Atlantica Tender Drilling Ltd. & Subsidiaries

Consolidated Financial Statements

For the Quarter Ended
March 31, 2019

Atlantica Tender Drilling Ltd. & Subsidiaries

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Consolidated Financial Statements

Atlantica Tender Drilling Ltd. & Subsidiaries

Consolidated Balance Sheets

	March 31, 2019	December 31, 2018
		(Audited)
Assets		
Current Assets		
Cash and cash equivalents	$ 38,555,742	$ 36,170,146
Restricted cash	9,099,403	9,864,523
Accounts receivable	24,803,189	18,890,102
Accounts receivable - related parties	80,672	70,965
Derivative instruments - interest swaps	1,370,013	1,515,253
Inventory	21,791,936	20,320,505
Prepaid and other current assets	2,443,497	1,775,097
Total Current Assets	98,144,452	88,606,591
Property and Equipment, Net	479,379,162	484,432,804
Derivative Instruments - interest swaps	1,904,900	2,538,220
Other Assets	1,105,534	7,065,398
Total Assets	$ 580,534,048	$ 582,643,013

See notes to consolidated financial statements.

Atlantica Tender Drilling Ltd. & Subsidiaries

Consolidated Balance Sheets

	March 31, 2019	December 31, 2018
		(Audited)
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	$ 3,286,706	$ 3,218,324
Accounts payable - related parties	366,291	116,723
Accrued liabilities	8,370,082	8,345,319
Derivative instruments - currency swaps	302,191	488,098
Current portion of long-term debt	272,774,634	279,723,628
Deferred revenue - current	7,306,593	8,715,381
Total Current Liabilities	292,406,497	300,607,473
Long-Term Liabilities		
Deferred revenue - non-current	-	740,210
Deferred income taxes, net	3,955,794	3,955,794
Total Long-Term Liabilities	3,955,794	4,696,004
Total Liabilities	296,362,291	305,303,477
Commitments and Contingencies (Note 9)		
Stockholders' Equity		
Common stock, $0.10 par value, 310,000,000 shares authorized at March 31, 2019 and December 31, 2018; 261,323,309 shares issued at March 31, 2019 and December 31, 2018; and 252,199,264 shares oustanding at March 31, 2019 and December 31, 2018	26,132,331	26,132,331
Additional paid-in capital	213,306,053	213,306,053
Treasury stock (9,124,045 shares at cost)	(2,297,539)	(2,297,539)
Subscription receivable	(1,500)	(1,500)
Retained earnings	47,032,412	40,200,191
Total Stockholders' Equity	284,171,757	277,339,536
Total Liabilities and Stockholders' Equity	$ 580,534,048	$ 582,643,013

See notes to consolidated financial statements.

Atlantica Tender Drilling Ltd. & Subsidiaries

Consolidated Statements of Operations

	Three Months Ended March 31,	
	2019	2018
Revenues		
Contract drilling	$ 37,727,991	$ 32,223,881
Mobilization and demobilization revenue	2,211,498	4,899,517
Total Revenues	39,939,489	37,123,398
Operating Expenses		
Operating	17,552,784	20,465,540
Depreciation and amortization	6,615,801	6,839,755
Loss on cancellation of construction contract	-	18,599,625
Total Operating Expenses	24,168,585	45,904,920
Income (Loss) from Operations	15,770,904	(8,781,522)
Other Income (Expense)		
Interest expense, net	(5,929,767)	(4,045,254)
Foreign currency loss	(185,945)	(236,879)
Other	-	(14,179)
Total Other Expense	(6,115,712)	(4,296,312)
Income (Loss) Before Income Tax Expense	9,655,192	(13,077,834)
Income Tax Expense	(2,822,971)	(2,693,861)
Net Income (Loss)	$ 6,832,221	$ (15,771,695)
Net Income (Loss) Per Share		
Basic and diluted	$ 0.03	$ (0.06)
Weighted Average Common Shares Outstanding		
Basic and diluted	252,199,264	252,199,264

See notes to consolidated financial statements.

Atlantica Tender Drilling Ltd. & Subsidiaries

Consolidated Statements of Stockholders' Equity

	Common Stock		Additional Paid-in Capital	Treasury Stock	Subscription Receivable	Retained Earnings	Total Stockholders' Equity
	Shares Outstanding	Amount					
Balance at January 1, 2018	252,199,264	$ 26,132,331	$ 213,254,754	$ (2,297,539)	$ (1,500)	$ 17,657,086	$ 254,745,132
Effect of Adoption of ASC 606 (Note 4)	-	-	-	-	-	479,167	479,167
Stock compensation expense	-	-	51,299	-	-	-	51,299
Net income	-	-	-	-	-	10,805,160	10,805,160
Change in accounting principle - inventory (Note 3)	-	-	-	-	-	11,258,778	11,258,778
Balance at December 31, 2018	**$ 252,199,264**	**$ 26,132,331**	**$ 213,306,053**	**$ (2,297,539)**	**$ (1,500)**	**$ 40,200,191**	**$ 277,339,536**
Net income	-	-	-	-	-	6,832,221	6,832,221
Balance at March 31, 2019	**252,199,264**	**$ 26,132,331**	**$ 213,306,053**	**$ (2,297,539)**	**$ (1,500)**	**$ 47,032,412**	**$ 284,171,757**

See notes to consolidated financial statements.

