#### FRANKLIN ELECTRIC CO INC

Form S-8 December 19, 2003

As filed with the Securities and Exchange Commission on December 19,2003

Registration No. 333-\_\_\_

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SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933

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FRANKLIN ELECTRIC CO., INC. (Exact name of registrant as specified in its charter)

DELAWARE 35-0827455

(State or other jurisdiction of (I.R.S. Employer Incorporation or organization) Identification No.)

400 EAST SPRING STREET
BLUFFTON, INDIANA 46714
(Address of principal executive offices)

FRANKLIN ELECTRIC CO., INC. STOCK OPTION PLAN

(F/K/A FRANKLIN ELECTRIC CO., INC. 1996 EMPLOYEE STOCK OPTION PLAN)

(Full title of the plan)

GREGG C. SENGSTACK

SENIOR VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND SECRETARY

FRANKLIN ELECTRIC CO., INC.

400 EAST SPRING STREET

BLUFFTON, INDIANA 46714

(260) 824-2900

WITH A COPY TO:

ROBERT J. REGAN
SCHIFF HARDIN & WAITE
6600 SEARS TOWER
CHICAGO, ILLINOIS 60606-6473
(312) 258-5500

\_\_\_\_\_

#### CALCULATION OF REGISTRATION FEE

		PROPOSED	PROPOSED	
TITLE OF SECURITIES TO BE	AMOUNT	MAXIMUM	MAXIMUM	
REGISTERED	TO BE	OFFERING	AGGREGATE	
	REGISTERED	PRICE PER SHARE	OFFERING	
	(1)(2)(3)	(1)(2)	PRICE (1)(2)	
Common Stock, par value				
\$.10 per share, including	334,000	\$59.40	\$19,839,600	
related Common Stock Purchase	,	, 53 • 10	1 = 2 , 3 0 3 , 0 0 0	
Rights				

- (1) The 334,000 shares being registered under the Franklin Electric Co., Inc. Stock Opt Plan) were previously registered on a registration statement on Form S-8 (File No. remained unissued under the Franklin Electric Co., Inc. Amended and Restated 1996 N Director Stock Option Plan (the Nonemployee Director Plan). As explained below, the Director Plan was merged with and into the Plan on April 25, 2003. The Registrant registration fee of \$3,700.62 for the shares covered by the registration statement Nonemployee Director Plan, of which \$2,942.81 relates to the 334,000 unissued share is concurrently filing a post-effective amendment to that registration statement to 334,000 shares, and is hereby carrying forward those shares and the associated regist previously paid with respect to those shares to this Registration Statement. Because being carried forward exceeds the filing fee calculated for this Registration Statement no additional filing fee is being paid at this time.
- Estimated solely for the purpose of calculating the registration fee pursuant to Ruthe Securities Act of 1933, as amended, on the basis of \$59.40 per share, the averable sales prices of the Common Stock reported on the National Association of Securi Automated Quotation System on December 12, 2003, with respect to 334,000 shares. Este being carried over as described above in Note 1 exceeds the filing fee calculated Restriction Statement, no additional fee is due with respect to this Registration Statement to Pulse 416 of the Committies Date of 1022, as a granded, this Posistration Statement.
- (3) Pursuant to Rule 416 of the Securities Act of 1933, as amended, this Registration S also cover any additional shares of Common Stock which become issuable under the Pl any stock dividend, stock split, recapitalization or any other similar transaction the receipt of consideration which results in an increase in the number of the outs Common Stock.

#### EXPLANATORY NOTE

The Nonemployee Director Plan was merged with and into the Franklin Electric Co., Inc. 1996 Employee Stock Option Plan, effective April 25, 2003. In connection therewith, the name of the merged plan was changed to the "Franklin Electric Co., Inc. Stock Option Plan."

STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"

The contents of the Registration Statement on Form S-8 (File No.

