

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN Re TOP TANKERS, INC.
SECURITIES LITIGATION

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Civil Action No. 06 Civ. 13761 (CM)(KNF)

Judge Colleen McMahon

**NOTICE OF PROPOSED SETTLEMENT, MOTION FOR
ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES AND FAIRNESS HEARING**

This Notice provides you with important information concerning the settlement with defendants (the "Settlement") in the above-captioned action (the "Action"), which has been brought against defendants TOP Ships Inc. (formerly TOP Tankers Inc.) ("TOPT" or the "Company"), Evangelos Pistiolis and Stamatis Tsantanis (the "Defendants") relating to TOPT common stock purchased or acquired during the period described below. Your rights may be affected by this Notice. If you wish to participate in the Settlement you must act by September 12, 2008. You should read this Notice carefully.

TO: All persons and entities who purchased or otherwise acquired the common stock of TOPT between March 13, 2006 and November 29, 2006, inclusive (the "Class").

A federal court authorized this notice. This is not a solicitation from a lawyer.

- The Settlement resolves class action litigation brought by Lead Plaintiff Joseph A. DeShayes, Jr. ("Lead Plaintiff"), on behalf of the Class, concerning misrepresentations and omissions allegedly made by the Defendants during the period between March 13, 2006 and November 29, 2006, inclusive (the "Class Period") in connection with TOPT's accounting for a "seller's credit" associated with thirteen sale and leaseback transactions totaling \$550 million completed by TOPT in the first and second quarters of 2006.
- The Settlement provides for a recovery of \$1,200,000 (the "Settlement Amount"). The Class will also receive interest on the Settlement Amount. The Settlement Amount plus interest, is referred to herein as the Gross Settlement Fund. The Gross Settlement Fund, less any award of attorneys' fees, reimbursement of litigation expenses and other Court-approved costs, including any award for reimbursement of time and expenses to Lead Plaintiff (the "Net Settlement Fund"), will be distributed solely to Class Members who timely submit acceptable Proof of Claim and Release forms ("Proofs of Claim"). *See* Question 9 on page 6.
- In exchange for the payment set forth above, the Class shall release all Settled Claims (defined below) against the Defendants and the Released Parties (defined below).
- The Defendants disagree with Lead Plaintiff on the amount of damages, if any, that could have been recovered if the Class prevailed on each claim at trial. Lead Plaintiff estimates that if all Class Members make a claim against the Gross Settlement Fund, the average payment to Class Members will be \$0.08 per share of TOPT common stock, based upon an estimate of 14,980,000 shares traded and damaged during the Class Period. *See* Question 7 on page 4. **Please note that these amounts are only estimates.**
- Lead Counsel intends to seek an award of attorneys' fees of up to 30% of the Settlement Amount, plus interest earned at the same rate earned by the Class. Lead Counsel has been litigating this Action without any payment whatsoever. In addition, Lead Counsel will seek reimbursement of the litigation expenses Lead Counsel has incurred in connection with the prosecution of this Action in an amount not to exceed \$35,000. If the Court approves Lead Counsel's fee and expense application, the average reduction to the recovery per share of TOPT common stock will be approximately \$0.02.
- Lead Plaintiff is also moving the Court to award a payment of up to \$5,000 to Lead Plaintiff for his reasonable costs and expenses (including lost wages) directly relating to his representation of the Class.
- In reaching the Settlement, Lead Plaintiff and Defendants have avoided the cost and time of a trial, and Lead Plaintiff has agreed to the Settlement to avoid the risk of dismissal of some or all of the claims of the Class against the Defendants. The Defendants do not believe that they violated the federal securities laws, deny all allegations of wrongdoing asserted against them, and deny that any of TOPT's public statements were materially false or misleading. They have also asserted affirmative defenses to the claims alleged in this Action. Accordingly, Defendants assert that they are not liable to the Class for any amount of damages.

