

Global Ship Lease, Inc.
Form 6-K
November 17, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16

UNDER

THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: November 17, 2008

Commission File Number 001-34153

GLOBAL SHIP LEASE, INC.

(Exact name of Registrant as specified in its Charter)

c/o 10 Greycoat Place,

London SW1P 1SB,

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United Kingdom

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-I Rule 101 (b)(1).

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7).

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

Information Contained in this Form 6-K Report

Attached hereto as Exhibit I is a press release dated November 13, 2008 of Global Ship Lease, Inc. (the Company), reporting the Company's financial results for the quarter ended September 30, 2008 and announcing that the Company's Board of Directors declared its first regular quarterly dividend of \$0.23 per Class A common share and unit to be paid on November 28, 2008 to Class A common shareholders and unit holders of record as of November 21, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GLOBAL SHIP LEASE, INC.

Date: November 17, 2008

By: /s/ Ian J. Webber
Ian J. Webber
Chief Executive Officer

Investor and Media Contact: Tyler Wilson

The IGB Group

646-673-9701

Global Ship Lease Reports Results for the Third Quarter of 2008

Declares its First Regular Quarterly Dividend of \$0.23 per share

LONDON, ENGLAND (Nov. 13, 2008) Global Ship Lease, Inc (NYSE:GSL, GSL.U and GSL.WS), a rapidly growing containership charter owner, announced today its unaudited results for the three and nine months ended September 30, 2008.

Third Quarter 2008 and Year-to-Date Highlights

Paid a starting dividend of \$0.23 per share on October 14, 2008 to all Class A common shareholders and unit holders of record as of October 2, 2008

Declared a third quarter dividend of \$0.23 per share to be paid on November 28 to Class A common shareholders and unit holders of record as of November 21, 2008

Generated \$12.1 million pro forma cash available for distribution in the third quarter and \$34.8 million in the nine months ended September 30, 2008

Reported combined revenue of \$23.9 million for the third quarter and \$68.7 million for the nine months ended September 30, 2008

Reported normalized pro forma net earnings of \$6.4 million, or \$0.19 per share, for the third quarter of 2008 and \$17.9 million, or \$0.54 per share, for the nine months ended September 30, 2008, excluding a \$6.4 million non-cash interest rate derivative mark-to-market charge for the third quarter and a \$1.1 million charge for the nine months ended September 30, 2008

Including non-cash charges, reported pro forma net earnings of \$0.0 million, or \$0.00 per share, for the third quarter and earnings of \$16.8 million, or \$0.50 per share, for the nine months ended September 30, 2008

Acquired two 4,250 TEU containership newbuildings with charters in place to ZIM Integrated Shipping Services Limited, or ZISS, for seven to eight years which are expected to be delivered in the fourth quarter of 2010

Listed on the New York Stock Exchange on August 15, 2008

Ian Webber, Chief Executive Officer of Global Ship Lease, stated, "During the third quarter of 2008, Global Ship Lease achieved significant milestones that position the Company well over the long term. Specifically, Global Ship Lease merged with Marathon Acquisition Corp, listed on the New York Stock Exchange, signed an agreement to acquire two containership newbuildings, and achieved strong operational results based on our time charter strategy. We also drew upon our contracted revenue and cash flow streams to both pay a starting dividend of \$0.23 per share and declare our first quarterly distribution of \$0.23 per share. Despite the current slowdown in demand for containerized goods, container shipping remains well positioned for long-term growth. Further, we believe that Global Ship Lease's business model mitigates the effect of any

near-term industry volatility as all of

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our vessels are fixed on charters with an average remaining duration of 10 years with leading and well established liner operators. Our first charter renewals, are not until the fourth quarter of 2012 and are on only two vessels in the fleet. In addition, we have an \$800 million credit facility in place to fund the purchase of our seven contracted vessels which will double our capacity.

Results for Three and Nine Months Ended September 30, 2008

Comparative financial information for 2007 is not included herein because under predecessor accounting, this information pertains mainly to operations of the vessels when they were owned by CMA CGM, a privately owned French container shipping company, and operated in CMA CGM's business of earning revenue from carrying cargo. Global Ship Lease commenced its business of time chartering out vessels in December 2007. The two business models are therefore not comparable.