333-01959), filed by the Registrant with the Securities and Exchange Commission on March 26, 1996, registering shares of its Common Stock, par value \$0.10 per share issuable under the Franklin Electric Co., Inc. 1996 Employee Stock Option Plan (which, as explained above, is now known as the Franklin Electric Co., Inc. Stock Option Plan), are hereby incorporated by reference. SEE footnote (1) above with respect to 334,000 shares carried forward to this Registration Statement.

#### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this Registration Statement (other than the exhibits and the signature page) is set forth in the Registration Statement on Form S-8 (File No. 333-01959), as described above, and is incorporated herein by reference.

ITEM 8. EXHIBITS.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this registration statement.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bluffton, State of Indiana, on this 12th day of December, 2003.

FRANKLIN ELECTRIC CO., INC.

By: /s/ R. Scott Trumbull

R. Scott Trumbull Chairman of the Board and Chief Executive Officer

Each person whose signature appears below appoints each of R. Scott Trumbull and Gregg C. Sengstack as such person's true and lawful attorney to execute in the name of each such person, and to file, any amendments to this registration statement that such attorney deems necessary or desirable to enable the Registrant to comply with the Securities Act of 1933, and any rules, regulations, and requirements of the Commission with respect thereto, in connection with the registration of the shares of Common Stock (and the related Common Stock Purchase Rights attached thereto) that are subject to this registration statement, which amendments may make such changes in such registration statement as the above-named attorneys deem appropriate, and to comply with the undertakings of the Registrant made in connection with this registration statement, and each of the

DATE

undersigned hereby ratifies all that said attorneys will do or cause to be done by virtue hereof.  $\,$ 

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

TITLE

SIGNATURE

SIGNATURE	TITLE	DATE		
/s/ R. Scott Trumbull	Chairman of the Board and Chief Executive	December	12,	2003
R. Scott Trumbull	Officer (Principal Executive Officer)			
/s/ Gregg C. SengstackGregg C. Sengstack	Financial Officer and Secretary	December	12,	2003
	(Principal Financial and Accounting Officer)			
/s/ Jerome D. Brady	Director	December	12,	2003
Jerome D. Brady				
/s/ David A. Roberts	Director	December	16,	2003
David A. Roberts				
/s/ Robert H. Little	Director	December	12,	2003
Robert H. Little				
/s/ Patricia Schaefer	Director	December	12,	2003
Patricia Schaefer				
/s/ Donald J. Schneider	Director	December	12,	2003
Donald J. Schneider				
/s/ Howard B. Witt	Director	December	12,	2003
Howard B. Witt				

#### EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT
4.1	Amended and Restated Articles of Incorporation of Franklin Electric Co, Inc. (incorporated herein by reference to the Company's Form 10-Q for the quarter ended April 3, 1999)
4.2	By-laws of Franklin Electric Co., Inc. as amended to date (incorporated herein by reference to the Company's Form 10-K for the year ended December 28, 2002)
4.3	Rights Agreement dated as of October 15, 1999 between Franklin Electric Co., Inc. and Illinois Stock Transfer Company (incorporated herein by reference to the Company's registration statement on Form 8-A dated October 15, 1999)
5	Opinion of Schiff Hardin & Waite
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Schiff Hardin & Waite (contained in its opinion filed herein as Exhibit 5)
24	Powers of Attorney (as set forth in the signature pages hereto)

ONT-SIZE: 10pt; FONT-FAMILY: 'Times New Roman', Times, serif; FONT-WEIGHT: bold; COLOR: #000000; TEXT-ALIGN: left">Dynagas LNG Partners LP Announces the Date of its 2016 Annual General Meeting of Limited Partners