YOUR LEGAL RIGHTS AND OPTIONS

SUBMIT A CLAIM FORM (SEPTEMBER 12, 2008)	This is the only way to receive a payment in the Settlement. A copy of the Proof of Claim and Release form is enclosed, and is also available at www.strategicclaims.net . See Question 9 on page 6.
EXCLUDE YOURSELF (JULY 2, 2008)	You will not receive any payment in connection with this Settlement. This is the only option that allows you ever to be part of any other lawsuit against the Defendants and/or the Released Parties concerning any Settled Claim. See Question 12 on page 7.
OBJECT (JULY 2, 2008)	File with the Clerk of Court your written concerns or objections to the Settlement, the Plan of Allocation, Lead Counsel’s request for attorneys’ fees and reimbursement of litigation expenses or the application for reimbursement of time and expenses to Lead Plaintiff. See Question 15 on page 8.
ATTEND A HEARING (JULY 31, 2008)	Ask to speak in Court about the fairness of the Settlement, the Plan of Allocation, the requested attorneys’ fees and reimbursement of expenses or the application for reimbursement of time and expenses to Lead Plaintiff. See Question 17 on page 8.
DO NOTHING	If you are a Class Member and you do not either submit a Proof of Claim and Release form or request exclusion, you will be bound by the release of the Defendants and Released Parties, you will receive no payment, and you will not be able to bring or pursue any Settled Claims in any other lawsuit or arbitration against the Released Parties.

- These rights and options—**and the deadlines to exercise them**—are explained in this Notice. Please note the date of the Settlement Hearing—currently scheduled for July 31, 2008—is subject to change without further notice. If you plan to attend the Settlement Hearing, you should check the website, www.strategicclaims.net, or with Lead Counsel as set forth herein to be sure that no change to the date and time of the hearing has been made.
- The Court in charge of this Action still has to decide whether to approve the Settlement. Payments will be made to Class Members only if certain conditions set forth in the Stipulation are satisfied, including the Court approving the Settlement and that approval being upheld in appeals that are filed, if any.
- Further information regarding the Settlement may be obtained by contacting Lead Counsel: Schiffrin Barroway Topaz & Kessler, LLP, Katharine M. Ryan or Benjamin J. Sweet, 280 King of Prussia Road, Radnor, PA 19087, 610-667-7600.

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1. Why did I receive this notice package?

You or someone in your family may have purchased or otherwise acquired the common stock of TOPT between March 13, 2006 and November 29, 2006, inclusive. If the description above applies to you, you may be part of the Class and may have a right to know about the proposed Settlement of the Action and about all of your options.

2. What is this lawsuit about?

Beginning on December 5, 2006, ten putative securities class actions were filed in the Court against TOPT and certain of the Company's executive officers. By order dated July 30, 2007, the Court consolidated the above-referenced actions under the above caption, appointed Lead Plaintiff to prosecute the actions on behalf of the Class, and appointed Lead Counsel (defined herein) as lead counsel in the Action.

On August 17, 2007, Lead Plaintiff filed a Consolidated Class Action Complaint (the "Complaint") asserting claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, and Rule 10b-5 promulgated thereunder, against Defendants. Defendants moved to dismiss the Complaint on September 20, 2007. Shortly thereafter, Lead Plaintiff filed an unopposed motion for leave to amend the Complaint in response to certain of the information contained in Defendants' motion to dismiss.

Lead Plaintiff filed a Corrected and Amended Consolidated Class Action Complaint (the "Amended Complaint") on October 5, 2007. The Amended Complaint alleged, among other things, that during the Class Period, Defendants recklessly issued false and misleading financial statements in connection with TOPT's accounting for a "seller's credit" associated with thirteen sale and leaseback transactions totaling \$550 million completed in the first and second quarters of 2006.

Defendants moved to dismiss the Amended Complaint on October 17, 2007. While Defendants' motion to dismiss was pending, Lead Plaintiff sat for a deposition on November 27, 2007. On December 18, 2007, following briefing on the motion to dismiss by both sides, the Court denied Defendants' motion to dismiss and ordered limited discovery on certain issues related to Lead Plaintiff's claims.

Thereafter, the Parties embarked on the Court-ordered discovery. Over the course of several weeks, Lead Plaintiff (i) reviewed and analyzed approximately 400 pages of documents produced by Defendants; (ii) issued a third-party subpoena to Ernest & Young ("E&Y") and was in the process of negotiating the production of documents by E&Y as well as the deposition of an E&Y accountant; and (iii) noticed the depositions of the Individual Defendants and a member of TOPT's board of directors. On January 3, 2008, Defendants filed an Answer to the Amended Complaint denying the allegations contained therein.

While discovery was ongoing, the Parties began discussing a possible resolution of the Action, which negotiations resulted in the Settlement described herein.

Based upon their independent investigation as well as the discovery detailed above, Lead Plaintiff and Lead Counsel believe that the Settlement provides a substantial recovery for the Class. Especially here, where Defendants raised significant defenses, particularly to scienter, Lead Counsel believes that the Class faced substantial risks in taking this Action to trial. Based on their evaluation, Lead Plaintiff and Lead Counsel have determined that the Settlement is fair, reasonable and adequate and in the best interests of the Class.

