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Dynagas LNG Partners LP  
Form 6-K  
August 25, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the month of August 2015

Commission File Number: 001-36185

DYNAGAS LNG PARTNERS LP  
(Translation of registrant's name into English)

23, Rue Basse  
98000 Monaco  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F    Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):    .

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):    .

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

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INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached as Exhibit 99.1 to this Form 6-K is a copy of the press release of Dynagas LNG Partners LP (the "Partnership") dated August 25, 2015 announcing the Partnership's financial results for the three and six months ended June 30, 2015.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DYNAGAS LNG PARTNERS LP  
(registrant)

Dated: August 25, 2015 By: /s/ Tony Lauritzen  
Tony Lauritzen  
Chief Executive Officer

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Exhibit 99.1

DYNAGAS LNG PARTNERS LP REPORTS RESULTS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2015

MONACO – August 25, 2015 - Dynagas LNG Partners LP (NYSE: "DLNG") ("Dynagas Partners" or the "Partnership"), an owner and operator of LNG carriers, today announced its results (unaudited) for the three and six months ended June 30, 2015.

Three and Six Months Ended June 30, 2015 Highlights:

Net income for the three and six months ended June 30, 2015 of \$14.3 million and \$29.2 million, respectively, an increase of 40.0% and 37.3%, respectively, over the same periods in 2014;

Adjusted Net Income <sup>(1)</sup> for the three and six months ended June 30, 2015 of \$14.6 million and \$29.8 million, respectively, an increase of 27.7% and 31.8%, respectively, over the same periods in 2014;

Distributable Cash Flow <sup>(1)</sup> during the three and six months ended June 30, 2015 of \$17.4 million and \$35.4 million, respectively, an increase of 38.2% and 42.3%, respectively, from the same periods in 2014;

Adjusted EBITDA <sup>(1)</sup> for the three and six months ended June 30, 2015 of \$27.6 million and \$55.6 million, respectively, an increase of 62.2% and 66.2%, respectively, from the same periods in 2014;

Adjusted Earnings per common unit <sup>(1)</sup> for the three and six months ended June 30, 2015 of \$0.41 and \$0.84, respectively.

<sup>(1)</sup>Adjusted Net Income, Distributable Cash Flow, Adjusted EBITDA, and Adjusted Earnings per common unit are not recognized measures under U.S. GAAP. Please refer to the definitions and reconciliation of these measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP in Appendix B.

Recent Developments:

Quarterly Cash Distribution: On July 24, 2015, the Partnership announced that its Board of Directors (the "Board") declared a quarterly cash distribution of \$0.4225 per unit for the second quarter of 2015. This cash distribution was paid on August 13, 2015 to all unitholders of record as of August 6, 2015.

Issuance of Series A Cumulative Redeemable Preferred Units: On July 20, 2015, the Partnership completed an underwritten public offering of 3,000,000 9.00% Series A Cumulative Redeemable Preferred Units (the "Series A Preferred Units"), representing limited partner interests in the Partnership, at a liquidation preference of \$25.00 per unit. Distributions on the Series A Preferred Units will be payable quarterly on February 12, May 12, August 12 and November 12, commencing November 12, 2015, as and if declared by the Board, at an equivalent of \$0.5625 per quarter per unit. The Partnership intends to use the net proceeds of the offering to finance the acquisition of one of the vessels owned by Dynagas Holding Ltd., the Partnership's Sponsor (the "Sponsor"). If the Partnership is unable to complete this vessel acquisition, it plans to use the net proceeds of the offering for general partnership purposes, including working capital.

Chartering developments: In June 2015, the Amur River (renamed from Clean Force) completed its time charter with BG Group plc and commenced employment under its new 13-year time charter with Gazprom Global LNG Limited. The new contract has an estimated revenue backlog of approximately \$307.4 million.

Management Commentary:

"We are pleased to report our earnings for the second quarter of 2015. The results show a significant improvement compared to the same period in 2014. The Partnership's Adjusted EBITDA increased by 62% for the second quarter of 2015, compared to the same period in 2014. This increase was primarily attributable to the growth of our fleet in line with our strategy.

Consistent with our objectives, we have been and continue to be focused on the performance of our fleet from a safety, operational and technical point of view. During the last six months we have achieved 99% fleet utilization, which positively affected our financial results for the period and which we believe is reflective of the quality of our vessels and our Manager's operational ability.

On August 13, 2015, we paid a cash distribution of \$0.4225 per unit for the second quarter of 2015, which represents an increase of 15.8% in cash distributions over the Partnership's Minimum Quarterly Distribution. Since our IPO in November 2013, we have paid total cash distributions of \$2.5621 per unit. Our fleet's income is generated from multi-year time charter contracts with international energy companies who pay a fixed daily rate for the chartered vessels. As the charterers also pay the majority of variable costs, such as fuel, the Partnership enjoys steady and visible cash flows generated from charters that are not tied to oil or gas prices.