MONACO- October 7, 2016 – Dynagas LNG Partners LP ("Dynagas Partners" or the "Partnership") (NYSE: DLNG), a growth-oriented limited partnership focused on owning and operating LNG carriers, announced today that its Board of Directors (the "Board") has scheduled the Partnership's 2016 Annual General Meeting of Limited Partners (the "Meeting") to be held on November 22, 2016 at 4:00 p.m., local time, at 97 Poseidonos Avenue & 2 Foivis Street, Glyfada, Greece. The Board has fixed a record date of September 30, 2016 (the "Record Date") for the determination of the Limited Partners entitled to receive notice of and to vote at the Meeting or any adjournment thereof. The Partnership's Notice of the Meeting and Proxy Statement will be mailed on or about October 11, 2016 to Limited Partners of record as of the Record Date and will be furnished to the Securities and Exchange Commission (the "Commission") and available on the Commission's website at www.sec.gov. The Notice of the Meeting and Proxy Statement and the Partnership's 2015 Annual Report are also available on the Partnership's website at www.dynagaspartners.com.

### Forward-Looking Statements:

The statements in this press release that are not historical facts may be forward-looking statements. The forward-looking statements in this press release are based upon various assumptions. Although the Partnership believes that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond the Partnership's control, the Partnership cannot assure you that it will achieve or accomplish these expectations, beliefs or

projections. In addition, there are important factors that could cause actual results to differ materially from those discussed in the forward-looking statements. Please see our filings with the Securities and Exchange Commission for a more complete discussion of these risks, uncertainties, and other important factors. The information set forth herein speaks only as of the date hereof, and the Partnership disclaims any intention or obligation to update any forward-looking statements.

**Contact Information:** 

Dynagas LNG Partners LP 23, Rue Basse, 98000 Monaco Attention: Michael Gregos

Tel. +37799996445

Email: management@dynagaspartners.com

Investor Relations/ Financial Media:

Nicolas Bornozis President Capital Link, Inc.

230 Park Avenue, Suite 1536

New York, NY 10169 Tel. (212) 661-7566

E-mail: dynagas@capitallink.com

Exhibit 99.2

# TO THE LIMITED PARTNERS OF DYNAGAS LNG PARTNERS LP OCTOBER 11, 2016

Enclosed is a Notice of the 2016 Annual Meeting (the "Meeting") of limited partners (the "Limited Partners") of Dynagas LNG Partners LP (the "Partnership") which will be held at 97 Poseidonos Avenue and 2 Foivis Street, 166-74 Glyfada, Athens, Greece on November 22, 2016 at 4:00 p.m., local time.

At this Meeting, the Limited Partners will consider and vote upon the following proposals:

- 1. To elect Alexios Rodopoulos as a Class II Director to serve for a three-year term until the 2019 Annual Meeting of Limited Partners ("Proposal One");
- 2. To approve the appointment of Ernst & Young (Hellas) Certified Auditors Accountants S.A. as the Partnership's independent auditors for the fiscal year ending December 31, 2016 ("Proposal Two"); and
- 3. To transact other such business as may properly come before the Meeting or any adjournment thereof. Adoption of Proposal One requires the affirmative vote of a plurality of the votes of the outstanding common units of the Partnership present in person or represented by proxy at the Meeting. Adoption of Proposal Two requires the vote of a majority of the outstanding units of the Partnership entitled to vote in person or by proxy at the Meeting. You are cordially invited to attend the Meeting in person. If you attend the Meeting, you may revoke your proxy and vote your units in person.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, IT IS IMPORTANT THAT YOUR UNITS BE REPRESENTED AND VOTED AT THE MEETING. ACCORDINGLY, IF YOU HAVE ELECTED TO RECEIVE YOUR PROXY MATERIALS BY MAIL, PLEASE DATE, SIGN AND RETURN THE PROXY CARD TO BE MAILED TO YOU ON OR ABOUT OCTOBER 11, 2016, WHICH DOES NOT REQUIRE POSTAGE IF MAILED IN THE UNITED STATES. ANY SIGNED PROXY RETURNED AND NOT COMPLETED WILL BE VOTED IN FAVOR OF ALL THE PROPOSALS PRESENTED IN THE PROXY STATEMENT. IF YOU RECEIVED YOUR PROXY MATERIALS OVER THE INTERNET, PLEASE VOTE BY INTERNET OR BY TELEPHONE IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS THAT YOU WILL RECEIVE IN THE MAIL. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON. ALL LIMITED PARTNERS MUST PRESENT A FORM OF PERSONAL PHOTO IDENTIFICATION IN ORDER TO BE ADMITTED TO THE MEETING.

