject to legal proceedings and claims in the ordinary course of its business, principally personal injury and property casualty claims. Such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. The Company is not aware of any such claims or contingent liabilities which should be disclosed, or for which a provision should be established in the accompanying consolidated financial statements.

In October 2011, the Company entered into a fourteen-month cancelable operating lease for an armored car that terminates in December 2012. Future rental commitment payable in 2012 will amount to \$44,286.

As of December 31, 2011, the Company's short term obligations due under the shipbuilding contracts with Mitsubishi Corporation of Japan amounted to JPY3,336,600,000 (\$43,108,527). The conversion to US Dollars was based on the prevailing USD/JPY exchange rate at December 31, 2011.

Future minimum contractual charter revenue, based on vessels committed to noncancelable, long-term time and bareboat charter contracts as of December 31, 2011, amount to \$71,878,240 during 2012, \$33,510,200 during 2013, \$26,601,700 during 2014, \$6,933,959 during 2015 and \$693,000 during 2016. These amounts do not include any assumed off-hire.

### **20. Subsequent Events**

- (a) On January 18, 2012, the Company paid to the shipyard the delivery installment amounting to \$19,795,600 and took delivery of the Gas Husky (formerly Hull K425).
- (b) On February 14, 2012, the Company entered into a memorandum of agreement for the disposal of the vessel Gas Kalogeros to an unaffiliated third party for \$16,800,000. The vessel is expected to be delivered in May, 2012.
- (c)

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On February 29, 2012, following the delivery of Gas Tiny to her new owners, the Company prepaid \$791,823 of the then outstanding amount of the BNP loan.

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