For the same reasons mentioned above with respect to 2007 comparatives, financial information relating to operations for the nine months ended September 30, 2008 commented upon herein relates to earnings from the provision of vessels under time charters and excludes the results of two vessels prior to their acquisition date in January 2008 because they had been previously operated by CMA CGM. The unaudited interim combined financial statements also differ from the information commented upon herein as they reflect the reporting period both before and after the merger on August 14, 2008, as a result of which the capital structure of the Company changed significantly. Full unaudited interim combined financial statements are included in this press release.

The revenue for the three months ended September 30, 2008, as reported in our unaudited interim combined financial statements, was \$12.8 million for the Successor (post-merger) and \$11.1 million for the Predecessor (pre-merger). Revenue for the nine months ended September 30, 2008 was \$12.8 million for the Successor and \$58.9 million for the Predecessor. For the three months ended September 30, 2008, we also reported a net loss of \$0.3 million for the Successor and \$0.9 million for the Predecessor. For the nine months ended September 30, 2008 the net loss was \$0.3 million for the Successor and net income was \$7.4million for the Predecessor.

| (in thousands of U.S. dollars except per share data) | 3 months ended 30 September, 2008 (unaudited) | 9 months ended 30 September, 2008 (unaudited) |
|------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------|
| Combined revenue (1) / (2) | 23,912 | 68,673 |
| Combined operating income (1) / (2) | 9,414 | 28,948 |
| Pro forma net (loss) earnings (2) | (43) | 16,820 |
| Pro forma net earnings per share (2) | \$ 0.00 | \$ 0.50 |
| Normalised pro forma net earnings (2) | 6,393 | 17,915 |
| Normalised pro forma earnings per share (2) | \$ 0.19 | \$ 0.54 |
| Pro forma cash available for distribution (2) | 12,052 | 34,771 |

- (1) Information on a combined basis for the Successor and Predecessor period as reported in the segment information in footnote 10 to interim unaudited combined financial statements.
- (2) Combined revenue, combined operating income, pro forma net earnings, pro forma earnings per share, normalised pro forma earnings, normalised pro forma earnings per share and pro forma cash available for distribution are non-US Generally Accepted Accounting Principles (US GAAP) measures, as explained further in this release and a reconciliation is provided to the interim unaudited financial statements.

Combined Revenue and Utilization

Global Ship Lease owned twelve vessels throughout the three months ended September 30, 2008, generating time charter revenue from fixed rate long-term time charters of \$23.9 million. During this period, there were 18 off-hire days, including 14 for unplanned dry-docking in July to repair bottom damage to a vessel following a grounding, out of 1,104 ownership days, representing utilization of over 98%. Two of the twelve vessels were purchased in January 2008 and there were 3,263 ownership days in the nine months ended September 30, 2008. Revenue for the nine months ended September 30, 2008 was \$68.7m which includes 15 planned off-hire days for a scheduled dry-docking in the First Quarter and 29 unplanned days, representing less than 1.5% ownership days.

Combined Vessel Operating Expenses

Vessel operating expenses, which include crew costs, lubricating oil, spares and insurance, were \$7.9 million, for the three months ended September 30, 2008, an average of \$7,146 per ownership day. Vessel operating expenses for the nine months ending September 30, 2008 were \$21.9 million, representing \$6,704 per ownership day. Vessel operating costs during the quarter and the nine months ended September 30, 2008 were affected by increasing crew and lubricating oil costs. Vessel operating expenses include regular ship operating costs under Global Ship Lease's ship management agreements at less than the capped amounts included in these agreements.

Combined Depreciation

Depreciation was \$5.2 million and \$14.8 million for the three and nine months ended September 30, 2008 respectively. The depreciation costs for the three and nine months periods reflect the addition of two ships in January 2008 and impact of fair valuing the vessels from the merger.

Combined General and Administrative Costs

General and administrative costs incurred by Global Ship Lease were \$1.5 million and \$3.3 million in the three and nine months ended September 30, 2008 respectively. General and administrative costs during the quarter were affected by an increasing cost base from the merger date as an independent public company.