Atlantica Tender Drilling Ltd. & Subsidiaries

Consolidated Statements of Cash Flows

	Three Months Ended March 31, 2019	2018
Cash Flows From Operating Activities		
Net income (loss)	$ 6,832,221	$ (15,771,695)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Loss on cancellation of construction contract	-	18,599,625
Depreciation and amortization	6,615,801	6,839,755
Noncash interest (income) expense, net	1,282,547	(804,930)
Noncash mobilization and demobilization revenue	(2,211,498)	(4,899,517)
Other non-cash expense	-	230,865
Changes in operating assets and liabilities:		
Accounts receivable	100,043	(2,542,579)
Accounts and note receivable - related parties	(9,707)	11,204
Prepaid expenses and other assets	(2,130,597)	(556,732)
Accounts payable	68,382	1,056,605
Accounts payable - related parties	249,568	109,027
Accrued liabilities	24,763	748,219
Net Cash Provided By Operating Activities	10,821,523	3,019,847
Cash Flows From Investing Activities		
Capital expenditures for construction in progress and capital spares	(276,879)	-
Capital expenditures for drilling rig and equipment and other	(1,285,280)	26,930
Net Cash (Used In) Provided By Investing Activities	(1,562,159)	26,930
Cash Flows from Financing Activities		
Payments on long term debt	(7,638,888)	(7,638,888)
Change in restricted cash	765,120	(1,489,293)
Net Cash Used In Financing Activities	(6,873,768)	(9,128,181)
Net Increase (Decrease) In Cash and Cash Equivalents	2,385,596	(6,081,404)
Cash and Cash Equivalents - Beginning of Period	36,170,146	31,783,098
Cash and Cash Equivalents - End of Period	$ 38,555,742	$ 25,701,694
Supplemental Cash Flow Information		
Cash paid for interest	$ 4,726,632	$ 5,093,386
Cash paid for income taxes	2,558,868	3,492,611

See notes to consolidated financial statements.

1. Organization and Nature of Operations

Atlantica Tender Drilling Ltd. ("Atlantica" or the "Company") was incorporated in Bermuda in September 2008 and in April 2011 became registered on the Norwegian OTC-list under the symbol "ATDL." Atlantica is in the business of providing contract drilling services for oil and gas wells for the offshore tender assist market and related offshore oilfield services.

The following entities are wholly-owned subsidiaries of the Company:

- Atlantica Management (USA) Inc. ("AM"), incorporated in the state of Texas
- Atlantica International Ltd. ("AI"), a Bermuda-based entity
- BassDrill Beta Ltd. ("BDB"), a Malta-based entity
- BassDrill Beta B.V. ("BDB-BV"), a Holland-based entity
- BassDrill Brasil Servicos de Petroleo Ltda. ("BBB"), a Brazil-based entity
- Atlantica International B.V. ("AI-BV"), a Holland-based entity
- Atlantica (Malta) Holding Ltd. ("AMH"), a Malta-based entity
- Atlantica Gamma Ltd. ("AG"), a Malta-based entity
- Atlantica Delta Ltd. ("AD"), a Malta-based entity
- Atlantica BDA Ltd. ("ABDA"), a Malta-based entity
- Atlantica (Holding) B.V. ("ABV"), a Holland-based entity

The Company's primary assets and liabilities currently pertain to *BassDrill Beta*, owned by BDB, which the Company took delivery of in November 2013 and placed into service under a drilling contract with Petróleo Brasileiro S.A. ("Petrobras") in March 2014; *Atlantica Delta*, owned by AD, which the Company took delivery of in December of 2015 and placed into service under a drilling contract with Total Congo E&P ("Total") in January 2016; and AM.

As used herein, and unless otherwise required by the context, the term "Atlantica" refers to Atlantica Tender Drilling Ltd., and the terms "Company," "we," "our," and words of similar import refer to Atlantica and its subsidiaries. The use herein of such terms as "we," "us," "our" and "its," or references to specific entities, is not intended to be a precise description of corporate relationships.