IN ADDITION, IF YOUR UNITS ARE HELD IN THE NAME OF YOUR BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO ATTEND THE ANNUAL MEETING, YOU MUST BRING AN ACCOUNT STATEMENT OR LETTER FROM YOUR BROKER, BANK OR OTHER NOMINEE INDICATING THAT YOU WERE THE OWNER OF THE UNITS ON SEPTEMBER 30, 2016. THE VOTE OF EVERY LIMITED PARTNER IS IMPORTANT AND YOUR COOPERATION WILL BE APPRECIATED.

Very truly yours,

George Prokopiou Chairman

23, Rue Basse, 98000 Monaco

Tel: +377 9999 6445

Email: Management@dynagaspartners.com

Website: dynagaspartners.com

### DYNAGAS LNG PARTNERS LP NOTICE OF ANNUAL GENERAL MEETING OF LIMITED PARTNERS

NOTICE IS HEREBY given that the 2016 Annual Meeting (the "Meeting") of the limited partners (the "Limited Partners") of Dynagas LNG Partners LP (the "Partnership") will be held at 97 Poseidonos Avenue and 2 Foivis Street, 166-74 Glyfada, Athens, Greece on November 22, 2016 at 4:00 p.m., local time for the following purposes, of which items 1 and 2 are more completely set forth in the accompanying Proxy Statement:

- 1. To elect Alexios Rodopoulos as a Class II Director to serve for a three-year term until the 2019 Annual Meeting of Limited Partners ("Proposal One");
- To approve the appointment of Ernst & Young (Hellas) Certified Auditors Accountants S.A. as the Partnership's independent auditors for the fiscal year ending December 31, 2016 ("Proposal Two"); and
- 3. To transact other such business as may properly come before the Meeting or any adjournment thereof.

The Board of Directors of the Partnership has fixed the close of business on September 30, 2016 as the record date for the determination of the Limited Partners entitled to receive notice and to vote at the Meeting or any adjournment thereof.

Pursuant to the Partnership's Third Amended and Restated Agreement of Limited Partnership dated July 20, 2015, certain holders of the Partnership's common units may be prohibited from voting all or a portion of their common units at the Meeting.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, IT IS IMPORTANT THAT YOUR UNITS BE REPRESENTED AND VOTED AT THE MEETING. ACCORDINGLY, IF YOU HAVE ELECTED TO RECEIVE YOUR PROXY MATERIALS BY MAIL, PLEASE DATE, SIGN AND RETURN THE PROXY CARD TO BE MAILED TO YOU ON OR ABOUT OCTOBER 11, 2016, WHICH DOES NOT REQUIRE POSTAGE IF MAILED IN THE UNITED STATES. ANY SIGNED PROXY RETURNED AND NOT COMPLETED WILL BE VOTED IN FAVOR OF ALL THE PROPOSALS PRESENTED IN THE PROXY STATEMENT. IF YOU RECEIVED YOUR PROXY MATERIALS OVER THE INTERNET, PLEASE VOTE BY INTERNET OR BY TELEPHONE IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS THAT YOU WILL RECEIVE IN THE MAIL. IF YOU ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND VOTE IN PERSON. ALL LIMITED PARTNERS MUST PRESENT A FORM OF PERSONAL PHOTO IDENTIFICATION IN ORDER TO BE ADMITTED TO THE MEETING. IN ADDITION, IF YOUR UNITS ARE HELD IN THE NAME OF YOUR BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO ATTEND THE ANNUAL MEETING, YOU MUST BRING AN ACCOUNT STATEMENT OR LETTER FROM YOUR BROKER, BANK OR OTHER NOMINEE INDICATING THAT YOU WERE THE OWNER OF THE UNITS ON SEPTEMBER 30, 2016.