Combined Interest

Interest expense for the three months ended September 30, 2008 was \$4.2 million based on the Company's indebtedness of approximately \$578 million from July 1, 2008 through the consummation of the merger on August 14, 2008 and borrowings of approximately \$286 million after August 14, 2008 as approximately \$292 million of debt was cancelled or repaid upon consummation of the merger. Interest charged until August 14, 2008 on this element of debt was approximately \$1.3 million. Interest expense in the nine months ended September 30, 2008 was \$18.8 million, based on borrowings of approximately \$578 million before August 14, 2008 and \$286 million after such date. Interest charged during the nine months on the debt cancelled or repaid on August 14, 2008 was approximately \$7.1 million. The dividend on \$48 million of preferred shares is also included from August 14, 2008.

Change in Fair Value of Financial Instruments

The Company hedges the majority of its interest rate exposure by entering into derivatives that swap floating rate debt to fixed rate debt to provide long-term stability and predictability to cash flows. As these hedges do not qualify for hedge accounting under US GAAP, the outstanding hedges are marked to market each period end with any change in the fair value being booked to the income and expenditure account. The change in the fair value was \$6.4 million loss in the three months ended September 30, 2008 reflecting movements in the forward curve for interest rates. The change in the fair value in the nine months ended September 30, 2008 was \$1.1 million loss. Mark-to-market adjustments have no impact on operating performance or cash generation and do not affect the Company's ability to make distributions to shareholders.

Pro Forma Net Earnings

Normalized pro forma net earnings were \$6.4 million, or \$0.19 per share, for the third quarter of 2008 and \$17.9 million, or \$0.54 per share, for the nine months period ended September 30, 2008, excluding a \$6.4 million non-cash interest rate derivative mark-to-market charge for the third quarter and \$1.1 million charge for the nine months period.

Including non-cash charges, the Company reported a pro forma net income of \$0.0 million for the third quarter and pro forma net income of \$16.8 million for the nine months ended September 30, 2008.

Normalized pro forma net earnings, normalized pro forma earnings per share and pro forma net income are non-

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US GAAP measures and are reconciled to the financial statements further in this release. We believe that they are useful measures with which to assess the Company's financial performance as they adjust for the effects of non-cash and other items that do not affect the Company's ability to make distributions on common shares.

Pro Forma Cash Available for Common Dividends

Pro forma cash available for distribution to common shareholders as dividends was \$12.1 million for the three months ended September 30, 2008 and \$34.8 million for the nine months ended September 30, 2008. Pro forma cash available for common dividends is a non-US GAAP measure and is reconciled to the financial statements further in this release. We believe that it is a useful measure with which to assess the Company's operating performance as it adjusts for the effects of non-cash items that do not affect the Company's ability to make distributions on common shares.

Dividend

A dividend of \$0.23 per Class A common share has been declared for the quarter ended September 30, 2008 which will absorb a total of approximately \$7.8 million. Class B and Class C common shares are not entitled to dividend for the quarter ended September 30, 2008. The units will receive the same dividend as the Class A common shares. The dividend will be paid on November 28, 2008 to shareholders of record as of November 21, 2008.

Mr Webber, commented, "We are pleased to have achieved another important objective and declared our first regular quarterly distribution of \$0.23 per share. Following the completion of our merger on August 14, 2008, we have now declared two dividends for a total of \$0.46 per share. Going forward, we intend to build upon this success and remain committed to distributing sizeable and consistent dividends while pursuing additional opportunities that create long-term shareholder value."

Fleet Utilization

The table below shows vessel utilization for each of the quarters in 2008. Global Ship Lease commenced its business of time chartering out vessels in mid December 2007 and consequently comparative figures for 2007 are not presented.

| | Three months ended Sept 30, 2008 | Three months ended June 30, 2008 | Three months ended Mar 31, 2008 | Nine months ended Sept 30, 2008 |
|-------------------------------------|----------------------------------------------|----------------------------------------------|---------------------------------------------|---------------------------------------------|
| Days | | | | |
| Ownership days | 1,104 | 1,092 | 1,067 | 3,263 |
| Planned offhire - scheduled drydock | | | (15) | (15) |
| Unplanned offhire - bottom damage | (14) | (4) | | (18) |
| Unplanned offhire - other | (4) | (3) | (5) | (11) |
| Operating days | 1,087 | 1,085 | 1,047 | 3,219 |
| Utilization | 98.4% | 99.4% | 98.1% | 98.6% |
| Fleet | | | | |