2. Liquidity

These consolidated financial statements have been prepared in accordance with the applicability of a going concern assumption, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business for an extended period of time. The Company's existing debt agreements mature in the third quarter of 2019. The Company's existing liquid assets do not meet the needs for this debt repayment obligation; however, the Company is in the process of refinancing its existing indebtedness. Management is confident the refinancing will occur as the Company has successfully refinanced in the past, maintained consistent compliance with its debt covenants for the periods presented, continues to be profitable, has drilling contracts in place and is not highly leveraged. Nevertheless, we have not yet completed our refinancing, and our ability to do so is not solely within our control. Consequently, this situation raises substantial doubt about our ability to continue as a going concern within one year after the date the accompanying consolidated financial statements are available to be issued.

Thus far, the Company has received conditional approval from a banking syndicate for $100 million of financing, and we are working to raise the remaining $140 million required to refinance our existing debt from several sources of debt capital, such as the Nordic high-yield bond market (see Note 6).

While management is in the process of refinancing the Company's existing debt agreements, there is no assurance that this debt will be refinanced in a timely manner, in amounts that are sufficient to meet the Company's debt that is due in the third quarter of 2019, or on terms acceptable to the Company, or at all. The Company's ability to meet its debt that is due in the third quarter of 2019 will depend on its continued ability to achieve forecasted results and its ability to refinance its existing debt maturing in the third quarter of 2019.

Management's belief that its existing debt will be refinanced and that such refinancing, together with forecasted operating cash flow, will be sufficient to enable the Company to meet its obligations as they become due in the ordinary course of business for 12 months following the date these financial statements are issued assumes, among other things, that the Company will continue to be successful in implementing its business strategy and that there will be no material adverse developments in its business, liquidity or capital requirements. If one or more of these factors do not occur as expected, it could cause a default under one or both of the existing agreements governing the Company's indebtedness.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

3. Change in Accounting Principle

The Company changed its accounting treatment for inventory effective December 31, 2018. Prior to the effective date, the Company accounted for its inventory as part of property and equipment subject to depreciation. Effective December 31, 2018, the Company began accounting for its inventory as prescribed under Accounting Standard Codification 330, *Inventory* ("ASC 330"). Inventory is carried at the weighted average purchase price less an allowance for obsolescence. The allowance for obsolescence is based on historical experience and expectations for future use.

Accounting for inventory as prescribed by ASC 330 is a preferable method because it is a better reflection of the Company's assets and a more accurate allocation of costs of physical assets to periods in which the assets are consumed. Because procedures around inventory were not fully implemented until 2018, the Company cannot produce inventory reports prior to December 31, 2018. Due to this impracticability, the Company has adopted the change in accounting principle effective December 31, 2018.

4. Summary of Significant Accounting Policies

The unaudited interim consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results for the interim period on a basis consistent with the annual consolidated financial statements. All such adjustments are of a normal recurring nature.

The accompanying consolidated financial statements and notes thereto should be read in conjunction with the audited consolidated financial statements and notes thereto as of and for the years December 31, 2018 and 2017.

Principles of Consolidation

The consolidated financial statements include the assets and liabilities of Atlantica and its subsidiaries (as described in Note 1). All intercompany balances and transactions have been eliminated in consolidation.

Reclassification

Certain previously reported amounts have been reclassified to conform to the current year presentation. Such reclassifications had no effect on the consolidated net income or cash flows.

Use of Estimates

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and requires management to disclose contingent assets and liabilities at the date of the consolidated financial statements. While management believes current estimates are reasonable and appropriate, actual results could differ from those estimates.

Fair Value of Financial Instruments

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements*, establishes a common definition for fair value to be applied to existing GAAP that require the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements. GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy categorizes assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. The three levels are defined as follows:

> **Level 1** – Observable inputs such as quoted prices in active markets at the measurement date for identical, unrestricted assets or liabilities.
>
> **Level 2** - Other inputs that are observable directly or indirectly such as quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.
>
> **Level 3** – Unobservable inputs for which there is little or no market data and which the Company makes its own assumptions about how market participants would price the assets and liabilities.

The Company's fair value of financial instruments disclosure is based upon information available to management as of March 31, 2019 and December 31, 2018. Considerable judgment is necessary to interpret market data and develop estimated fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on disposition of the financial instruments. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

The Company's financial instruments consist mainly of cash and cash equivalents, restricted cash, accounts receivable, accounts payable, accrued liabilities, interest rate swaps, foreign currency

exchange rate swaps and long-term debt. The carrying values for cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued liabilities approximate their fair value, principally due to the short-term nature of these instruments. The carrying value of the Senior Secured Term Loan approximates fair value as the interest rate is re-determined regularly based on current interest rates. The fair value of the Senior Secured Bonds at March 31, 2019 and December 31, 2018 was approximately $137.3 million and $136.5 million, respectively, based on quoted market prices, Level 1 in the fair value hierarchy. The fair value of the interest rate swaps and foreign currency exchange rate swaps are recorded at fair value at each reporting period based on indirect market prices, Level 2 in the fair value hierarchy (see Note 12).