With our fleet fully contracted through 2016 and 80% contracted through 2017, we intend to continue to focus our attention on further fleet growth, contract coverage and safe and efficient operations. The fleet of five LNG carriers (the "Optional Vessels") currently owned by our Sponsor, which we have the right to acquire, provides us with an identified opportunity for growth. The characteristics of these vessels make them attractive for conventional shipping as well as LNG projects that require specialized ice classed and winterized vessels, which are features we believe will continue to be in demand going forward. We also believe that our Sponsor will be able to contract for additional LNG carrier newbuildings that we expect will create further growth potential for the Partnership".

Financial Results Overview:

For the results and the selected financial data for the six months ended June 30, 2015 and 2014 presented herein, the Partnership has compiled consolidated statements of income which were derived from the unaudited interim condensed consolidated financial statements for the periods presented.

|   | Three Months Ended |                  | Six Months Ended |                  |
|---|--------------------|------------------|------------------|------------------|
|   | June 30,<br>2015   | June 30,<br>2014 | June 30,<br>2015 | June 30,<br>2014 |
| (U.S. dollars in thousands, except per unit data) | (unaudited)        | (unaudited)      | (unaudited)      | (unaudited)      |
| Voyage Revenues                                   | \$35,551           | \$ 20,863        | \$71,171         | \$ 41,872        |
| Net Income  | \$14,303           | \$ 10,218        | \$29,181         | \$ 21,247        |
| Adjusted Net Income <sup>(1)</sup>                | \$14,605           | \$ 11,435        | \$29,818         | \$ 22,625        |
| Operating Income                                  | \$21,304           | \$ 12,269        | \$43,014         | \$ 25,092        |
| Adjusted EBITDA <sup>(1)</sup>                    | \$27,569           | \$ 16,994        | \$55,635         | \$ 33,476        |
| Earnings per common unit                          | \$0.40             | \$ 0.37          | \$0.82           | \$ 0.74          |
| Adjusted Earnings per common unit <sup>(1)</sup>  | \$0.41             | \$ 0.42          | \$0.84           | \$ 0.79          |
| Distributable Cash Flow <sup>(1)</sup>            | \$17,433           | \$ 12,617        | \$35,409         | \$ 24,885        |

(1) Adjusted Net Income, Adjusted EBITDA, Adjusted Earnings per common unit and Distributable Cash Flow are not recognized measures under U.S. GAAP. Please refer to the definitions and reconciliation of these measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP in Appendix B.

Three Months Ended June 30, 2015 and 2014 Financial Results

The Partnership reported net income of \$14.3 million for the three months ended June 30, 2015, compared to \$10.2 million in the corresponding period of 2014, which represents an increase of \$4.1 million, or 40.0%. Excluding the non-cash items presented in Appendix B, Adjusted Net Income for the three months ended June 30, 2015 was \$14.6 million, compared to Adjusted Net Income of \$11.4 million in the corresponding period in 2014, which represents an increase of \$3.2 million, or 27.7%.

Adjusted EBITDA (which is non-GAAP measure used as a supplemental financial measure by management and external users of financial statements, such as investors, to assess the Partnership's operating performance) for the three months ended June 30, 2015 was \$27.6 million, compared to \$17.0 million in the corresponding period of 2014, which represents an increase of \$10.6 million, or 62.2%.

The Partnership's Distributable Cash Flow for the three-month period ended June 30, 2015 was \$17.4 million, compared to \$12.6 million in the corresponding period of 2014, which represents an increase of \$4.8 million, or 38.2%. Distributable Cash Flow is a non-GAAP financial measure used by certain investors to assist in evaluating a partnership's ability to make quarterly cash distributions. Please refer to the definitions and reconciliation of these measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP in Appendix B.

For the three-month period ended June 30, 2015, the Partnership reported adjusted Earnings per common basic and diluted unit of \$0.41. Adjusted Earnings per common unit is a non-GAAP financial measure and is calculated on the basis of a weighted number of 20,505,000 basic and diluted common units outstanding during the period, after reflecting the impact of the non-cash items presented in Appendix B.

Voyage revenues increased to \$35.6 million for the three-month period ended June 30, 2015, compared to \$20.9 million for the same period in 2014, primarily reflecting the Partnership's ownership and operation for a full quarter of the two LNG carriers that it acquired from its Sponsor on June 23, 2014 and September 25, 2014, the Arctic Aurora and the Yenisei River, respectively. As a result of this growth in the Partnership's fleet, Available Days increased to 455.0 days during the three-month period ended June 30, 2015, compared to 280.5 days during the corresponding period of 2014.

Vessel operating expenses increased by \$2.5 million to \$6.0 million in the three-month period ended June 30, 2015, from \$3.5 million for the same period in 2014, mainly due to the ownership of the Arctic Aurora and Yenisei River, the two LNG carriers the Partnership recently acquired from its Sponsor, and increased operational costs. Daily operating expenses were \$13,149 per LNG carrier during the three months ended June 30, 2015, compared to \$12,317 per LNG carrier in the corresponding period of 2014.