THE VOTE OF EVERY LIMITED PARTNER IS IMPORTANT AND YOUR COOPERATION WILL BE APPRECIATED.

By Order of the Board of Directors

George Prokopiou Chairman

October 11, 2016 Monaco

DYNAGAS LNG PARTNERS INC.

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PROXY STATEMENT FOR ANNUAL MEETING OF LIMITED PARTNERS TO BE HELD ON NOVEMBER 22, 2016

# INFORMATION CONCERNING SOLICITATION AND VOTING GENERAL

The enclosed proxy is solicited on behalf of the board of directors (the "Board") of Dynagas LNG Partners LP, a Marshall Islands limited partnership (the "Partnership"), for use at the 2016 Annual Meeting (the "Meeting") of its limited partners (the "Limited Partners") to be held at 97 Poseidonos Avenue and 2 Foivis Street, 166-74 Glyfada, Athens, Greece on November 22, 2016 at 4:00 p.m., local time, or at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Limited Partners. This Proxy Statement and the accompanying form of proxy are expected to be mailed to the Limited Partners entitled to vote at the Meeting on or about October 11, 2016.

#### **VOTING RIGHTS AND OUTSTANDING UNITS**

On September 30, 2016 (the "Record Date"), the Partnership had outstanding 20,505,000 common units representing limited partnership interests (the "Common Units"), 14,985,000 subordinated units representing limited partnership interests (the "Subordinated Units" and together with the Common Units, the "Units"), 35,536 general partner units, and 3,000,000 Series A Cumulative Redeemable Preferred Units. Each Limited Partner of record at the close of business on the Record Date is entitled to one vote for each Unit then held. The holders of a majority of all of the Partnership's outstanding Units of the class, classes or series for which the Meeting has been called present in person or by proxy at the Meeting shall constitute a quorum for the purposes of the Meeting. The Units represented by any proxy in the enclosed form will be voted in accordance with the instructions given on the proxy if the proxy is properly executed and is received by the Partnership prior to the close of voting at the Meeting or any adjournment or postponement thereof. Any proxies returned without instructions will be voted FOR the proposals set forth on the Notice of Annual Meeting of Limited Partners.

The Common Units are listed on the New York Stock Exchange under the symbol "DLNG."

Pursuant to the Partnership's Third Amended and Restated Agreement of Limited Partnership dated July 20, 2015 (the "Partnership Agreement"), certain holders of the Partnership's Common Units may be prohibited from voting all or a portion of their Common Units at the Meeting.

### **REVOCABILITY OF PROXIES**

A Limited Partner giving a proxy may revoke it at any time before it is exercised. A proxy may be revoked by filing with the Partnership at the Partnership's executive offices, 23, Rue Basse, 98000 Monaco, a written notice of revocation by a duly executed proxy bearing a later date, or by attending the Meeting and voting in person.

#### PROPOSAL ONE

#### **ELECTION OF CLASS II DIRECTOR**

In accordance with the Partnership Agreement, the Board consists of two directors appointed by the Partnership's General Partner, Dynagas GP LLC (the "General Partner") in its sole discretion (the "Appointed Directors") and three directors elected by the holders of the Common Units (the "Elected Directors"). The Appointed Directors are George Prokopiou and Tony Lauritzen, each holding office until his successor is duly appointed by the General Partner and qualified or until his earlier death, resignation or removal. The Elected Directors are divided into three classes and are elected to serve staggered three-year terms and until such director's successor is duly elected and qualified, or until his earlier death, resignation or removal. The term of the Partnership's Class II Director expires at the Meeting.

Accordingly, the Board has nominated Alexios Rodopoulos, the current Class II Director, for election as Class II Director whose term would expire at the Partnership's 2019 Annual General Meeting of Limited Partners.

Unless the proxy is marked to indicate that such authorization is expressly withheld, the persons named in the enclosed proxy intend to vote the units authorized thereby FOR the election of the following nominee. It is expected that the nominee will be able to serve, but if before the election it develops that the nominee is unavailable, the persons named in the accompanying proxy will vote for the election of such substitute nominee as the current Board may recommend.