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Restricted Cash

The Senior Secured Term Loan and Senior Secured Bonds (see Note 6) require the Company to maintain a debt service account, into which one-third of the next quarterly interest and installment payments are to be paid each month.

Concentrations of Credit Risk

The Company's customer concentration may impact its overall credit risk, either positively or negatively, in that customers may be similarly and concurrently affected by changes in economic or other conditions affecting the drilling industry. The Company's percent of revenue by major customer is as follows:

	Three Months Ended March 31,	
	2019	2018
Total	60%	60%
Petrobras	40%	40%

The Company is subject to concentrations of credit risk with respect to cash and cash equivalents, which the Company attempts to minimize by maintaining cash and cash equivalents with major, high-credit quality financial institutions. At times cash and cash equivalents balances may exceed limits federally insured by the United States Federal Deposit Insurance Corporation or other similar government institutions in other countries. Additionally, certain of the Company's cash and cash equivalents balances are maintained in foreign banks, which are not covered by deposit insurance. The Company has not experienced any losses on its cash and cash equivalents.

Foreign Exchange Transactions

The Company's functional currency is the United States (U.S.) dollar as the Company primarily contracts with contractors, finances capital, and purchases equipment and services using the U.S. dollar. Transactions that are completed in a foreign currency are re-measured into U.S. dollars, and any gain or loss is recorded in the consolidated statements of operations.

Inventory

Inventory is carried at the weighted average purchase price less an allowance for obsolescence. The allowance for obsolescence is based on historical experience and expectations for future use of

inventory. At March 31, 2019 and December 31, 2018, the allowance for obsolescence was $4.4 million and $4.3 million, respectively.

Property and Equipment

Property and equipment is carried at cost less accumulated depreciation and amortization. The Company capitalizes expenditures for renewals, replacements and improvements, and expenses costs of maintenance and repairs as incurred. Depreciation on property and equipment is calculated on the straight-line method over the estimated useful lives of the assets. Depreciation and amortization expense was $6.6 million and $6.8 million for the three months ended March 31, 2019 and 2018, respectively.

The estimated useful lives are defined below:

Drilling rigs and equipment:	
Barge and related marine equipment	30 years
Mast equipment package	15 years
Leasehold improvements	Remaining life of lease
Furniture and office equipment	3 - 5 years
Computer hardware and software	3 years
Vehicles	5 years

Capital Spares

Capital spares are not subject to depreciation until put into use on the rigs.

Rig Certifications

The Company is required to obtain certificates from various regulatory bodies in order to operate its drilling rigs. The costs incurred to obtain and maintain these certifications (inspections, tests, surveys, etc.) are capitalized in Other Assets and amortized over the corresponding certification period with amortization recorded as a component of operating expense.

Impairment of Long-lived Assets

Long-lived assets, such as property, plant, and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by an asset to the carrying value of the asset in accordance with ASC 360, *Property, Plant and Equipment*. If the carrying value of the long-lived asset is not recoverable on an undiscounted cash flow basis, impairment is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques, including undiscounted cash flow models, quoted market values and third party appraisals, as considered necessary.

Income Taxes

The Company is a Bermuda limited liability company. Bermuda does not impose corporate income taxes unless activities are carried out in Bermuda. No activities were carried out in Bermuda during the three months ended March 31, 2019 and 2018. Consequently, the Company has provided for income taxes based on the laws and rates in effect in the countries in which operations are conducted, or in which the Company and/or its subsidiaries are considered resident for income tax purposes. The Company and or/or its subsidiaries operate in multiple countries under different legal forms. As a result, the Company is subject to the jurisdiction of numerous domestic and foreign tax authorities,

as well as to tax agreements and treaties among these governments. The Company's operations in these different jurisdictions are taxed on various bases including, actual income before taxes, deemed profits (which are generally determined by applying a tax rate to revenues rather than profits) and withholding taxes based on revenue. Determination of taxable income in any jurisdiction requires the interpretation of the related tax laws and regulations and the use of estimates and assumptions regarding significant future events, such as the amount, timing and character of deductions, permissible revenue recognition methods under the tax law and the sources and character of income and tax credits. Changes in tax laws, regulations, agreements and treaties, foreign currency exchange restrictions or the Company's level of operations or profitability in each tax jurisdiction could have an impact upon the amount of income taxes that the Company provides during any given year.

Below are the components of the Company's income tax expense for the three months ended March 31, 2019 and 2018:

	2019	2018
Current income tax expense	$ 2,822,971	$ 2,693,861
Deferred income tax expense	-	-
Income tax expense	$ 2,822,971	$ 2,693,861

The Company accounts for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences. Deferred tax assets and liabilities are based on temporary differences that arise between the carrying value of the financial statements and tax bases of assets and liabilities. At March 31, 2019 and December 31, 2018, the deferred tax liability of $4.0 million and $4.0 million, respectively, represents the tax effect of the temporary difference related to assets owned by subsidiaries in Malta based on tax rates due on distributable earnings.