The Partnership's overall financial performance during the periods discussed also reflects an increase in the weighted average interest rate as well as an increase in the weighted average outstanding indebtedness (directly attributed to the issuance of our \$250 million Senior Unsecured Notes in September 2014 and the \$340 million Senior Secured Credit Facility we entered into in June 2014) in the three months ended June 30, 2015, as compared to the corresponding period of 2014, resulting in an increase of approximately \$4.8 million in the Partnership's interest and finance costs.

The Partnership reported average daily hire gross of commissions on a cash basis <sup>(1)</sup> of approximately \$76,850 per day per vessel in the three months ended June 30, 2015, compared to approximately \$78,300 in the same period of 2014 (or \$78,800 per day per vessel in the three months ended June 30, 2015 if ballast revenues taken into account). During each of the three month periods ended June 30, 2015 and 2014, the Partnership's vessels operated at 97% <sup>(2)</sup> and 100% utilization, respectively.

<sup>(1)</sup> Average daily hire gross of commissions on a cash basis represents voyage revenue on a cash basis, without taking into consideration the non-cash time charter amortization expense, divided by the Available Days in the Partnership's fleet as described in Appendix B.

<sup>(2)</sup> Current three month period utilization does not reflect idle period on one of our fleet vessels, during part of which we received ballast bonus revenues and early redelivery compensation of approximately \$0.9 million.

Amounts relating to variations in period-on-period comparisons shown in this section are derived from the condensed financials presented below.

#### Six Months Ended June 30, 2015 and 2014 Financial Results

The Partnership reported net income of \$29.2 million for the six months ended June 30, 2015, compared to \$21.2 million in the corresponding period of 2014, which represents an increase of \$7.9 million, or 37.3%. Excluding the non-cash items presented in Appendix B, Adjusted Net Income for the six months ended June 30, 2015 was \$29.8 million, compared to Adjusted Net Income of \$22.6 million in the corresponding period in 2014, which represents an increase of \$7.2 million, or 31.8%.

Adjusted EBITDA (which is non-GAAP measure used as a supplemental financial measure by management and external users of financial statements, such as investors, to assess the Partnership's operating performance) for the six months ended June 30, 2015 was \$55.6 million, compared to \$33.5 million in the corresponding period of 2014, which represents an increase of \$22.2 million, or 66.2%.

The Partnership's Distributable Cash Flow for the six-month period ended June 30, 2015 was \$35.4 million, compared to \$24.9 million in the corresponding period of 2014, which represents an increase of \$10.5 million, or 42.3%. Distributable Cash Flow is a non-GAAP financial measure used by certain investors to assist in evaluating a partnership's ability to make quarterly cash distributions. Please refer to the definitions and reconciliation of these measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP in Appendix B.

For the six-month period ended June 30, 2015, the Partnership reported Adjusted Earnings per common basic and diluted unit of \$0.84. Adjusted Earnings per common unit is a non-GAAP financial measure and is calculated on the basis of a weighted number of 20,505,000 basic and diluted common units outstanding during the period, after reflecting the impact of the non-cash items presented in Appendix B.

Voyage revenues increased to \$71.2 million during the six months ended June 30, 2015, compared to \$41.9 million for the same period in 2014. This increase was the result of the expansion of the Partnership's fleet with the two LNG carriers, the Arctic Aurora and the Yenisei River that the Partnership acquired from its Sponsor on June 23, 2014 and September 25, 2014, respectively. As a result of this growth in the Partnership's fleet, Available Days increased to 905.0 days during the six-month period ended June 30, 2015, compared to 550.5 days during the corresponding period of 2014.

Vessel operating expenses increased by \$4.9 million to \$11.5 million in the six-month period ended June 30, 2015, from \$6.6 million for the same period in 2014. Operation of the Arctic Aurora and Yenisei River accounted for \$4.4 million of this increase and the remainder of the increase was due to slightly increased operational costs. Daily operating expenses were \$12,678 per LNG carrier during the six months ended June 30, 2015 compared to \$11,951 per LNG carrier in the corresponding period of 2014.



The Partnership's overall financial performance during the periods presented also reflects an increase of \$9.6 million in the Partnership's interest costs as a result of the increase in both the weighted average interest rate and weighted average outstanding indebtedness in the six months ended June 30, 2015, as compared to the corresponding period of 2014. The increase was attributable to the same factors as those discussed in the three month period-to-period comparison above.

The Partnership reported average daily hire gross of commissions on a cash basis <sup>(3)</sup> of approximately \$78,300 per day per vessel in each of the six months ended June 30, 2015 and 2014 (or \$79,250 per day per vessel in the six months ended June 30, 2015 if ballast revenues taken into account). During each of the six month periods ended June 30, 2015 and 2014, all of the Partnership's vessels operated at 99% <sup>(4)</sup> and 100% utilization, respectively.