The Defendants, while affirmatively denying wrongdoing, fault and liability, consider it desirable and in their best interests that the Action be dismissed against them according to the terms of the proposed Settlement in order to avoid the further expense, uncertainty and distraction of protracted litigation.

3. Why is this Action a class action?

In a class action, one or more persons or entities called lead plaintiff(s) or class representative(s), sue on behalf of other investors who have similar claims based upon their transactions in a given security. All of those persons and/or entities are referred to collectively as a "class," or individually as a "class member." One court resolves the issues for all class members, except for those persons or entities who exclude themselves from the class (as explained below).

4. Why is there a Settlement?

The Court did not decide in favor of either Lead Plaintiff or the Defendants in this Action. Instead, Lead Plaintiff and the Defendants agreed to settle before obtaining final rulings from the Court or a jury. As explained above, Lead Plaintiff and Lead Counsel believe the Settlement is beneficial for all Class Members. In addition, the Defendants consider it desirable and in their best interests that the Action be dismissed against them under the terms of the proposed Settlement in order to avoid the further expense, uncertainty and distraction of protracted litigation.

5. How do I know if I am included in the Settlement?

The Class includes: all persons and entities who purchased or otherwise acquired the common stock of TOPT between March 13, 2006 and November 29, 2006, inclusive, ***except those persons and entities that are excluded, as described below.***

You are not a Class Member if you are one of the following: a Defendant, the officers and directors of the Company, members of their immediate families and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest.

Also excluded from the Class are persons and entities who exclude themselves by filing a request for exclusion in accordance with the requirements set forth in this Notice as described in Question 12 below.

If one of your mutual funds purchased or owns TOPT common stock that alone does not make you a Class Member. Contact your broker to see whether you purchased TOPT common stock during the Class Period.

6. What if I still am not sure whether I am included as a Class Member?

If you are still not sure whether you are included, you can ask for free help. You can call 1-866-274-4004 or visit www.strategicclaims.net for more information. Or you can fill out and return the claim form described on page 6, in Question 9, to see if you qualify.

7. What does the Settlement Provide?

The Settlement provides a recovery of \$1,200,000. The Settlement Amount, plus interest, is referred to herein as the Gross Settlement Fund. The Net Settlement Fund will be distributed solely to Class Members who submit acceptable Proofs of Claim. *See* Question 9 on page 6.

The Settlement, if approved, will result in the dismissal of the claims asserted in the Action against Defendants and the release by all Class Members of all Settled Claims against the Released Parties, as defined below in Question 11.

As stated above, Lead Counsel estimates that the average recovery under the Settlement will be \$0.08 per damaged share of TOPT common stock. The actual recovery of any particular Class Member will depend on the following: (1) the number of claims filed; (2) when a Class Member purchased or acquired TOPT common stock during the Class Period; (3) whether a Class Member sold or retained their TOPT common stock during the Class Period and if sold, when that transaction took place; (4) taxes and administrative costs, including the costs of this Notice; (5) the amount awarded by the Court for attorneys' fees and expenses; and (6) the amount awarded by the Court for reimbursement of time and expense to the Lead Plaintiff. Distributions to Class Members will be made based on the Plan of Allocation described below in Question 8, or as otherwise approved by the Court.

The Defendants do not agree with Lead Plaintiff as to the maximum amount that the Class could have recovered had Lead Plaintiff prevailed at trial and on appeal. In this regard, the Parties disagree regarding the following issues in connection with liability and damages: (1) whether Defendants made any false and misleading statements or whether such statements could be attributed to them; (2) whether the Defendants engaged in any deceptive or manipulative conduct; (3) whether the Defendants' conduct or statements were actionable under any law, including the federal securities laws; (4) whether the Defendants made the statements or engaged in the conduct with the requisite knowledge to constitute fraud; (5) the appropriate economic model for determining the amount by which TOPT common stock was allegedly artificially inflated (if at all) during the Class Period; and (6) the extent to which the various matters that Lead Plaintiff alleges were materially false or misleading (if at all) influenced and artificially inflated (if at all) the trading price of TOPT common stock at various times during the Class Period.

The Net Settlement Fund will be divided among all Class Members who submit valid Proofs of Claim before the deadline for submission.

8. Payment pursuant to the Settlement

The proposed Plan of Allocation provides for distribution of the Gross Settlement Fund, less all taxes, approved costs, fees and expenses (the "Net Settlement Fund"). The Net Settlement Fund will be distributed to all Class Members who submit timely, valid and signed Proofs of Claim ("Authorized Claimants") and whose payment from the Net Settlement Fund is not less than ten dollars (\$10.00).

