

**Atlantica Tender Drilling Ltd. &  
Subsidiaries**

Consolidated Financial Statements

For the Quarter Ended  
June 30, 2019

# Atlantica Tender Drilling Ltd. & Subsidiaries

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## **Consolidated Financial Statements**

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# Atlantica Tender Drilling Ltd. & Subsidiaries

## Consolidated Balance Sheets

	June 30, 2019	December 31, 2018
		(Audited)
<b>Assets</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 42,681,515	\$ 36,170,146
Restricted cash	8,984,023	9,864,523
Accounts receivable	19,323,754	18,890,102
Accounts receivable - related parties	83,620	70,965
Derivative instruments - interest swaps	624,721	1,515,253
Inventory	20,874,617	20,320,505
Prepaid and other current assets	2,013,797	1,775,097
<b>Total Current Assets</b>	<b>94,586,047</b>	<b>88,606,591</b>
<b>Property and Equipment, Net</b>	<b>473,695,202</b>	<b>484,432,804</b>
<b>Derivative Instruments - interest swaps</b>	<b>841,073</b>	<b>2,538,220</b>
<b>Other Assets</b>	<b>1,632,903</b>	<b>7,065,398</b>
<b>Total Assets</b>	<b>\$ 570,755,225</b>	<b>\$ 582,643,013</b>

See notes to consolidated financial statements.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Consolidated Balance Sheets

	June 30, 2019	December 31, 2018 (Audited)
<b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 3,436,337	\$ 3,218,324
Accounts payable - related parties	1,294,322	116,723
Accrued liabilities	7,052,385	8,345,319
Derivative instruments - currency swaps	62,668	488,098
Current portion of long-term debt	51,933,341	279,723,628
Deferred revenue - current	5,133,717	8,715,381
<b>Total Current Liabilities</b>	<b>68,912,770</b>	<b>300,607,473</b>
<b>Long-Term Liabilities</b>		
Deferred revenue - non-current	-	740,210
Long-term debt, net	213,879,988	-
Deferred income taxes, net	4,660,794	3,955,794
<b>Total Long-Term Liabilities</b>	<b>218,540,782</b>	<b>4,696,004</b>
<b>Total Liabilities</b>	<b>287,453,552</b>	<b>305,303,477</b>
<b>Commitments and Contingencies (Note 9)</b>		
<b>Stockholders' Equity</b>		
Common stock, \$0.10 par value, 310,000,000 shares authorized at June 30, 2019 and December 31, 2018; 261,323,309 shares issued at June 30, 2019 and December 31, 2018; and 252,199,264 shares outstanding at June 30, 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	46,162,328	40,200,191
<b>Total Stockholders' Equity</b>	<b>283,301,673</b>	<b>277,339,536</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 570,755,225</b>	<b>\$ 582,643,013</b>

See notes to consolidated financial statements.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Consolidated Statements of Operations