<sup>(3)</sup> Average daily hire gross of commissions on a cash basis represents voyage revenue on a cash basis, without taking into consideration the non-cash time charter amortization expense, divided by the Available Days in the Partnership's fleet as described in Appendix B.

<sup>(4)</sup> Current six month period utilization does not reflect idle period on one of our fleet vessels, during part of which we received ballast bonus revenues and early redelivery compensation of approximately \$0.9 million.

Amounts relating to variations in period-on-period comparisons shown in this section are derived from the condensed financials presented below.

#### Liquidity/ Cash Flow update

As of June 30, 2015, the Partnership reported cash of \$36.5 million (including minimum cash liquidity requirements imposed by the Partnership's lenders). Total indebtedness as of June 30, 2015 was \$565.0 million. The weighted average interest rate accruing on the Partnership's \$340 million Senior Secured Credit Facility (under which the Partnership has outstanding borrowings of \$315.0 million) for the three and six months ended June 30, 2015 was approximately 3.2%.

During the six months ended June 30, 2015, the Partnership generated net cash from operating activities of \$40.6 million, compared to \$33.2 million in the same period in 2014, which was due exclusively to the net cash flows during the current six month period from the operation of the Arctic Aurora and the Yenisei River, which were acquired from our Sponsor in the second quarter and the third quarter of 2014. This increase was partially offset by the effect of other operating assets and liabilities variations between the compared periods.

As of June 30, 2015, the Partnership had total available liquidity of \$66.5 million (comprised of \$36.5 million in cash and \$30.0 million of borrowing capacity under the Partnership's revolving credit facility with its Sponsor).

#### Time Charter Coverage

As of August 25, 2015, the Partnership had contracted employment for 100% of its total fleet Calendar Days through the end of 2016 and 80% of its fleet Calendar Days for 2017. Time charter coverage with regards to total fleet Calendar Days is calculated on the basis of the earliest estimated redelivery dates provided in the Partnership's current time charter contracts.

As of August 25, 2015, the Partnership's contracted revenue backlog was approximately \$596.3 million with an average remaining contract duration of 4.5 years <sup>(5)</sup>.

<sup>(5)</sup> The Partnership calculates its contracted revenue backlog by multiplying the contractual daily hire rate by the minimum expected number of days committed under the contracts (excluding options to extend), assuming full utilization. The actual amount of revenues earned and the actual periods during which revenues are earned may differ from the amounts and periods shown in the table below due to, for example, shipyard and maintenance projects, downtime and other factors that result in lower revenues than the Partnership's average contract backlog per day.

#### Conference Call and Webcast: August 26, 2015

As announced, the Partnership's management team will host a conference call on Wednesday, August 26, 2015 at 11:00 a.m. Eastern Time to discuss the Partnership's financial results.

#### Conference Call details:

Participants should dial into the call 10 minutes before the scheduled time using the following numbers: 1 (866) 819-7111 (from the US), 0(800) 953-0329 (from the UK) or (+44) (0) 1452 542 301 (Standard International Dial In). Please quote "Dynagas".

A telephonic replay of the conference call will be available until Wednesday, September 2, 2015. The United States replay number is 1 (866) 247-4222; from the UK 0 (800) 953-1533; the standard international replay number is (+44) (0) 1452 550 000 and the access code required for the replay is: 59711562#.

#### Audio Webcast - Slides Presentation:

There will be a live and then archived audio webcast of the conference call, via the internet through the Dynagas LNG Partners website [www.dynagaspartners.com](http://www.dynagaspartners.com). Participants to the live webcast should register on the website approximately 10 minutes prior to the start of the webcast.

The slide presentation on the second quarter and six months ended June 30, 2015 financial results will be available in PDF format 10 minutes prior to the conference call and webcast, accessible on the company's website [www.dynagaspartners.com](http://www.dynagaspartners.com) on the webcast page. Participants to the webcast can download the PDF presentation.

#### About Dynagas LNG Partners LP

Dynagas LNG Partners LP. (NYSE: DLNG) is a growth-oriented partnership formed by Dynagas Holding Ltd. to own, and operate liquefied natural gas (LNG) carriers employed on multi-year charters. The current fleet of Dynagas Partners consists of five LNG carriers, with an aggregate carrying capacity of approximately 759,100 cubic meters.

Visit the Partnership's website at [www.dynagaspartners.com](http://www.dynagaspartners.com)

#### Contact Information:

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#### Forward-Looking Statement

Matters discussed in this press release may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

The Partnership desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. The words "believe," "anticipate," "intends," "estimate," "forecast," "project," "plan," "potential," "may," "should," "expect," "expected", "pending" and similar expressions identify forward-looking statements.