All Proof of Claim forms must be postmarked or received by September 12, 2008, addressed as follows:

In re Top Tankers, Inc. Securities Litigation
c/o Strategic Claims Services
Claims Administrator
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

Unless otherwise ordered by the Court, any Class Member who fails to submit a properly completed and signed Proof of Claim within such period as may be ordered by the Court shall be forever barred from receiving any payments pursuant to the Stipulation, but will in all other respects be subject to the provisions of the Stipulation, including the terms of any judgment(s) entered by the Court and the releases given.

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's "Recognized Claim." The Recognized Claim formula is not intended to be an estimate of the amount of what a Class Member might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Claim formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants.

The Plan of Allocation generally measures the amount of loss that a Class Member can claim under the Settlement for the purpose of making *pro rata* allocations of the cash in the Net Settlement Fund to Class Members who submit acceptable Proofs of Claim. The Plan of Allocation is not a formal damage analysis. The Plan of Allocation may be modified in connection with, among other things, a ruling by the Court, an objection filed by a Class Member, **without further notice to the Class**. In addition, The Plan of Allocation is a matter separate and apart from the proposed Settlement, and any decision by the Court concerning the Plan of Allocation shall not affect the validity or finality of the proposed Settlement.

Please note that although the Class Period includes November 29, 2006, persons who purchased and/or acquired TOPT common stock on November 29, 2006, are not recovering under the Plan of Allocation because the disclosure made on November 29, 2006 was made before the opening of trading that day.

Recognized Claims will be calculated for purposes of the Settlement as follows:

- A) For shares of TOPT common stock purchased or acquired between March 13, 2006 and June 26, 2006, inclusive (including purchases to cover shares sold short prior to the Class Period) and:
 - 1. Sold at a loss on or before June 26, 2006, the Recognized Claim per share is \$0.
 - 2. Sold at a loss between June 27, 2006 and November 28, 2006, inclusive, the Recognized Claim per share is the lesser of: (a) the purchase price paid (the "PPP") minus the sales proceeds and dividends received (the "SPR"); or (b) \$.83.
 - 3. Still held as of the close of trading on November 28, 2006, the Recognized Claim per share is the lesser of: (a) the PPP minus \$4.95 and dividends received; or (b) \$1.65.
- B) For shares of TOPT common stock purchased or acquired between June 27, 2006 and November 28, 2006, inclusive (including purchases to cover shares sold short prior to the Class Period) and:
 - 1. Sold at a loss on or before November 28, 2006, the Recognized Claim per share is \$0.
 - 2. Still held as of the close of trading on November 28, 2006, the Recognized Claim per share is the lesser of: (a) the PPP minus \$4.95; or (b) \$.82.

Consistent with the requirements of the Private Securities Litigation Reform Act of 1995, Recognized Claims are reduced to an appropriate extent by taking into account the closing prices of TOPT common stock during the 90-day period following the end of the Class Period. The mean (average) closing price for TOPT common stock during this 90-day period was \$4.95.

To the extent a claimant had a gain or "broke even" from his, her or its overall transactions in TOPT common stock during the Class Period, the value of the Recognized Claim will be zero and the claimant will not be entitled to a share of the Net Settlement Fund. To the extent that a claimant suffered a loss on his, her or its overall transactions in TOPT common stock during the Class Period, but that loss was less than the Recognized Claim calculated above, then the Recognized Claim shall be limited to the amount of the claimant's actual loss. A Recognized Claim that calculates to yield a negative number is treated as a Recognized Claim of zero. For purposes of determining whether a claimant had a gain or suffered a loss from his, her or its overall transactions in TOPT common stock during the Class Period, the Claims Administrator shall: (i) total the amount paid for all TOPT common stock purchased/acquired during the Class Period by the claimant (the "Total Purchase Amount"); (ii) match any sales of TOPT common stock during the Class Period first against the claimant's opening position in the stock (the proceeds of those sales will not be considered for purposes of calculating gains or losses); and (iii) total the amount received for sales and dividends of the remaining shares of TOPT common stock sold during the Class Period (the "Sales and Dividends Proceeds"). The difference between the Total Purchase Amount and the Sales and Dividends Proceeds will be deemed a claimant's gain or loss on his, her or its overall transactions in TOPT common stock during the Class Period.

In the event a Class Member has more than one purchase, acquisition or sale of TOPT common stock, all purchases, acquisitions and sales shall be matched on a First-In-First-Out (“FIFO”) basis, Class Period sales will be matched first against any shares of TOPT common stock held at the beginning of the Class Period, and then against purchases and acquisitions in chronological order, beginning with the earliest purchases and acquisitions made during the Class Period. A purchase/acquisition or sale of TOPT common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, devise or operation of law of TOPT common stock during the Class Period shall not be deemed a purchase, acquisition or sale for the calculation of an Authorized Claimant’s Recognized Claim nor shall it be deemed an assignment of any claim relating to the purchase and/or acquisition of TOPT common stock unless specifically provided in the instrument of gift or assignment.