The Company follows guidance issued by the FASB which clarifies accounting for uncertainty in income taxes by prescribing the minimum recognition threshold an income tax position is required to meet before being recognized in the consolidated financial statements and applies to all income tax positions. Each income tax position is assessed using a two-step process. A determination is first made as to whether it is more likely than not that the income tax position will be sustained, based upon technical merits, upon examination by the taxing authorities. If the income tax position is expected to meet the more likely than not criteria, the benefit recorded in the financial statements equals the largest amount that is greater than 50% likely to be realized upon its ultimate settlement.

The Company believes that it has no uncertain income tax positions and that there are no tax positions taken or expected to be taken that would significantly increase or decrease unrecognized tax benefits within the next twelve months.

In accordance with this guidance, the Company will record income tax related interest and penalties, if applicable, as a component of the provision for income tax expense. However, there were no amounts recognized for income tax related interest and penalties in the consolidated statements of operations for the three months ended March 31, 2019 and 2018.

Earnings Per Share

Basic earnings per share ("EPS") is calculated based on the income for the period available to common stockholders divided by the weighted average number of shares outstanding for basic EPS for the period. Diluted EPS includes the effect of the assumed conversion of potentially dilutive instruments. The determination of dilutive earnings per share requires the Company to potentially make certain

adjustments to the weighted average shares outstanding used to compute basic earnings per share unless anti-dilutive.

Recently Adopted Accounting Standard

The Company elected to adopt Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers* ("ASC 606"), effective January 1, 2018. Under the new accounting guidelines in ASC 606, demobilization fees are not distinct within the context of the contract and are amortized over the initial term of the contract as the demobilization fees. The Company used a modified retrospective approach upon adoption of ASC 606 and increased retained earnings by $0.5 million at January 1, 2018 for prior period recording of demobilization revenue.

Recently Issued Accounting Standard

In February 2016, the FASB issued ASU 2016-02, *Leases* ("ASC 842"), to increase transparency and comparability among organizations by recognizing lease assets and liabilities on the balance sheet and disclosing key information about leasing arrangements. ASU No. 2016-02 is effective for financial statements issued for fiscal years beginning after December 15, 2019, and early adoption is permitted. The Company is evaluating the impacts of this ASU on its financial statements.

5. Property and Equipment

Property and equipment consisted of the following:

	March 31, 2019	December 31, 2018
Drilling rigs and equipment	$ 583,566,856	$ 582,284,176
Leasehold improvements	172,576	172,576
Furniture and office equipment	188,318	188,318
Computer hardware and software	899,324	896,723
Vehicles	181,261	181,261
	585,008,335	583,723,054
Less: accumulated depreciation	110,173,062	103,557,261
	474,835,273	480,165,793
Inventory - capital spares	4,543,889	4,267,011
Property and equipment, net	$ 479,379,162	$ 484,432,804

6. Long-Term Debt

Long-term debt consisted of the following:

		March 31, 2019		December 31, 2018
Senior Secured Term Loan	$	138,472,229	$	146,111,116
Senior Secured Bonds, Net		135,600,000		135,600,000
Debt Issuance Costs, Net		(1,297,595)		(1,987,488)
Total Long-Term Debt	$	272,774,634	$	279,723,628
Less Current Portion		(272,774,634)		(279,723,628)
Long-Term Debt, Net	$	-	$	-

Senior Secured Bonds are presented net of $14.4 million bonds repurchased by the Company as of March 31, 2019 and December 31, 2018.

The Senior Secured Term Loan and the Senior Secured Bonds, as discussed below, are due in full in August and September of 2019, respectively. Accordingly, the Company classified the entire debt balance as a current liability at March 31, 2019 and December 31, 2018. While the Company currently does not have the liquid funds to meet this obligation, the Company is confident that a new financing arrangement will be in place prior to August 2019 (see Note 2).

Senior Secured Term Loan

In October 2014, the Company entered into a Senior Secured Term Loan ("Term Loan"), maturing in August 2019, collateralized by a first lien mortgage on *BassDrill Beta* and *Atlantica Delta*; the shares of BDB, BDB-BV, BBB, AG and AD; the AM management agreements; all credit rights arising from the Company's drilling contracts; and rights in connection with the investments made with amounts deposited in the debt service reserve account (see Restricted Cash in Note 4). The Term Loan tranches bear interest at 3.25% plus LIBOR, payable quarterly (6.1% at March 31, 2019).