The following table provides information about the initial fleet chartered to CMA CGM.

| Vessel Name | Capacity in TEUs (1) | Year Built | Purchase Date by GSL | Charter Remaining Duration (years) | Daily Charter Rate (\$) |
|------------------|-------------------------|---------------|----------------------------|---------------------------------------------|-------------------------------|
| Ville d'Orion | 4,113 | 1997 | December 2007 | 4 | \$ 28,500 |
| Ville d'Aquarius | 4,113 | 1996 | December 2007 | 4 | \$ 28,500 |
| CMA CGM Matisse | 2,262 | 1999 | December 2007 | 8 | \$ 18,465 |

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| | | | | | |
|----------------------|-------|------|---------------|----|-----------|
| CMA CGM Utrillo | 2,262 | 1999 | December 2007 | 8 | \$ 18,465 |
| MOL Rainbow | 2,207 | 2003 | December 2007 | 9 | \$ 18,465 |
| Julie Delmas | 2,207 | 2002 | December 2007 | 9 | \$ 18,465 |
| Kumasi | 2,207 | 2002 | December 2007 | 9 | \$ 18,465 |
| Marie Delmas | 2,207 | 2002 | December 2007 | 9 | \$ 18,465 |
| CMA CGM La Tour | 2,272 | 2001 | December 2007 | 8 | \$ 18,465 |
| CMA CGM Manet | 2,272 | 2001 | December 2007 | 8 | \$ 18,465 |
| CMA CGM Alcazar | 5,100 | 2007 | January 2008 | 12 | \$ 33,750 |
| CMA CGM Chateau d If | 5,100 | 2007 | January 2008 | 12 | \$ 33,750 |

(1) Twenty-foot Equivalent Units.

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The following table provides information about the contracted fleet.

| Vessel Name | Capacity in TEUs (1) | Year Built | Estimated | Charterer | Charter Duration (years) | Daily Charter Rate (\$) |
|------------------|-------------------------|---------------|----------------------------|-----------|--------------------------------|-------------------------------|
| | | | Delivery Date to GSL | | | |
| CMA CGM Thalassa | 10,960 | 2008 | December 2008 | CMA CGM | 17 | \$ 47,200 |
| CMA CGM Jamaica | 4,298 | 2006 | December 2008 | CMA CGM | 14 | \$ 25,350 |
| CMA CGM Sambhar | 4,045 | 2006 | December 2008 | CMA CGM | 14 | \$ 25,350 |
| CMA CGM America | 4,045 | 2006 | December 2008 | CMA CGM | 14 | \$ 25,350 |
| CMA CGM Berlioz | 6,627 | 2001 | July 2009 | CMA CGM | 12 | \$ 25,350 |
| Hull 789 | 4,250 | 2010 | October 2010 | ZISS | 7-8 | \$ 34,000 |
| Hull 790 | 4,250 | 2010 | December 2010 | ZISS | 7-8 | \$ 28,000 |

(1) Twenty-foot Equivalent Units
Conference Call and Webcast

Global Ship Lease will hold a conference call to discuss the Company's results for the third quarter of 2008 today, Thursday, November 13, 2008 at 11:00 a.m. Eastern Time. There are two ways to access the conference call:

(1) Dial-in: (866) 550-6338 or (347) 284-6930; Passcode: 1342187

Please dial in at least 10 minutes prior to 11:00 a.m. Eastern Time to ensure a prompt start to the call.

(2) Live Internet webcast and slide presentation:

<http://www.globalshiplease.com>

If you are unable to participate at this time, a replay of the call will be available through Thursday, November 27, 2008 at (888) 203-1112 or (719) 457-0820. Enter the code 4612868 to access the audio replay. The webcast will also be archived on the Company's website:

<http://www.globalshiplease.com>.

About Global Ship Lease

Global Ship Lease is a rapidly growing containership charter owner. Incorporated in the Marshall Islands, Global Ship Lease commenced operations in December 2007 with a business of owning and chartering out containerships under long-term, fixed rate charters to world class container liner companies.