The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, examination by the Partnership's management of historical operating trends, data contained in its records and other data available from third parties. Although the Partnership believes that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond the Partnership's control, the Partnership cannot assure you that it will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors, other important factors that, in the Partnership's view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charter rates and vessel values, changes in demand for Liquefied Natural Gas (LNG) shipping capacity, changes in the Partnership's operating expenses, including bunker prices, drydocking and insurance costs, the market for the Partnership's vessels, availability of financing and refinancing, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, vessel breakdowns and instances of off-hires and other factors. Please see the Partnership's filings with the Securities and Exchange Commission for a more complete discussion of these and other risks and uncertainties. The information set forth herein speaks only as of the date hereof, and the Partnership disclaims any intention or obligation to update any forward-looking statements as a result of developments occurring after the date of this communication.

## APPENDIX A

## DYNAGAS LNG PARTNERS LP

## Unaudited Interim Condensed Consolidated Statements of Income

| (In thousands of U.S. dollars except units and per unit data)        | Three Months Ended |            | Six Months Ended |            |
|--|--------------------|------------|------------------|------------|
|  | June 30,<br>2015   | 2014       | June 30,<br>2015 | 2014       |
| <b>REVENUES</b>  |                    |            |                  |            |
| Voyage revenues  | \$35,551           | \$20,863   | \$71,171         | \$41,872   |
| <b>EXPENSES</b>  |                    |            |                  |            |
| Voyage expenses (including related party)                            | (621 )             | (464 )     | (1,341 )         | (903 )     |
| Vessel operating expenses  | (5,983 )           | (3,461 )   | (11,474 )        | (6,585 )   |
| General and administrative expenses (including related party)        | (402 )             | (441 )     | (939 )           | (1,021 )   |
| Management fees -related party                                       | (1,206 )           | (724 )     | (2,400 )         | (1,419 )   |
| Depreciation   | (6,035 )           | (3,504 )   | (12,003 )        | (6,852 )   |
| Operating income   | 21,304             | 12,269     | 43,014           | 25,092     |
| Interest and finance costs, net                                      | (6,929 )           | (2,055 )   | (13,814 )        | (3,999 )   |
| Other, net   | (72 )              | 4          | (19 )            | 154        |
| Net Income   | \$ 14,303          | \$ 10,218  | \$ 29,181        | \$ 21,247  |
| Earnings per unit, basic and diluted                                 |                    |            |                  |            |
| Common unit (basic and diluted)                                      | \$0.40             | \$0.37     | \$0.82           | \$0.74     |
| Weighted average number of units outstanding, basic and diluted (1): |                    |            |                  |            |
| Common units   | 20,505,000         | 15,773,571 | 20,505,000       | 15,381,464 |

## DYNAGAS LNG PARTNERS LP

Consolidated Condensed Balance Sheets (unaudited)

(Expressed in thousands of U.S. Dollars—except for unit data)

|  | June 30,<br>2015 | December<br>31,<br>2014 |
|--|------------------|-------------------------|
| <b><u>ASSETS</u></b>   |                  |                         |
| <b>CURRENT ASSETS:</b>   |                  |                         |
| Cash and cash equivalents  | \$12,456         | \$11,949                |
| Due from related party   | 670              | 889                     |
| Other current assets   | 2,447            | 1,510                   |
| Total current assets   | 15,573           | 14,348                  |
| <b>FIXED ASSETS, NET:</b>  |                  |                         |
| Vessels, net   | 827,880          | 839,883                 |
| Total fixed assets, net  | 827,880          | 839,883                 |
| <b>OTHER NON CURRENT ASSETS:</b>   |                  |                         |
| Restricted cash  | 24,000           | 24,000                  |
| Due from related party   | 1,125            | 1,125                   |
| Deferred revenue and other deferred charges  | 6,330            | 8,020                   |
| Total assets   | \$874,908        | \$887,376               |
| <b><u>LIABILITIES AND PARTNERS' EQUITY</u></b>   |                  |                         |
| <b>CURRENT LIABILITIES:</b>  |                  |                         |
| Current portion of long-term debt  | \$20,000         | \$20,000                |
| Trade payables   | 2,670            | 2,369                   |
| Due to related party   | 437              | 142                     |
| Accrued liabilities  | 3,520            | 3,716                   |
| Unearned revenue   | 5,332            | 7,022                   |
| Total current liabilities  | 31,959           | 33,249                  |
| Deferred revenue   | 1,123            | 1,429                   |
| Long-Term Debt, net of current portion   | 545,000          | 555,000                 |
| Total non-current liabilities  | 546,123          | 556,429                 |
| <b>PARTNERS' EQUITY:</b>   |                  |                         |
| General partner (35,526 units issued and outstanding as at June 30, 2015 and December 31, 2014)              | 99               | 100                     |
| Common unitholders (20,505,000 units issued and outstanding as at June 30, 2015 and December 31, 2014)       | 304,225          | 304,729                 |
| Subordinated unitholders (14,985,000 units issued and outstanding as at June 30, 2015 and December 31, 2014) | (7,498 )         | (7,131 )                |
| Total partners' equity   | 296,826          | 297,698                 |
| Total liabilities and partners' equity   | \$874,908        | \$887,376               |

