



B #:	1447-14
Date:	07/29/2014
To:	All Clients
Category:	Dividends
From:	Supervisor, Stock Dividend Department
Attention:	Dividend Managers, Cashiers, and Reorganization Managers
Subject:	Optional Dividend: Nordic American Tanker Ltd CUSIP: G65773106 Record Date: 07/25/2014 Payable Date: 08/11/2014 Rate: (Stock) 1 share of Nordic American Offshore Ltd (CUSIP: Y6366t112) for every 115.4 shares of Nordic American Tankers Ltd (Cash) TBD DTC EDS Cut-Off: 08/06/2014 at 8:00 P.M. New York time

*****WARNING TIME CRITICAL*****

PLEASE NOTE THAT **THIS IS NOT AN OPTIONAL DIVIDEND** EVENT; THE ISSUER DECLARED A SPIN-OFF DISTRIBUTION WHICH HAS A SPECIFIC SHARE QUANTITY THRESHOLD WHICH DETERMINES WHO IS ELIGIBLE TO RECEIVE THE SPIN-OFF SHARES. SHAREHOLDERS HOLDING LESS THAN THE DECLARED SHARE THRESHOLD AMOUNT ARE NOT ENTITLED TO THE SPIN-OFF SHARES AND WILL ONLY RECEIVE CASH (CASH-OUT). DUE TO THE SPECIAL TERMS OF THIS EVENT, SPECIAL PROCESSING MUST BE PERFORMED BY DTC WHICH CANNOT BE ACCOMMODATED THROUGH STANDARD PROCESSING OF MANDATORY SPIN-OFF EVENTS.

IN ORDER TO FACILITATE THE PROCESSING OF THIS EVENT UNDER THE ISSUER'S TERMS, DTC MUST UTILIZE ITS ELECTIVE DIVIDENDS SYSTEM (EDS) FUNCTION, UNDER THE OPTIONAL DIVIDEND PLATFORM, FOR THE PURPOSE OF COLLECTING CLIENTS INSTRUCTIONS RELATIVE TO HOLDINGS THAT ARE ELIGIBLE TO RECEIVE THE SPIN-OFF SHARES UNDER THE ISSUER'S THRESHOLD TERMS VERSUS HOLDINGS THAT ARE ONLY ENTITLED TO RECEIVE CASH.

BELOW ARE THE ISSUER'S TERMS AS WELL AS THE ASSOCIATED INSTRUCTION CRITERIA THAT DTC CLIENTS MUST ENTER IN EDS.

B# 1447-14

Nordic American Tankers Ltd declared a spin-off of Nordic American Offshore Ltd. Under the Issuer's terms, shareholders holding 500 shares or greater of Nordic American Tankers Ltd. on the record date are entitled to receive the spin-off share entitlement of Nordic American Offshore Ltd. (no option for cash). Further to the terms, shareholders holding 499 shares or less over the record date will receive cash at a rate TBD (not entitled to the spin-off shares)

Instruction Box 1 Stock:

Nordic American Tankers Ltd holders who hold 500 shares or more are entitled to receive shares of Nordic American Offshore Ltd. (CUSIP Y6366T112). Fractions will be paid cash in lieu at the DTC Client level. **(Default)**

Instruction Box 2 Cash:

Nordic American Tankers Ltd holders, who hold 499 shares or less, **MUST enter instructions** to receive cash only.

CLIENTS SHOULD SUBMIT ELECTION INSTRUCTIONS OVER THE PARTICIPANT TERMINAL SYSTEM (PTS) THROUGH THE ELECTIVE DIVIDEND SYSTEM (EDS) FUNCTION.

Clients not responding to the above option by 08/06/2014 at 8:00 P.M. New York time and hold more than 500 shares on record date will receive the mandatory option in accordance with Option #1 (stock).

To confirm your record date position, Clients should access the Dividend and Allocation History (DPAL) menu option, via the PTS Dividend Announcements Inquiry Function (DIVA).

If there are any questions regarding this Important Notice or the processing of related instructions via EDS, participants should contact DTC's Customer Service Helpline at (888) 382-2721.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*