Global Ship Lease currently owns 12 vessels and has contracts in place to purchase an additional seven vessels. The Company has contracted to purchase five vessels for \$437 million from CMA CGM, four of which are expected to be delivered in December 2008 and one in July 2009. The Company also has contracts in place to purchase two newbuildings from German interests for approximately \$77 million each which are expected to be delivered in the fourth quarter of 2010.

Once all of the contracted vessels have been delivered, Global Ship Lease will have a 19 vessel fleet with total capacity of 74,797 TEU and a weighted average age of 5.9 years. All of the vessels including those contracted for future delivery are under long-term charters with an average remaining charter term of approximately 10 years.

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Reconciliation of Non-US GAAP Financial Measures

A. Combination of Successor and Predecessor financial information

The combination of Successor and Predecessor financial information is a non-US GAAP measure and is reconciled to the financial statements below. The combination of Successor and Predecessor financial information is a non-GAAP quantitative measure which we believe will assist investors and analysts to assess our performance on periods presented. The combination of Successor and Predecessor financial information is not defined in accounting principles generally accepted in the United States and should not be considered to be an alternate to net earnings or any other financial metric required by such accounting principles.

| | Three months ended September 30,2008 | | | Nine months ended September 30,2008 | | |
|---------------------------------------------|-----------------------------------------|-------------|----------|----------------------------------------|-------------|----------|
| | Successor | Predecessor | Combined | Successor | Predecessor | Combined |
| Operating revenues | 12,790 | 11,122 | 23,912 | 12,790 | 55,883 | 68,673 |
| Operating expenses | | | | | | |
| Voyage expenses | | | | | | |
| Vessel operating expenses | 3,980 | 3,908 | 7,888 | 3,980 | 17,893 | 21,873 |
| Depreciation | 2,848 | 2,330 | 5,178 | 2,848 | 11,902 | 14,750 |
| General and administrative | 1,026 | 484 | 1,510 | 1,026 | 2,306 | 3,332 |
| Other operating (income) Expense | (43) | (35) | (78) | (43) | (187) | (230) |
| Total operating expenses | 7,811 | 6,687 | 14,498 | 7,811 | 31,914 | 39,725 |
| Operating income (expense) | 4,979 | 4,435 | 9,414 | 4,979 | 23,969 | 28,948 |
| Interest income | 218 | 85 | 303 | 218 | 424 | 642 |
| Interest expense | (1,195) | (3,022) | (4,217) | (1,195) | (17,600) | (18,795) |
| Realised and unrealised gain on derivatives | (4,307) | (2,404) | (6,711) | (4,307) | 2,749 | (1,558) |
| Income (expense) before income taxes | (305) | (906) | (1,211) | (305) | 9,542 | 9,237 |
| Taxes on Income | (10) | | (10) | (10) | (23) | (33) |
| Net income (expense) | (315) | (906) | (1,221) | (315) | 9,519 | 9,204 |

B. Pro forma Cash Available for Common Dividends

Pro forma cash available for common dividends is a non-US GAAP measure and is reconciled to the financial statements below. It represents net earnings adjusted for non-cash items including depreciation, amortization of deferred financing charges, accretion of earnings for intangible liabilities, charge for equity based incentive awards and change in fair value of derivatives. We also deduct an allowance for the cost of future drydockings which due to their substantial and periodic nature could otherwise distort quarterly cashflow available for common dividends. Further, in order to more appropriately reflect the Company's ability to generate cash based on its present operations and capital structure, we have based the determination of pro forma cash available for common dividends upon pro forma financial information prepared in accordance with SFAS No 141, Business Combination (FAS 141) and disclosed in the interim unaudited combined financial statements for the three and

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nine months periods ended September 30, 2008 which assumes that the merger had taken place at the beginning of each period presented. Pro forma cash available for common dividends is a non-US GAAP quantitative measure used to assist in the assessment of the Company's ability to pay common dividends. Pro forma cash available for common dividends is not defined in accounting principles generally accepted in the United States and should not be considered to be an alternate to net earnings or any other financial metric required by such accounting principles. We believe that cash available for common dividends is a useful measure with which to assess the Company's operating performance as it adjusts for the effects of non-cash items that do not affect the Company's ability to make distributions on common shares.