## DYNAGAS LNG PARTNERS LP

## Unaudited Interim Consolidated Statements of Cash Flows

(Expressed in thousands of U.S. Dollars)

|   | Six Months Ended |           |
|---|------------------|-----------|
|   | June 30,         |           |
|   | 2015             | 2014      |
| Cash flows from Operating Activities:   |                  |           |
| Net income:   | \$29,181         | \$21,247  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                  |           |
| Depreciation  | 12,003           | 6,852     |
| Amortization of deferred financing fees   | 770              | 236       |
| Deferred revenue  | 637              | 1,378     |
| Changes in operating assets and liabilities:                                      |                  |           |
| Trade receivables   | (853 )           | (65 )     |
| Prepayments and other assets  | (170 )           | (71 )     |
| Inventories   | 71               | (227 )    |
| Due from/ to related party  | 514              | 1,478     |
| Trade payables  | 316              | 3         |
| Accrued liabilities   | (143 )           | (107 )    |
| Unearned revenue  | (1,690 )         | 2,434     |
| Net cash provided by Operating Activities   | 40,636           | 33,158    |
| Cash flows used in Investing Activities   |                  |           |
| Vessel Acquisitions   | —                | (209,562) |
| Net cash used in Investing Activities   | —                | (209,562) |
| Cash flows from/ (used in) Financing Activities:                                  |                  |           |
| Increase in restricted cash   | —                | (2,000 )  |
| Issuance of common and general partner units, net of issuance costs               | —                | 121,171   |
| Payment of IPO issuance costs and other filing costs                              | (65 )            | (1,740 )  |
| Repayment of loan to related party  | —                | (5,500 )  |
| Distributions paid  | (30,053)         | (16,188 ) |
| Preferential deemed dividend  | —                | (25,508 ) |
| Repayment of long-term debt   | (10,000)         | (219,085) |
| Proceeds from long-term debt  | —                | 340,000   |
| Payment of deferred finance fees  | (11 )            | (800 )    |
| Net cash used in Financing Activities   | (40,129)         | 190,350   |
| Net increase in cash and cash equivalents   | 507              | 13,946    |
| Cash and cash equivalents at beginning of the period                              | 11,949           | 5,677     |
| Cash and cash equivalents at end of the period                                    | \$12,456         | \$19,623  |





APPENDIX B  
Fleet statistics

| (expressed in United states dollars except for operational data) | Three Months Ended |          | Six Months Ended |          |
|--|--------------------|----------|------------------|----------|
|  | June 30, 2015      | 2014     | June 30, 2015    | 2014     |
| Number of vessels at the end of period                           | 5                  | 4        | 5                | 4        |
| Average number of vessels in the period (1)                      | 5.0                | 3.1      | 5.0              | 3.0      |
| Calendar Days (2)  | 455.0              | 281.0    | 905.0            | 551.0    |
| Available Days (3)   | 455.0              | 280.5    | 905.0            | 550.5    |
| Revenue earning days (5)   | 442.4              | 280.5    | 892.4            | 550.5    |
| Time Charter Equivalent (4)                                      | \$76,769           | \$72,724 | \$77,160         | \$74,421 |
| Fleet Utilization (5)  | 97 %               | 100 %    | 99 %             | 100 %    |
| Vessel daily operating expenses (6)                              | \$13,149           | \$12,317 | \$12,678         | \$11,951 |

(1) Represents the number of vessels that constituted the Partnership's fleet for the relevant period, as measured by the sum of the number of days each vessel was a part of its fleet during the period divided by the number of Calendar Days in the period.

(2) Calendar Days are the total days the Partnership possessed the vessels in its fleet for the relevant period.

(3) Available Days are the total number of Calendar Days the Partnership's vessels were in its possession during a period, less the total number of scheduled off-hire days during the period associated with major repairs, or dry-dockings.

(4) Time charter equivalent rates, or TCE rates, is a measure of the average daily revenue performance of a vessel. For time charters, this is calculated by dividing total voyage revenues, less any voyage expenses, by the number of Available Days during that period. Under a time charter, the charterer pays substantially all vessel voyage related expenses. However, the Partnership may incur voyage related expenses when positioning or repositioning vessels before or after the period of a time charter, during periods of commercial waiting time or while off-hire during dry-docking or due to other unforeseen circumstances. The TCE rate is not a measure of financial performance under U.S. GAAP (non-GAAP measure), and should not be considered as an alternative to voyage revenues, the most directly comparable GAAP measure, or any other measure of financial performance presented in accordance with U.S. GAAP. However, TCE rate is a standard shipping industry performance measure used primarily to compare period-to-period changes in a company's performance and assists the Partnership's management in making decisions regarding the deployment and use of the Partnership's vessels and in evaluating their financial performance. The Partnership's calculation of TCE rates may not be comparable to that reported by other companies. The following table reflects the calculation of the Partnership's TCE rates for the three and six months ended June 30, 2015 and 2014 (amounts in thousands of U.S. dollars, except for TCE rates, which are expressed in U.S. dollars, and Available Days):