Each Authorized Claimant shall be allocated a *pro rata* share of the Net Settlement Fund based on his, her or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants. The pro rata share will be determined by multiplying the Net Settlement Fund by a fraction, the numerator of which shall be the claimant’s Recognized Claim and the denominator of which shall be the Total Recognized Claims of all Authorized Claimants. The Court has reserved jurisdiction to allow, disallow, or adjust the Recognized Claim of any Class Member on equitable grounds.

An Authorized Claimant’s Recognized Claim is calculated based in part upon an estimation of the level of artificial inflation in the market prices of TOPT publicly traded common stock. Recognized Claims will be reduced dollar-for-dollar to the extent that (i) publicly traded TOPT common stock was purchased or acquired at a price below the lowest trading or published price for such publicly traded TOPT common stock on the date during the Class Period on which the purchase or acquisition was made (e.g., in a private sale or at a discounted price), or (ii) publicly traded TOPT common stock was sold at a price above the highest trading or published price for such publicly traded TOPT common stock on the date during the Class Period on which the sale was made.

Distributions will be made to Authorized Claimants whose claims entitle them to a payment of no less than \$10.00 after all claims have been processed and after the Court has finally approved the Settlement. Under no circumstances will a Recognized Claim exceed the out-of-pocket loss, not including commissions, taxes or other fees.

If any funds remain in the Net Settlement Fund by reason of un-cashed distributions or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund six (6) months after the initial distribution of such funds shall be re-distributed to Class Members who have cashed their initial distributions and who would receive at least \$10.00 from such re-distribution, after payment of any unpaid costs or fees incurred in administering the Net Settlement Fund for such re-distribution. If after six (6) months after such re-distribution any funds shall remain in the Net Settlement Fund, then such balance shall be contributed to non-sectarian, not-for-profit organization(s) designated by Lead Counsel after notice to the Court and subject to direction, if any, by the Court.

Lead Plaintiff, the Defendants, their respective counsel, and all other Released Parties shall have no responsibility for or liability whatsoever for the investment or distribution of the Settlement Fund, the Net Settlement Fund, the Plan of Allocation or the determination, administration, calculation, or payment of any Proof of Claim or non-performance of the Claims Administrator, the payment or withholding of taxes owed by the Settlement Fund, or any losses incurred in connection therewith. No person shall have any claim against Lead Plaintiff or his counsel or any claims administrator or other agent designated by Lead Plaintiff or his counsel, or against Defendants or Defendants’ counsel, based on distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court.

Please note that the term Recognized Claim is used solely for calculating the amount of participation by Authorized Claims in the Net Settlement Fund. It does not reflect the actual amount an Authorized Claim can expect to recover.

9. How can I receive a payment in the Settlement?

To qualify for payment, you must submit a Proof of Claim form. A Proof of Claim form is enclosed with this Notice. You may also obtain a Proof of Claim form on the Internet at www.strategicclaims.net. Read the instructions carefully, fill out the form, include all the documents the form asks for, sign it, and mail it postmarked no later than September 12, 2008.

10. When will I receive my payment in the Settlement?

The Court will hold a hearing on July 31, 2008 at 4:00 p.m. (“Settlement Hearing”) to decide whether to approve the Settlement. Even if the Court approves the Settlement, it could take more than a year before the Net Settlement

ment Fund is distributed to the Class Members because the Claims Administrator must process all of the Proofs of Claim, audit the results and follow up to cure deficient claims. As a result, the processing of claims is a complicated process which can take many months to complete.

11. What am I giving up to receive my payment in the Settlement?

Unless you exclude yourself, you are agreeing to remain in the Class and that means that if the Settlement is approved you will release all “Settled Claims” against the “Released Parties” (as defined below and in the Stipulation which is available on the internet at www.strategicclaims.net or through the mail upon request, and in the Proof of Claim). This means that you no longer have the right to pursue these claims in a court of law against the Defendants or any of the Released Parties. If you remain a member of the Class all of the Court’s orders will apply to you and legally bind you.

“Settled Claims” means any and all claims, debts, demands, rights or causes of action, suits, matters, and issues or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and Unknown Claims (as defined herein), (i) that have been asserted in the Action against any of the Released Parties, or (ii) that could have been asserted in any forum by Lead Plaintiff, the Class Members or any of them or the successors and assigns of any of them against any of the Released Parties which arise out of, are based upon, or relate to the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Action and related to the purchase or acquisition of TOPT common stock during the Class Period.