Pro forma cash available for common dividends is not presented for periods prior to January 1, 2008 due to the different business model of the predecessor group.

| | Three months ended Sept 30, 2008 (unaudited) | Nine months ended Sept 30, 2008 (unaudited) |
|-------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------------|
| (in thousands of U.S. dollars) | | |
| Pro forma net (loss) income | (43) | 16,820 |
| Add: Pro forma depreciation | 5,559 | 16,555 |
| Pro forma charge for equity incentive awards | 687 | 2,062 |
| Pro forma amortization of deferred financing fees | 137 | 411 |
| Change in value of derivatives | 6,436 | 1,095 |
| Less: Allowance for future dry-docks | (700) | (2,100) |
| Pro forma revenue accretion for intangible liabilities | (24) | (72) |
| Pro forma cash from operations available for common dividends | 12,052 | 34,771 |

C. Pro forma normalized net earnings

Pro forma normalized net earnings is a non-US GAAP measure and is reconciled to the financial statements below. It represents net earnings adjusted for the change in fair value of derivatives. Further, in order to more appropriately reflect the Company's ability to generate cash based on its present operations and capital structure, we have based the determination of cash available for common dividends upon pro forma financial information prepared in accordance with FAS 141 and disclosed in the interim unaudited combined financial statements for the three and nine months periods ended September 30, 2008 which assumes that the merger had taken place at the beginning of each period presented. Pro forma normalized net earnings is a non-GAAP quantitative measure which we believe will assist investors and analysts who often adjust reported net earnings for non-operating items such as change in fair value of derivatives to eliminate the effect of non-cash non-operating items that do not affect operating performance or cash for distribution as dividends. Pro forma normalized net earnings is not defined in accounting principles generally accepted in the United States and should not be considered to be an alternate to net earnings or any other financial metric required by such accounting principles. Pro forma normalized net earnings per share is calculated based on normalized net earnings and the actual or pro forma weighted average number of shares in the relevant period.

Pro forma normalized net earnings is not presented for periods prior to January 1, 2008 due to the different business model of the predecessor group.

| | Three months ended Sept 30, 2008 (unaudited) | Nine months ended Sept 30, 2008 (unaudited) |
|----------------------------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
| (in thousands of U.S. dollars except share and per share data) | | |
| Pro forma net (loss) earnings | (43) | 16,820 |
| Adjust: Change in value of derivatives | 6,436 | 1,095 |
| Pro forma normalized net earnings | 6,393 | 17,915 |
| Pro forma weighted average number of Class A common shares outstanding (1) | | |
| Basic | 33,469,295 | 33,465,684 |
| Diluted | 41,968,943 | 43,517,487 |
| Net income (loss) per share on reported pro forma earnings | | |
| Basic | (0.00) | 0.50 |
| Diluted | (0.00) | 0.39 |
| Net income (loss) per share on reported normalized pro forma earnings | | |
| Basic | 0.19 | 0.54 |
| Diluted | 0.15 | 0.41 |

(1) The weighted average number of shares basic and diluted is pro forma as if the merger had taken place at the beginning of the period.
Safe Harbor Statement

This communication contains forward-looking statements. Forward-looking statements provide Global Ship Lease's current expectations or forecasts of future events. Forward-looking statements include statements about Global Ship Lease's expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Words or phrases such as anticipate, believe, continue, estimate, expect, intend, may, ongoing, plan, potential, predict, project, will or similar words or phrases, or the negatives of those words or phrases, are used in forward-looking statements, but the absence of these words does not necessarily mean that a statement is not forward-looking. These forward-looking statements are based on assumptions that may be incorrect, and Global Ship Lease cannot assure you that these projections included in these forward-looking statements will come to pass. Actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors

The risks and uncertainties include, but are not limited to:

future operating or financial results;

expectations regarding the strength of the future growth of the shipping industry, including the rate of annual demand growth in the international containership industry;

future payments of dividends and the availability of cash for payment of dividends;

Global Ship Lease's expectations relating to dividend payments and forecasts of its ability to make such payments;

future acquisitions, business strategy and expected capital spending;

operating expenses, availability of crew, number of off-hire days, drydocking and survey requirements and insurance costs;

general market conditions and shipping industry trends, including charter rates and factors affecting supply and demand;