The Company entered into (i) a swap agreement with LIBOR fixed at 1.36% for $53.0 million for a period of four years that commenced November 2014, (ii) a swap agreement with LIBOR fixed at 1.31% initially for $130.0 million for a period of seven years that commenced February 2016 and (iii) a swap agreement with LIBOR fixed at 1.11% initially for $33.4 million for a period of seven years commencing July 2016. The Term Loan requires quarterly principal payments ranging from $1.5 million to $7.6 million that commenced February 2015, with a balloon payment of $123.2 million at final maturity. The Term Loan further requires the Company to comply with certain financial covenants as noted below. These covenants are required to be tested and reported quarterly:

- Interest coverage ratio of not less than 2.5 : 1.0
- Debt service coverage ratio of not less than 1.1 : 1.0
- Book equity minimum of $155.0 million
- Equity ratio of minimum 0.3 : 1.0
- Liquidity, measured as freely available and unencumbered cash, the higher of $25.0 million or 6% of the outstanding interest-bearing debt

- The market value of the vessels is at least 150% of the aggregated outstanding amount of the Term Loan.

At March 31, 2019, the Company was in compliance with all financial covenants.

Senior Secured Bonds

In April 2013, the Company issued $75.0 million of Senior Secured Bonds ("Original Bonds") originally maturing in April 2018 and collateralized by *BassDrill Beta*. The Bonds bore interest at 8.5%, with semiannual interest payments that commenced October 24, 2013, with principal due at maturity.

On September 23, 2014, the Company issued an additional $75.0 million of Senior Secured Bonds ("New Bonds"), maturing in September 2019 that is collateralized by *BassDrill Beta* and *Atlantica Delta*; the shares of BDB, BDB-BV, BBB, AG and AD; the AM management agreements; all credit rights arising from the Company's drilling contracts; and rights in connection with the investments made with amounts deposited in the debt service reserve account (see Restricted Cash in Note 4). Concurrent with the issuance of these New Bonds, the holders of the Original Bonds agreed to amend and restate the bond agreement to be consistent with the bond agreement of the New Bonds. The Original Bonds and New Bonds, (together the "Bonds") bear interest at 8.0%, with quarterly interest payments that commenced December 23, 2014, and principal due at maturity. The Bonds are subordinated to the Term Loan.

The Bonds further require the Company to comply with certain financial covenants as noted below. These covenants are required to be tested and reported quarterly:

- Interest coverage ratio of not less than 2.5 : 1.0
- Debt service coverage ratio of not less than 1.1 : 1.0
- Book equity minimum of $155.0 million
- Equity ratio of minimum 0.3 : 1.0
- Liquidity, measured as freely available and unencumbered cash, of $20.0 million
- The market value of the vessels is at least 150% of the aggregated outstanding amount of the Term Loan.

At March 31, 2019, the Company was in compliance with all financial covenants.

Deferred Financing Costs

Amortization of debt issuance costs and other related financing costs, included within interest expense, totaled $0.7 million and $0.8 million for the three months ended March 31, 2019 and 2018, respectively.

7. Revenue from Contracts with Customers

The Company's revenue derives from drilling contract activities that include (i) providing and operating tender assist drilling rig, (ii) moving the rig to (mobilization) and off (demobilization) location and (iii) reimbursement of certain supplies, equipment and personnel services requested by the customer. These services are deemed to be a single performance obligation under the contract and satisfied over a series of service periods.

Contract Drilling

Contract drilling revenue is based on contracted day-rates and the number of operating days during the period. As part of the single performance obligation of the contract, this day-rate consideration is recognized as services are performed.

The Company receives reimbursement from customers for the purchase of supplies, equipment, personnel services and other services requested by the customer. The Company is considered a principal in these transactions and records revenues and the corresponding costs as goods and services are rendered.

Mobilization and Demobilization Revenue

In connection with a customer contract, the Company may receive lump-sum fees for the mobilization of equipment offset by any liquidated damages incurred due to late delivery of the rig. This performance obligation is part of the single performance obligation identified in the contract and is allocated to the overall single performance obligation. Accordingly, mobilization fees and costs incurred to mobilize a rig from one geographic market to another are deferred and recognized on a straight-line basis over the initial term of such contract, excluding any option periods.

The Company may also receive lump-sum fees for demobilization of equipment and personnel upon completion or termination of the contract. This performance obligation is part of the single performance obligation identified in the contract and is allocated to the overall single performance obligation. Demobilization fees are recorded as revenue over the initial term of the contract.

The Company recognized amortization of mobilization revenue related to *BassDrill Beta* of approximately $-0- million and $2.8 million for the three months ended March 31, 2019 and 2018, respectively. The Company recognized amortization of mobilization and demobilization revenue related to *Atlantica Delta* of $2.2 million and $2.1 million for the three months ended March 31, 2019 and 2018, respectively.

As of March 31, 2019 and December 31, 2018, the Company had a total deferred revenue liability of $7.3 million and $9.5 million, respectively, for collected fees associated with mobilization. At March 31, 2019 and December 31, 2018, the Company had an asset of $0.8 million and $0.7 million, respectively, related to the amortization of demobilization revenue included in other assets.