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Revenues</b>				
Contract drilling	\$ 36,021,750	\$ 38,436,211	\$ 73,749,741	\$ 70,660,092
Mobilization and demobilization revenue	2,235,376	2,987,734	4,446,874	7,887,251
<b>Total Revenues</b>	38,257,126	41,423,945	78,196,615	78,547,343
<b>Operating Expenses</b>				
Operating	21,030,197	19,249,686	38,582,981	39,715,226
Depreciation and amortization	6,624,703	6,755,976	13,240,504	13,595,731
Loss on cancellation of construction contract	-	-	-	18,599,625
Loss on disposal of assets	1,172,015	-	1,172,015	-
<b>Total Operating Expenses</b>	28,826,915	26,005,662	52,995,500	71,910,582
<b>Income from Operations</b>	9,430,211	15,418,283	25,201,115	6,636,761
<b>Other Income (Expense)</b>				
Interest income	23,668	22,361	25,619	44,786
Interest expense, net	(6,670,487)	(5,108,591)	(12,602,205)	(9,176,270)
Foreign currency loss	(227,662)	(318,710)	(413,607)	(555,589)
Other	14,315	16,965	14,315	2,786
<b>Total Other Expense</b>	(6,860,166)	(5,387,975)	(12,975,878)	(9,684,287)
<b>Income (Loss) Before Income Tax Expense</b>	2,570,045	10,030,308	12,225,237	(3,047,526)
<b>Income Tax Expense</b>	(3,440,129)	(2,940,548)	(6,263,100)	(5,634,409)
<b>Net Income (Loss)</b>	\$ (870,084)	\$ 7,089,760	\$ 5,962,137	\$ (8,681,935)
<b>Net Income (Loss) Per Share</b>				
Basic and diluted	\$ (0.00)	\$ 0.03	\$ 0.02	\$ (0.03)
<b>Weighted Average Common Shares Outstanding</b>				
Basic and diluted	252,199,264	252,199,264	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					
<b>Balance at January 1, 2018</b>	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
<b>Balance at December 31, 2018</b>	<b>252,199,264</b>	<b>\$ 26,132,331</b>	<b>\$ 213,306,053</b>	<b>\$ (2,297,539)</b>	<b>\$ (1,500)</b>	<b>\$ 40,200,191</b>	<b>\$ 277,339,536</b>
Net income	-	-	-	-	-	5,962,137	5,962,137
<b>Balance at June 30, 2019</b>	<b>252,199,264</b>	<b>\$ 26,132,331</b>	<b>\$ 213,306,053</b>	<b>\$ (2,297,539)</b>	<b>\$ (1,500)</b>	<b>\$ 46,162,328</b>	<b>\$ 283,301,673</b>

See notes to consolidated financial statements.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Consolidated Statements of Cash Flows

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Cash Flows From Operating Activities</b>				
Net income (loss)	\$ (870,084)	\$ 7,089,760	\$ 5,962,137	\$ (8,681,935)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Loss on disposal of assets	1,172,015	-	1,172,015	-
Loss on cancellation of construction contract	-	-	-	18,599,625
Depreciation and amortization	6,624,703	6,755,976	13,240,504	13,595,731
Noncash interest (income) expense, net	2,672,609	383,379	3,955,156	(421,551)
Noncash mobilization and demobilization revenue	(2,235,376)	(2,987,734)	(4,446,874)	(7,887,251)
Deferred income tax expense	705,000	-	705,000	-
Other non-cash (income) expense	(439,745)	46,755	(439,745)	277,620
Changes in operating assets and liabilities:				
Accounts receivable	5,479,435	(14,045,930)	5,579,478	(16,588,509)
Accounts and note receivable - related parties	(2,948)	(38,224)	(12,655)	(27,020)
Prepaid expenses and other assets	(140,774)	156,576	(2,271,371)	(400,156)
Accounts payable	149,631	642,542	218,013	1,699,147
Accounts payable - related parties	928,031	71,667	1,177,599	180,694
Accrued liabilities	(1,317,697)	(1,061,281)	(1,292,934)	(313,062)
<b>Net Cash Provided By (Used In) Operating Activities</b>	<b>12,724,800</b>	<b>(2,986,514)</b>	<b>23,546,323</b>	<b>33,333</b>
<b>Cash Flows From Investing Activities</b>				
Capital expenditures for construction in progress and capital spares	36,615	-	(240,264)	-
Capital expenditures for drilling rig and equipment and other	(1,826,449)	(61,683)	(3,111,729)	(34,753)
Settlement of Super Senior Bonds	714,315	-	714,315	-
<b>Net Cash Used In Investing Activities</b>	<b>(1,075,519)</b>	<b>(61,683)</b>	<b>(2,637,678)</b>	<b>(34,753)</b>
<b>Cash Flows from Financing Activities</b>				
Payments on long term debt	(7,638,888)	(7,638,888)	(15,277,776)	(15,277,776)
Change in restricted cash	115,380	4,310,270	880,500	2,820,977
<b>Net Cash Used In Financing Activities</b>	<b>(7,523,508)</b>	<b>(3,328,618)</b>	<b>(14,397,276)</b>	<b>(12,456,799)</b>
<b>Net Increase (Decrease) In Cash and Cash Equivalents</b>	<b>4,125,773</b>	<b>(6,376,815)</b>	<b>6,511,369</b>	<b>(12,458,219)</b>
<b>Cash and Cash Equivalents - Beginning of Period</b>	<b>38,555,742</b>	<b>25,701,694</b>	<b>36,170,146</b>	<b>31,783,098</b>
<b>Cash and Cash Equivalents - End of Period</b>	<b>\$ 42,681,515</b>	<b>\$ 19,324,879</b>	<b>\$ 42,681,515</b>	<b>\$ 19,324,879</b>
<b>Supplemental Cash Flow Information</b>				
Cash paid for interest	\$ 4,675,611	\$ 4,873,826	\$ 9,402,243	\$ 9,967,212
Cash paid for income taxes	3,606,994	2,326,008	6,165,862	5,818,619