|   | Three Months              |          | Six Months Ended |          |
|---|---------------------------|----------|------------------|----------|
|   | Ended<br>June 30,<br>2015 | 2014     | June 30,<br>2015 | 2014     |
| (In thousands of U.S. dollars, except for Available Days) |                           |          |                  |          |
| Voyage revenues   | \$35,551                  | \$20,863 | \$71,171         | \$41,872 |
| Voyage Expenses (7)                                       | (621 )                    | (464 )   | (1,341 )         | (903 )   |
| Time Charter equivalent revenues                          | \$34,930                  | \$20,399 | \$69,830         | \$40,969 |
| Available Days (3)  | 455.0                     | 280.5    | 905.0            | 550.5    |
| Time charter equivalent (TCE) rate                        | \$76,769                  | \$72,724 | \$77,160         | \$74,421 |

(5) The Partnership calculates fleet utilization by dividing the number of its revenue earning days, which are the total number of Available Days of the Partnership's vessels net of unscheduled off-hire days, during a period, by the number of Available Days during that period. The shipping industry uses fleet utilization to measure a company's efficiency in finding employment for its vessels and minimizing the amount of days that its vessels are off-hire for reasons such as unscheduled repairs but excluding scheduled off-hires for vessel upgrades, dry-dockings or special or intermediate surveys.

(6) Daily vessel operating expenses, which includes crew costs, provisions, deck and engine stores, lubricating oil, insurance, spares and repairs and flag taxes, is calculated by dividing vessel operating expenses by fleet Calendar Days for the relevant time period.

(7) Voyage expenses include commissions of 1.25% paid to the Partnership's Manager and third party ship brokers, when defined in the charter parties, bunkers, port expenses and other minor voyage expenses.

#### Reconciliation of U.S. GAAP Financial Information to Non-GAAP Financial Information

##### Reconciliation of Net Income to Adjusted EBITDA

|   | Three Months                   |          | Six Months Ended |          |
|---|--------------------------------|----------|------------------|----------|
|   | Ended<br>June 30,<br>2015      | 2014     | June 30,<br>2015 | 2014     |
| Reconciliation to Net Income                                      | (In thousands of U.S. dollars) |          |                  |          |
| Net Income  | \$14,303                       | \$10,218 | \$29,181         | \$21,247 |
| Net interest and finance costs <sup>(1)</sup>                     | 6,929                          | 2,055    | 13,814           | 3,999    |
| Depreciation  | 6,035                          | 3,504    | 12,003           | 6,852    |
| Non- recurring expense from accelerated time charter amortization | —                              | 908      | —                | 908      |
| Charter hire amortization   | 302                            | 309      | 637              | 470      |
| Adjusted EBITDA   | \$27,569                       | \$16,994 | \$55,635         | \$33,476 |

<sup>(1)</sup>Includes interest and finance costs and interest income, if any

The Partnership defines Adjusted EBITDA as earnings before interest and finance costs, net of interest income (if any), gains/losses on derivative financial instruments (if any), taxes (when incurred), depreciation and amortization (when incurred) and significant non-recurring items (if any). Adjusted EBITDA is used as a supplemental financial measure by management and external users of financial statements, such as investors, to assess the Partnership's operating performance.



The Partnership believes that Adjusted EBITDA assists its management and investors by providing useful information that increases the comparability of the Partnership's performance operating from period to period and against the operating performance of other companies in its industry that provide Adjusted EBITDA information. This increased comparability is achieved by excluding the potentially disparate effects between periods or companies of interest, other financial items, depreciation and amortization and taxes, which items are affected by various and possibly changing financing methods, capital structure and historical cost basis and which items may significantly affect net income between periods. The Partnership believes that including Adjusted EBITDA as a measure of operating performance benefits investors in (a) selecting between investing in the Partnership and other investment alternatives and (b) monitoring the Partnership's ongoing financial and operational strength in assessing whether to continue to hold common units.

Adjusted EBITDA is not a measure of financial performance under U.S. GAAP, does not represent and should not be considered as an alternative to net income, operating income, cash flow from operating activities or any other measure of financial performance presented in accordance with U.S. GAAP. Adjusted EBITDA excludes some, but not all, items that affect net income and these measures may vary among other companies. Therefore, Adjusted EBITDA as presented below may not be comparable to similarly titled measures of other companies.