Accounts Receivable

The Company's receivables are generated from services to international oil companies and government-owned or government-controlled companies. The Company does not require collateral or other security to support customer receivables.

The Company's customers include a large international oil and gas operator and a national oil company. The Company's drilling contracts provide for monthly billings, and payment is usually made within 30 – 60 days. The Company establishes an allowance for doubtful accounts on a specific identification method, considering changes in the financial position of a customer, when the Company believes the payment of a receivable is unlikely to occur. There was no allowance for doubtful accounts at March 31, 2019 and December 31, 2018.

Accounts receivable also include estimates of the Company's contract drilling revenue earned during the period, but unbilled at the end of the period. At March 31, 2019 and December 31, 2018, accounts receivable included $13.5 million and $7.5 million, respectively, of accrued revenues. At March 31, 2019, the Company included $6.6 million in accrued receivables related to the Petrobras rate adjustment for tax law changes (see Note 9).

8. Earnings Per Share

The components of the numerator and denominator for the calculation of basic and diluted earnings per share are as follows for the three months ended March 31, 2019 and 2018:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Numerator:		
Net income (loss)	$ 6,832,221	$ (15,771,695)
Denominator:		
Weighted-average shares outstanding - basic	252,199,264	252,199,264
Earnings per share - basic and diluted	$ 0.03	$ (0.06)

9. Commitments and Contingencies

Petrobras Rate Adjustment for Tax Law Changes

In September 2010, the Company entered into the Petrobras contract in which the payments made by Petrobras to the Company were subject to withholding income tax ("WHT") at a zero rate. Subsequently, the Brazil tax regime changed such that 15% of Petrobras payments are now subject to WHT. The Petrobras contract includes a clause that states if a change in taxes causes an increase in the burden of the Company, then the original contract rate shall be increased proportionally to cover the additional tax burden. The Company has demonstrated the increased burden. As required by the contract, the Company sent a notice of dispute to Petrobras in February 2019 informing Petrobras that it would submit the dispute to arbitration in order to recover the sum of approximately $6.0 million. The Company subsequently filed for arbitration in April 2019. Based on the Company's interpretation of the contract language, the recent favorable court rulings in Brazil with similar circumstances and the advice of legal counsel, the Company recorded a $6.0 million accrued receivable in other assets at December 31, 2018. In May 2019, Petrobras agreed in principle to the rate adjustment, and the Company expects a final settlement comprised of retroactive and prospective rate adjustments by year-end 2019. Accordingly, the Company reclassified this accrued receivable in other assets, now totaling $6.6 million, to accounts receivable at March 31, 2019.

Construction Obligations

In October 2012, AG entered into a turn-key construction contract with Dalian Shipyard Building Industry Co. and Dalian Shipbuilding Industry Offshore Co. Ltd (together "DSIC") for a tender support barge (*Atlantica Gamma*). AG made a refundable 15% installment payment of $18.6 million in October 2012. *Atlantica Gamma* was to be delivered on or before July 15, 2015 (the "Delivery Date"), and if the delivery was delayed beyond 180 days from the Delivery Date, absent any permissible delays as defined in the construction contract, AG was *inter alia* entitled to terminate the contract.

In January 2016, AG cancelled the contract and submitted a claim for the refund of the $18.6 million down payment made to the shipyard in 2012. DSIC refuted AG's cancellation of the contract and in March 2016 cancelled the construction contract citing breach of contract by the Company. As a result of the cancellation, the Company reclassified the down payment of $18.6 million from construction in progress to long-term deposits on the consolidated balances sheet as of December 31, 2017. As required by the construction contract terms, the dispute was heard by an arbitration tribunal in London (UK) in February/March of 2018. In May 2018, the arbitration tribunal's

award fell in favor of DSIC, ruling that AG did not have the right to cancel the construction contract and was not entitled to the refund of the $18.6 million down payment. Accordingly, the Company has recognized $18.6 million as a loss on cancellation of construction contract in the consolidated statement of operations for the three months ended March 31, 2018.

In the fourth quarter of 2018, DSIC filed an additional claim in arbitration against AG for an additional $82.7 million related to the cancelled *Atlantica Gamma* construction contract. AG is a special purpose entity that is in the process of being voluntarily liquidated and has no significant assets to pay any such claim. Neither the Company or any of its subsidiaries have issued any guarantee to DSIC or any other company in relation to the AG construction contract, and as a result, the Company, based upon the advice of legal counsel, does not believe that this claim will have a material adverse effect on the financial condition or results of operations of the Company.

Contingencies

The Company may in the future be party to various legal proceedings that are incidental to the ordinary course of business. The Company regularly analyzes current information and, as necessary, provides accruals for probable liabilities on the eventual disposition of these matters. As of March 31, 2019, there were no threatened or pending legal matters that would have a material impact on the Company's consolidated financial statements.