See notes to consolidated financial statements.



# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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### 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
- Atlantica Financing B.V. (“AF-BV”), 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, as amended and extended in September 2019 (see Notes 6 and 13), mature in the third quarter and fourth quarter of 2020. The Company’s existing liquid assets do not meet the needs for this debt repayment obligation; however, the Company plans to refinance its debt obligations subsequent to the completion of the merger discussed in Note 13 and prior to the maturity dates. Management believes that the newly merged entity, with its combined proven performance record and backlog, will be successful in implementing new financing. Nevertheless, the Company has not yet completed the merger or began the process for new financing. Consequently, this situation raises substantial doubt about the Company’s ability to

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## Notes to Consolidated Financial Statements

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continue as a going concern within one year after the date the accompanying consolidated financial statements are available to be issued.

Management's belief is that the proposed merger and subsequent financing will be successful and that the new financing, 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 could not produce inventory reports prior to December 31, 2018. Due to this impracticability, the Company 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.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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### *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 June 30, 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 June 30, 2019 and December 31, 2018 was approximately \$144.0 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

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## Notes to Consolidated Financial Statements

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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 June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Total	64%	55%	62%	58%
Petrobras	36%	45%	38%	42%

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 June 30, 2019 and December 31, 2018, the allowance for obsolescence was \$4.7 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

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## Notes to Consolidated Financial Statements

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amortization expense was \$6.6 million and \$6.8 million for the three months ended June 30, 2019 and 2018, respectively, and \$13.2 million and \$13.6 million for the six months ended June 30, 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
Other	2 - 5 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 and six months ended June 30, 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 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,

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## Notes to Consolidated Financial Statements

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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 and six months ended June 30, 2019 and 2018:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Current income tax expense	\$ 2,735,129	\$ 2,940,548	\$ 5,558,100	\$ 5,634,409
Deferred income tax expense	705,000	-	705,000	-
Income tax expense	<u>\$ 3,440,129</u>	<u>\$ 2,940,548</u>	<u>\$ 6,263,100</u>	<u>\$ 5,634,409</u>

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 June 30, 2019 and December 31, 2018, the deferred tax liability of \$4.7 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 and six months ended June 30, 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

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## Notes to Consolidated Financial Statements

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, 2020, 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:

	June 30, 2019	December 31, 2018
Drilling rigs and equipment	\$ 583,844,230	\$ 582,284,176
Leasehold improvements	172,576	172,576
Furniture and office equipment	188,318	188,318
Computer hardware and software	918,230	896,723
Vehicles	181,261	181,261
	585,304,615	583,723,054
Less: accumulated depreciation	116,396,836	103,557,261
	468,907,779	480,165,793
Inventory - capital spares	4,787,423	4,267,011
<b>Property and equipment, net</b>	<b>\$ 473,695,202</b>	<b>\$ 484,432,804</b>

## 6. Long-Term Debt

Long-term debt consisted of the following:

	June 30, 2019	December 31, 2018
Senior Secured Term Loan	\$ 130,833,341	\$ 146,111,116
Senior Secured Bonds, Net	135,600,000	135,600,000
Debt Issuance Costs, Net	(620,012)	(1,987,488)
Total Long-Term Debt	\$ 265,813,329	\$ 279,723,628
Less Current Portion	(51,933,341)	(279,723,628)
Long-Term Debt, Net	\$ 213,879,988	\$ -

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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Senior Secured Bonds are presented net of \$14.4 million bonds repurchased by the Company as of June 30, 2019 and December 31, 2018. These bonds were discharged by the Company in September 2019.