Reconciliation of Net Income to Adjusted Net Income available to common unitholders and Adjusted Earnings per common unit

|  | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|--|--------------------------------|------------|------------------------------|------------|
|  | 2015                           | 2014       | 2015                         | 2014       |
|  | (In thousands of U.S. dollars) |            |                              |            |
| Net Income   | \$ 14,303                      | \$ 10,218  | \$ 29,181                    | \$ 21,247  |
| Non- recurring expense from accelerated time charter amortization                      | —                              | 908        | —                            | 908        |
| Charter hire amortization  | 302                            | 309        | 637                          | 470        |
| Adjusted Net Income  | \$ 14,605                      | \$ 11,435  | \$ 29,818                    | \$ 22,625  |
| Less: Adjusted Net Income attributable to subordinated unitholders and general partner | (6,185 )                       | (4,835 )   | (12,627 )                    | (10,417 )  |
| Common unitholders' interest in Adjusted Net Income                                    | 8,420                          | 6,600      | 17,191                       | 12,208     |
| Weighted average number of common units outstanding, basic and diluted:                | 20,505,000                     | 15,773,571 | 20,505,000                   | 15,381,464 |
| Adjusted Earnings per common unit, basic and diluted                                   | \$0.41                         | \$0.42     | \$0.84                       | \$0.79     |

Adjusted Net Income represents net income before non-recurring expense resulting from accelerated time charter amortization and charter hire amortization related to time charters with escalating time charter rates, both of which are significant non-cash items. Adjusted Net Income available to common unitholders represents the common unitholders interest in Adjusted Net Income for each period presented. Adjusted Earnings per common unit represents Adjusted Net Income attributable to common unitholders divided by the weighted average common units outstanding during each period presented.

Adjusted Net Income, Adjusted Net Income per common unit and Adjusted Earnings per common unit, basic and diluted, are not recognized measures under U.S. GAAP and should not be regarded as substitutes for net income and earnings per unit, basic and diluted. The Partnership's definition of Adjusted Net Income, Adjusted Net Income per common unit and Adjusted Earnings per common unit, basic and diluted, may not be the same at that reported by other companies in the shipping industry or other industries. The Partnership believes that the presentation of Adjusted Net Income and Adjusted Earnings per unit available to common unitholders are useful to investors because they facilitate the comparability and the evaluation of companies in the Partnership's industry. In addition, the Partnership believes that Adjusted Net Income is useful in evaluating its operating performance compared to that of other companies in the Partnership's industry because the calculation of Adjusted Net Income generally eliminates the accounting effects of items which may vary for different companies for reasons unrelated to overall operating performance. The Partnership's presentation of Adjusted Net Income available to common unitholders and Adjusted Earnings per common unit should not be construed as an inference that its future results will be unaffected by unusual or non-recurring items.

#### Distributable Cash Flow Reconciliation

|   | Three Months                   |          | Six Months Ended |          |
|---|--------------------------------|----------|------------------|----------|
|   | Ended                          |          | June 30,         |          |
|   | June 30,                       | 2014     | 2015             | 2014     |
|   | 2015                           |          | 2015             | 2014     |
|   | (In thousands of U.S. dollars) |          |                  |          |
| Net Income  | \$14,303                       | \$10,218 | \$29,181         | \$21,247 |
| Depreciation  | 6,035                          | 3,504    | 12,003           | 6,852    |
| Amortization of deferred finance fees                                 | 385                            | 118      | 770              | 236      |
| Net interest and finance costs, excluding amortization <sup>(1)</sup> | 6,544                          | 1,937    | 13,044           | 3,763    |
| Non-recurring expense from accelerated time charter amortization      | —                              | 908      | —                | 908      |
| Charter hire amortization   | 302                            | 309      | 637              | 470      |
| Adjusted EBITDA   | 27,569                         | 16,994   | 55,635           | 33,476   |
| Net interest and finance costs, excluding amortization <sup>(1)</sup> | (6,544)                        | (1,937)  | (13,044)         | (3,763)  |
| Maintenance capital expenditure reserves                              | (861)                          | (529)    | (1,721)          | (1,043)  |
| Replacement capital expenditure reserves                              | (2,731)                        | (1,911)  | (5,461)          | (3,785)  |
| Distributable Cash Flow   | \$17,433                       | \$12,617 | \$35,409         | \$24,885 |

<sup>(1)</sup> Includes interest and finance costs and interest income, if any.

Distributable Cash Flow with respect to any period presented means Adjusted EBITDA after considering period interest and finance costs and estimated maintenance and replacement capital expenditures. Estimated maintenance and replacement capital expenditures, including estimated expenditures for drydocking, represent capital expenditures required to maintain over the long-term the operating capacity of, or the revenue generated by the Partnership's capital assets. Distributable Cash Flow is a quantitative standard used by investors in publicly-traded partnerships to assist in evaluating a partnership's ability to make quarterly cash distributions. The Partnership's calculation of the Distributable Cash Flow may not be comparable to that reported by other companies. Distributable Cash Flow is a non-GAAP financial measure and should not be considered as an alternative to net income or any other indicator of the Partnership's performance calculated in accordance with GAAP.