10. Defined Contribution Retirement Plan

The Company maintains a defined contribution plan for all employees based in the United States. Under the plan, the Company contributes to the employee's retirement plan amounts ranging between one and six percent of the employee's annual salary. Such contributions were $50,000 and $28,000 for the three months ended March 31, 2019 and 2018, respectively.

11. Related Party Transactions

The Company transacts business with the following related parties:

- BassInvest AS
- AXON Energy Products, AXON Drilling Products, AXON Pressure Products ("AXON")
- HitecVision Advisory AS ("HitecVision")
- Bassoe Offshore AS/Bassoe Offshore USA ("Bassoe")
- BassDrill Alpha Two (Cyrus) Limited ("BDA2")

Commission Fees

The Company paid a commission of 1.25% of the revenue received from Petrobras to various Bassoe entities. Fees and reimbursements for such services were approximately $0.2 million for the three months ended March 31, 2018.

Rig Services and Products

The Company received products and services from AXON, a company with common ownership, for *BassDrill Beta* of $0.8 million $0.3 million for the three months ended March 31, 2019, and 2018, respectively.

Accounts Receivable and Accounts Payable

The Company had the following receivable and payable balances with related parties:

	March 31, 2019	December 31, 2018
BDA2	$ 80,672	$ 70,965
Accounts receivable - related parties	$ 80,672	$ 70,965

	March 31, 2019	December 31, 2018
AXON	$ 331,797	$ 77,560
Other	34,494	39,163
Accounts payable - related parties	$ 366,291	$ 116,723

12. Risk Management and Financial Instruments

The majority of the Company's revenue transactions, assets and liabilities are denominated in U.S. dollars, the functional currency of the Company. However, the Company has operations and assets in a number of countries worldwide and incurs expenditures in other currencies, causing its results from operations to be affected by fluctuations in currency exchange rates, primarily relative to the U.S. dollar. The Company is also exposed to changes in interest rates on floating interest rate debt. There is, thus, a risk that currency and interest rate fluctuations will have a negative effect on the value of the Company's cash flows.

Interest Rate Risk Management

The Company's exposure to interest rate risk relates mainly to its floating interest rate debt and balances of surplus funds placed with financial institutions. The Company's intention is to obtain the most favorable interest rate available. Surplus funds are generally placed in deposits in banks. Such deposits are available daily in order to provide the Company with flexibility to meet all requirements for working capital and capital investments. The extent to which the Company plans to utilize interest rate swaps and other derivatives to manage its interest rate risk will be determined by the net debt exposure and its views on future interest rates.

The objective of the interest rate swaps is to manage interest rate risk exposure on variable interest rate debt arrangements such as the Term Loan debt arrangement (see Note 6). The interest rate swap agreements effectively modify the Company's exposure to interest rate risk by converting a portion of the variable-rate debt to a fixed rate, thus reducing the impact of the interest rate changes on future interest expense. The Company has not designated these interest rate swaps as hedges and does not apply hedge accounting to its interest rate derivative instruments. At March 31, 2019 and December 31, 2018, the Company had interest rate swaps with total notional amounts of $114.3 million and $119.8 million, respectively, that fixed the variable rate on the Term Loan to approximately between 1.11% and 1.31%.

At March 31, 2019 and December 31, 2018, the Company valued the interest rate swaps as a net asset of $3.3 million and $4.1 million, respectively. The Company determined the fair value of the interest rate swaps based on indirect market prices and, accordingly classified such fair value measurement as Level 2. For the three months ended March 31, 2019 and 2018, the Company recognized $0.9 million

of interest expense and $1.6 million of interest income, respectively, associated with the mark to market on its interest rate derivatives.

Foreign Currency Rate Risk Management

In October 2018, the Company entered into foreign currency exchange rate swaps to manage foreign currency rate risk exposure on its transactions incurred in Brazilian Reals. The foreign currency rate swap agreement effectively locks in the foreign exchange rate of BRL 5,000,000 each month through mid-September 2019 at an average exchange rate of BRL3.76 per USD1.00. At March 31, 2019 and December 31, 2018, the Company valued the foreign currency exchange rate swap as a current liability of $0.3 million and $0.5 million, respectively. For the three months ended March 31, 2019, the Company recognized $0.2 million of foreign currency gain associated with the mark to market on its foreign currency exchange rate swaps. The Company determined the fair value of the foreign currency exchange rate swaps based on indirect market prices and, accordingly, classified such fair value measurement as Level 2.

13. Subsequent Events

In April 2019, the Company signed a non-binding Letter of Intent (“LOI”) to acquire the outstanding common shares of Energy Drilling Pte. Ltd., a company with common ownership, through the issuance of additional Company shares. The transaction is expected to be completed in the third quarter of 2019, dependent upon the satisfaction of conditions in the LOI, including among other things, the refinancing of the Company’s existing credit facilities.