“Released Parties” means Defendants, their successors, past or present subsidiaries, parents, principals, affiliates, general or limited partners or partnerships, successors and predecessors, heirs, assigns, officers, directors, agents, employees, attorneys, advisors, insurers, co-insurers, re-insurers, consultants, administrators, estates, executors, trustees, personal representatives, immediate family members and any person, firm, trust, partnership, corporation, officer, director or other individual or entity in which any Defendant has a controlling interest or which is related to or affiliated with any Defendant, and the legal representatives, heirs, executors, administrators, trustees, successors in interest, or assigns.

12. How do I exclude myself from the Settlement?

To exclude yourself from the Settlement, you must send a letter by mail to the Claims Administrator saying that you want to be excluded from *In re Top Tankers, Inc. Securities Litigation*, Civil Action No. 06 Civ. 13761 (CM) (KNF). If you wish to exclude yourself from the Class, be sure to include your name, address, telephone number, and signature, and mail your exclusion request postmarked no later than July 2, 2008 to:

In re Top Tankers, Inc. Securities Litigation
c/o Strategic Claims Services
Exclusions
Claims Administrator
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

Requests for exclusion must also list the amount of TOPT common stock purchased, acquired, or sold during the Class Period, the prices paid or received, the date of each transaction and the amount or number of shares of TOPT common stock held as of the close of trading on March 12, 2006 and as of the close of trading on November 28, 2006.

You cannot exclude yourself on the website, by telephone or by e-mail. **If you do not follow these procedures—including meeting the date for exclusion set out above—you will not be excluded from the Class, and you will be bound by all of the orders and judgments entered by the Court regarding the Settlement.** You must exclude yourself even if you already have a pending case against any of the Released Parties based upon any Settled Claims.

If you ask to be excluded, you will not receive a Settlement payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit.

13. Do I have a lawyer in the case?

The Court approved Lead Counsel, the law firm of Schiffrin Barroway Topaz & Kessler, LLP, to represent you and the other Class Members in the Settlement. If you need to reach Lead Counsel to discuss any aspect of the Settlement, please address your inquiries to the attorneys named in Response to Question 15 below.

If you want to be represented by your own lawyer, you may hire one at your own expense.

14. How will the lawyers for the Class in the Settlement be paid?

Lead Counsel has litigated the Action on an entirely contingent basis, and has advanced the expenses of litigation with the expectation that if it were successful in recovering money for the Class, it would receive fees and be reimbursed for its expenses from the Gross Settlement Fund, as is customary in this type of litigation. Lead Counsel intends to apply for a fee of up to 30% of the Gross Settlement Fund, plus interest earned at the same rate as the Class. Lead Counsel is also seeking reimbursement of the costs and expenses advanced by Lead Counsel in connection with the Action, in an amount that will not exceed \$35,000, plus interest earned at the same rate as the Class.

Lead Plaintiff will also apply for reimbursement from the Gross Settlement Fund of his reasonable time and expenses (including lost wages) directly relating to his representation of the Class in an amount that will not exceed \$5,000.

15. How do I notify the Court if I am opposed to any part of the Settlement, the Plan of Allocation, Lead Counsel's request for attorneys' fees and reimbursement of expenses or Lead Plaintiff's application for reimbursement of time and expenses?

If you are a Class Member you may object to any aspect of the Settlement if you do not like any part of it, including the Plan of Allocation, the request for attorneys' fees and reimbursement of expenses or Lead Plaintiff's application for reimbursement of time and expenses.

To object, you must send a letter stating that you are a Class Member, that you object to the Settlement in *In re Top Tankers, Inc. Securities Litigation*, Civil Action No. 06 Civ. 13761 (CM)(KNF), and the reasons why you object.