The Senior Secured Term Loan and the Senior Secured Bonds were due in full in August and September 2019, respectively. In September 2019, both agreements were amended and the maturities extended to September 2020 for the Senior Secured Term Loan and to October 2020 for the Senior Secured Bonds. Accordingly, the Company classified debt payments due prior to June 30, 2020 under the extended agreements as a current liability and the remainder as a long-term liability. At December 31, 2018 the entire debt balance was classified as a current liability. While the Company currently does not have the liquid funds to meet this extended debt obligation due in the third quarter and fourth quarter of 2020, the Company is confident that new financing will be in place prior to the end of September 2020 (see Note 2).

### *Senior Secured Term Loan*

In October 2014, the Company entered into a Senior Secured Term Loan (“Term Loan”), originally 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 bore interest at 3.25% plus LIBOR, payable quarterly (5.8% at June 30, 2019). The Term Loan required 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.

In September 2019, the Term Loan was amended primarily to: (i) extend the maturity to September 2020, (ii) increase the margin to 4.75% for the first six months of the extension, and increasing 0.5% every six months thereafter, (iii) require an immediate repayment for \$21.8 million and quarterly principle payments of \$7.5 million thereafter commencing in the fourth quarter of 2019, (iv) initiate cash sweep repayments when the Company’s free and unencumbered cash balance, exclusive of the minimum free cash requirement, exceeds \$20.0 million, (v) require a prepayment of the loan for any amounts received upon the receipt of the Petrobras rate adjustment associated with the withholding income tax change (see Note 9) and (vi) modify financial covenants to decrease the liquidity requirement to the greater of \$10.0 million or 5% of outstanding interest bearing debt, require positive working capital and increase the market value of the vessels to be at least 200% of the aggregated outstanding Term Loan.

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.

At June 30, 2019, the Term Loan further required the Company to comply with certain financial covenants as noted below. These covenants, and the additional covenants under the September 2019 amendment, 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



# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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- 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 June 30, 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”), originally 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”) bore 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.

In September 2019, the Bonds were amended primarily to : (i) extend the maturity date to October 2020, (ii) require repayment of the bonds at 102% of par value upon maturity, or at premium ranging between 101% to 101.25% for early settlement, (iii) increase interest to 12% per annum and (iii) modify financial covenants to decrease the liquidity requirement to the greater of \$10.0 million or 5% of outstanding interest bearing debt, require positive working capital and increase the market value of the vessels to be at least 200% of the aggregated outstanding Term Loan.

At June 30, 2019, the Bonds further required the Company to comply with certain financial covenants as noted below. These covenants, and the additional covenants under the September 2019 amendment, 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 June 30, 2019, the Company was in compliance with all financial covenants.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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### ***Deferred Financing Costs***

Amortization of debt issuance costs and other related financing costs, included within interest expense, totaled \$0.7 million for each of the three months ended June 30, 2019 and 2018, and \$1.4 million and \$1.5 million for the six months ended June 30, 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 \$0.8 million for the three months ended June 30, 2019 and 2018, respectively, and \$-0- million and \$3.6 million for the six months ended June 30, 2019 and 2018, respectively. The Company recognized amortization of mobilization and demobilization revenue related to *Atlantica Delta* of \$2.2 million for the each of three months ended June 30, 2019 and 2018, respectively, and \$4.4 million for each of the six months ended June 30, 2019 and 2018, respectively.