Nominee for Election to the Partnership's Board

Information concerning the nominee for Class II Director of the Partnership is set forth below:

Name Age Position

Alexios Rodopoulos 69 Class II Director

#### Alexios Rodopoulos, Class II Director

Mr. Alexios Rodopoulos has served as one of the Partnership's directors since the closing of the Partnership's initial public offering in November 2013 and also serves as Chairman of the Partnership's Audit Committee. Mr. Rodopoulos is an independent shipping business consultant, operating through his family-owned company, Rodofin Business Consultants Ltd. From 1999 until 2011, Mr. Rodopoulos served as the Head of Shipping (Piraeus) of Royal Bank of Scotland (RBS), where he served as Assistant Manager, Manager and Senior Manager from 1975 to 1999. Mr. Rodopoulos is a graduate of the Economic University of Athens, Greece.

Required Vote. Adoption of Proposal One requires the affirmative vote of a plurality of the votes of the outstanding Common Units of the Partnership present in person or represented by proxy at the Meeting. Pursuant to the Partnership Agreement, certain holders of the Partnership's Common Units may be prohibited from voting all or a portion of their Common Units at the Meeting.

Effect of abstentions. Abstentions will not affect the vote on Proposal One.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE IN FAVOR OF THE PROPOSED DIRECTOR. UNLESS REVOKED AS PROVIDED ABOVE, PROXIES RECEIVED BY MANAGEMENT WILL BE VOTED IN FAVOR OF THE PROPOSED DIRECTOR UNLESS A CONTRARY VOTE IS SPECIFIED.

#### PROPOSAL TWO

# APPROVAL OF APPOINTMENT OF INDEPENDENT AUDITORS

The Board is submitting for approval at the Meeting the selection of Ernst & Young (Hellas) Certified Auditors Accountants S.A ("Ernst & Young (Hellas)") as the Partnership's independent auditors for the fiscal year ending December 31, 2016.

Ernst & Young (Hellas) has advised the Partnership that the firm does not have any direct or indirect financial interest in the Partnership, nor has such firm had any such interest in connection with the Partnership during the past three fiscal years.

All services rendered by the independent auditors are subject to review by the Partnership's Audit Committee.

Required Vote. Adoption of Proposal Two requires the vote of a majority of the outstanding Units of the Partnership entitled to vote in person or by proxy at the Meeting.

Effect of abstentions. Abstentions will not affect the vote on Proposal Two.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG (HELLAS) AS INDEPENDENT AUDITORS OF THE PARTNERSHIP FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. UNLESS REVOKED AS PROVIDED ABOVE, PROXIES RECEIVED BY MANAGEMENT WILL BE VOTED IN FAVOR OF SUCH APPROVAL UNLESS A CONTRARY VOTE IS SPECIFIED.

#### **SOLICITATION**

The cost of preparing and soliciting proxies will be borne by the Partnership. Solicitation will be made primarily by mail, but Limited Partners may be solicited by telephone, e-mail, or personal contact.

#### ELECTRONIC DELIVERY

Documents related to the Meeting, including the Partnership's latest annual report may be accessed on the Partnership's website at: www.dynagaspartners.com.

For Limited Partners who hold their Units through a bank or brokerage account, instead of receiving future copies of these documents by mail, Limited Partners can elect to receive an e-mail that will provide electronic links to the proxy materials. Opting to receive your proxy materials online will save the Partnership the cost of producing and mailing documents to your home or business, and will also give you an electronic link to the proxy voting site.

#### OTHER MATTERS

No other matters are expected to be presented for action at the Meeting. Should any additional matter come before the Meeting, it is intended that proxies in the accompanying form will be voted in accordance with the judgment of the person or persons named in the proxy.

By Order of the Board of Directors

George Prokopiou Chairman

October 11, 2016 Monaco