In your objection, you must include your name, address, telephone number, and your signature. You must also include information concerning your transactions in TOPT common stock during the Class Period, including the dates, prices paid or received and amounts purchased, acquired or sold and held at the end of the Class Period, so that the Court may determine that you are part of the Class and have an economic interest in any aspect of the Settlement. If you intend to present any witnesses at the Settlement Hearing, you must also so state. Your objection must be filed with the Court and received no later than July 2, 2008, by counsel listed below:

LEAD COUNSEL FOR LEAD PLAINTIFF	DEFENDANTS' COUNSEL
Katharine M. Ryan, Esq. Benjamin J. Sweet, Esq. Schiffrin Barroway Topaz & Kessler, LLP 280 King of Prussia Road Radnor, PA 19087	Michael G. Bongiorno Justina L. Geraci Wilmer Cutler Pickering Hale & Dorr LLP 399 Park Avenue New York, NY 10022

16. When and where will the Court decide these matters?

The Settlement Hearing will be held at 4:00 p.m. on July 31, 2008, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl St., New York, NY 10007, in Courtroom 21B. At this hearing the Court will consider whether (i) the Settlement is fair, reasonable and adequate; (ii) whether the claims against the Defendants should be dismissed with prejudice as set forth in the Stipulation; (iii) whether the Plan of Allocation is fair and reasonable; and (iv) whether the application by Lead Counsel for an award of attorneys' fees and reimbursement of litigation expenses should be approved. The Court may decide to adjourn the Settlement Hearing without further notice to the Class. The Court may also decide whether and how much to award Lead Plaintiff for reimbursement of his reasonable time and expenses (including lost wages).

17. Am I required to appear at the Settlement Hearing and may I speak?

You do not need to attend the Settlement Hearing. However, if you have filed an objection to any aspect of the Settlement as provided above, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must include with your objection the statement, "I hereby give notice that I intend to appear at the Settlement Hearing in *In re Top Tankers, Inc. Securities Litigation*, Civil Action No. 06 Civ. 13761 (CM)(KNF)." Be

sure to include your name, address and telephone number, identify all relevant data concerning your TOPT common stock, including the dates, prices paid or received and amounts purchased, acquired or sold, and held as of the end of the Class Period, and sign the letter. If you intend to have any witnesses testify or to introduce any evidence at the Settlement Hearing, you must list the witnesses and evidence in your objection. Your Notice of Intention to Appear must be sent to the Clerk of the Court and the counsel listed above in the answer to Question 15 no later than July 2, 2008. You cannot speak at the hearing if you exclude yourself.

18. What will happen if I am a Class Member in the Action and I do nothing at all?

If you do not exclude yourself from the Class, and you fail to timely file a Proof of Claim, you will receive no recovery from the Net Settlement Fund. Unless you exclude yourself from the Class, you will be unable to start a lawsuit, continue to litigate a pending lawsuit, or be part of any other lawsuit against the Defendants or the Released Parties for any Settled Claim released by the Settlement, ever again.

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

The Court has ordered that if you purchased or acquired TOPT common stock during the Class Period as nominee for a beneficial owner, then within seven (7) calendar days after you receive this Notice, you must either: (a) send a copy of this Notice and the accompanying Proof of Claim by first class mail to all such beneficial owners; or (b) provide a list of the names and addresses of such beneficial owners to the Claims Administrator at the following address so that the Claims Administrator can provide them with a copy of this Notice and a Proof of Claim form.

In re Top Tankers, Inc. Securities Litigation
c/o Strategic Claims Services
Claims Administrator
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

You are entitled to reimbursement of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Those expenses will be paid upon request and submission of appropriate supporting documentation.

GETTING MORE INFORMATION

This Notice summarizes the proposed Settlement. More details are contained in the Stipulation for the Action which is available at www.strategicclaims.net. If you have questions regarding how to obtain copies of documents related to this Settlement, completing your Proof of Claim form, correspondence you have received from the Claims Administrator, or the calculation of your Recognized Claim, you may write to Strategic Claims Services at the address listed above or call it toll free at 1-866-274-4004.

PLEASE DO NOT CONTACT THE COURT.

Dated: April 28, 2008

BY ORDER OF THE
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN Re TOP TANKERS, INC. SECURITIES LITIGATION	X : : : X	Civil Action No. 06 Civ. 13761 (CM)(KNF) Judge Colleen McMahon
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PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

A. To recover as a member of the Class based on your claims in the action entitled *In re Top Tankers, Inc. Securities Litigation*, Civil Action No. 06 Civ. 13761 (CM)(KNF) (the "Action"), you must complete this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a Proof of Claim by the deadline, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement of the Action.

B. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement Fund created in this Action.

C. **YOU MUST COMPLETE AND SIGN THE PROOF OF CLAIM AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN SEPTEMBER 12, 2008, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS FOLLOWS:**

In re Top Tankers, Inc. Securities Litigation
c/o Strategic Claims Services
Claims Administrator
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

If you are NOT a member of the Class, as defined in the Notice of Proposed Settlement, Motion for Attorneys' Fees and Reimbursement of Expenses and Fairness Hearing (the "Notice"), DO NOT submit a Proof of Claim.