As of June 30, 2019 and December 31, 2018, the Company had a total deferred revenue liability of \$5.1 million and \$9.5 million, respectively, for collected fees associated with mobilization. At June 30, 2019 and December 31, 2018, the Company had an asset of \$0.9 million and \$0.7 million, respectively, related to the amortization of demobilization revenue included in other assets.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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### *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 June 30, 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 June 30, 2019 and December 31, 2018, accounts receivable included \$12.5 million and \$7.5 million, respectively, of accrued revenues. At June 30, 2019, the Company included \$7.1 million in accrued receivables related to the Petrobras rate adjustment for tax law changes (see Note 9).

## 8. Earnings (Loss) Per Share

The components of the numerator and denominator for the calculation of basic and diluted earnings (loss) per share are as follows for the three and six months ended June 30, 2019 and 2018:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Numerator:				
Net income (loss)	\$ (870,084)	\$ 7,089,760	\$ 5,962,137	\$ (8,681,935)
Denominator:				
Weighted-average shares outstanding - basic and diluted	252,199,264	252,199,264	252,199,264	252,199,264
Earnings per share - basic and diluted	\$ (0.00)	\$ 0.03	\$ 0.02	\$ (0.03)

## 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 a partial rate adjustment. The Company believes that a full rate adjustment is probable, and as a result, the Company expects a final settlement comprised of retroactive and prospective rate adjustments by year-end 2019.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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Accordingly, the Company reclassified these accrued revenues in other assets, now totaling \$7.1 million, to accounts receivable at June 30, 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 six months ended June 30, 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 June 30, 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 \$48,000 and \$36,000 for the three months ended June 30, 2019 and 2018, respectively, and \$98,000 and \$64,000 for the six months ended June 30, 2019 and 2018, respectively.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

### 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 Bassoe . In June 2019, the Company and Bassoe terminated the commission fee arrangement for a lump sum payment of \$750,000. Fees and reimbursements for such services were approximately \$0.8 million and \$0.2 million for the three months ended June 30, 2019 and 2018, respectively, and \$0.8 million and \$0.4 million for the six months ended June 30, 2019 and 2018, respectively.

#### *Rig Services and Products*

The Company received products and services from AXON, a company with common ownership, for *BassDrill Beta* of \$0.9 million and \$26,000 for the three months ended June 30, 2019, and 2018, respectively, and \$1.8 million and \$0.3 million for the six months ended June 30, 2019 and 2018, respectively.

#### *Accounts Receivable and Accounts Payable*

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

	June 30, 2019	December 31, 2018
BDA2	\$ 80,672	\$ 70,965
Other	2,948	-
<b>Accounts receivable - related parties</b>	<b>\$ 83,620</b>	<b>\$ 70,965</b>

  

	June 30, 2019	December 31, 2018
AXON	\$ 503,345	\$ 77,560
Bassoe	750,000	-
Other	40,977	39,163
<b>Accounts payable - related parties</b>	<b>\$ 1,294,322</b>	<b>\$ 116,723</b>

### 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.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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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 June 30, 2019 and December 31, 2018, the Company had interest rate swaps with total notional amounts of \$108.7 million and \$119.8 million, respectively, that fixed the variable rate on the Term Loan between 1.11% and 1.31%.

At June 30, 2019 and December 31, 2018, the Company valued the interest rate swaps as a net asset of \$1.5 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 June 30, 2019 and 2018, the Company recognized \$1.7 million of interest expense and \$1.5 million of interest income, respectively, and \$2.6 million of interest expense and \$0.1 million of interest income for the six months ended June 30, 2019 and 2018, 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 June 30, 2019 and December 31, 2018, the Company valued the foreign currency exchange rate swap as a current liability of \$0.1 million and \$0.5 million, respectively. For the three and six months ended June 30, 2019, the Company recognized \$0.2 million and \$0.4 million, respectively, 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.

# Atlantica Tender Drilling Ltd. & Subsidiaries

## Notes to Consolidated Financial Statements

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In September 2019, the Company completed a one-year extension and amendment of its current debt agreements. See Note 6 for further discussion.

As a condition of the September 2019 Bond amendment and extension (see Note 6), the Company's majority shareholder has agreed to underwrite an equity raise up to \$5.0 million in October 2019.