D. If you are a member of the Class, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.

II. INSTRUCTIONS FOR CLAIMANT IDENTIFICATION SCHEDULE

A. If you purchased or otherwise acquired the common stock of Top Tankers, Inc. ("TOPT" or the "Company") between March 13, 2006 and November 29, 2006, inclusive, and held the share(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the share(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

B. Use Part I on page 13 of this form entitled "Claimant Identification" to identify each owner of record ("nominee"), if different from the beneficial owner of shares of TOPT common stock which form the basis of this claim. **THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S) OF THE SHARES OF TOPT COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

C. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators and trustees must complete and sign this claim on behalf of persons or entities represented by them and proof of their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

III. INSTRUCTIONS FOR SCHEDULE OF TRANSACTIONS

A. In the space provided below, supply all required details of your transaction(s) in TOPT common stock. If you need more space, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

B. Please provide all of the requested information with respect to **all** of your purchases, acquisitions and sales of TOPT common stock between March 13, 2006 and November 28, 2006, inclusive, whether such transactions resulted in a profit or a loss. Failure to report all such transaction may result in the rejection of your claim.

C. List each transaction in the Class Period separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

D. Broker confirmations or other documentation of your transactions in TOPT common stock should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

E. The requests are designed to provide the minimum amount of information necessary to process the simplest claims. In some cases, the Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. If the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of the subject securities such as options, and/or the hiring of an accounting expert at the claimant's cost.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 15. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

If you require additional space, attach extra schedules in the same format as above. Copies of broker's confirmations or other documentation evidencing your transactions in TOPT common stock should be attached.

PART III: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGEMENTS

1. I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court, Southern District of New York with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein and any Judgment which may be entered in the Action. I (We) further acknowledge that I (we) am (are) bound by and subject to the terms of any Judgment that may be entered in the Action.

2. I (We) agree to furnish additional information to the Claims Administrator to support this claim if required to do so.

PART IV: DEFINITIONS AND RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, discharge and release all "Settled Claims" against all "Released Parties," as defined below.

2. "Settled Claims" means any and all claims, debts, demands, rights or causes of action, suits, matters, and issues or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liability whatsoever), whether based on federal, state, local, statutory or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class or individual in nature, including both known claims and Unknown Claims, (i) that have been asserted in the Action against any of the Released Parties, or (ii) that could have been asserted in any forum by Lead Plaintiff, the Class Members or any of them or the successors and assigns of any of them against any of the Released Parties which arise out of, are based upon, or relate to the allegations, transactions, facts, matters or occurrences, representations or omissions involved, set forth, or referred to in the Action and related to the purchase or acquisition of TOPT common stock during the Class Period.

3. "Released Parties" means Defendants, their successors, past or present subsidiaries, parents, principals, affiliates, general or limited partners or partnerships, successors and predecessors, heirs, assigns, officers, directors, agents, employees, attorneys, advisors, insurers, co-insurers, re-insurers, consultants, administrators, estates, executors, trustees, personal representatives, immediate family members and any person, firm, trust, partnership, corporation, officer, director or other individual or entity in which any Defendant has a controlling interest or which is related to or affiliated with any Defendant, and the legal representatives, heirs, executors, administrators, trustees, successors in interest, or assigns.

4. This release shall be of no force or effect unless and until the Court gives final approval to the Settlement and the Effective Date occurs.

PART V: CERTIFICATION

1. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

2. I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions and sales of TOPT common stock which occurred during the Class Period and the number of shares of TOPT common stock held by me (us) at the close of trading on March 12, 2006 and the close of trading on November 28, 2006.

3. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a) (1) (c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

I (We) declare under penalty of perjury under the laws of the State of New York and the United States of America that the foregoing information supplied by the undersigned is true and correct and that this Proof of Claim and Release form was executed this _____ day of _____ (Month) _____ (Year),
in _____, _____.
(City) (State/Country)

(Sign your name here)

(Type or print your name here)

(Joint owner sign your name here)

(Joint owner type or print your name here)

(Capacity of persons signing, e.g., Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the Certification section of the Proof of Claim and Release on this Page.
2. If this claim is being made on behalf of joint claimants, both must sign.
3. Remember to attach supporting documentation.
4. Do not send original stock certificates.
5. Keep a copy of your Proof of Claim and Release form and all documents submitted for your records.
6. If you desire an acknowledgment of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
7. If you move, please send the Claims Administrator your new address.

**These forms and your supporting documentation must be postmarked
no later than September 12, 2008.**

In re Top Tankers, Inc. Securities Litigation
c/o Strategic Claims Services
Claims Administrator
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

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PLEASE FORWARD—IMPORTANT LEGAL NOTICE