Global Ship Lease's ability to repay its credit facility and grow using the available funds under its credit facility;

assumptions regarding interest rates and inflation;

change in the rate of growth of global and various regional economies;

risks incidental to vessel operation, including discharge of pollutants and vessel collisions;

Global Ship Lease's financial condition and liquidity, including its ability to obtain additional financing in the future to fund capital expenditures, acquisitions and other general corporate activities;

estimated future capital expenditures needed to preserve its capital base;

Global Ship Lease's expectations about the availability of ships to purchase, the time that it may take to construct new ships, or the useful lives of its ships;

Global Ship Lease's continued ability to enter into long-term, fixed-rate charters;

Global Ship Lease's ability to capitalize on its management team's and board of directors' relationships and reputations in the containership industry to its advantage;

changes in governmental and classification societies' rules and regulations or actions taken by regulatory authorities;

expectations about the availability of insurance on commercially reasonable terms;

unanticipated changes in laws and regulations; and

potential liability from future litigation.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions that could cause actual results to differ materially from those expected or implied by the forward-looking statements. Global Ship Lease's actual results could differ materially from those anticipated in forward-looking statements for many reasons specifically as described in Global Ship Lease's filings with the SEC. Accordingly, you should not unduly rely on these forward-looking statements, which speak only as of the date of this communication. Global Ship Lease undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this communication or to reflect the occurrence of unanticipated events. You should, however, review the factors and risks Global Ship Lease describes in the reports it will file from time to time with the SEC after the date of this communication.

GLOBAL SHIP LEASE, INC.

INTERIM UNAUDITED COMBINED FINANCIAL STATEMENTS

THREE AND NINE MONTHS PERIODS ENDED

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SEPTEMBER 30, 2008

Global Ship Lease, Inc.

Unaudited Combined Statements of Income

The interim unaudited combined financial statements for the three and nine months ended September 30, 2008 include two distinct reporting periods (i) up to August 14, 2008 (Predecessor) and (ii) August 15, 2008 through September 30, 2008 (Successor), which relate to the period preceding the merger and the period succeeding the merger, respectively. The Company derives virtually all of its revenue in 2008 from chartering out its vessels under long-term fixed rate time charters whereas, in 2007, it earned virtually all of its revenue from carrying

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containerized cargo. The interim unaudited combined financial statements for the Successor period reflect the acquisition of Global Ship Lease, Inc. under the purchase method of accounting. The results of the Successor are not comparable to the results of the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost. Further, the results for the periods after January 1, 2008 are not comparable to results prior to that date due to the different nature of the business.

(Expressed in thousands of U.S. dollars except share data)

| | Note | Three months ended September 30 | | |
|------------------------------------------------------------------------|------|-------------------------------------------|---------------------------------------|-------------|
| | | 2008 | 2007 | |
| | | Successor August 15 to September 30 | Predecessor July 1 to August 14 | Predecessor |
| Operating Revenues | | | | |
| Voyage revenue | | \$ | \$ | \$ 81,903 |
| Time charter revenue | | 12,790 | 11,122 | |
| | | 12,790 | 11,122 | 81,903 |
| Operating Expenses | | | | |
| Voyage expenses | | | | 69,916 |
| Vessel operating expenses | | 3,980 | 3,908 | 6,502 |
| Depreciation | 5 | 2,848 | 2,330 | 3,866 |
| General and administrative | | 1,026 | 496 | 3,563 |
| Other operating (income) expense | | (43) | (35) | (4,139) |
| Total operating expenses | | 7,811 | 6,699 | 79,708 |
| Operating Income | | 4,979 | 4,423 | 2,195 |
| Non Operating Income (Expense) | | | | |
| Interest income | | 218 | 85 | |
| Interest expense | | (1,195) | (3,022) | (3,712) |
| Realized and unrealized (loss) gain on interest rate derivatives | 12 | (4,307) | (2,404) | |
| Income (Loss) before Income Taxes | | (305) | (918) | (1,517) |
| Income taxes | | (10) | | |
| Net Income (Loss) | | \$ (315) | \$ (918) | \$ (1,517) |
| Weighted average number of common shares outstanding basic and diluted | | n.a. | 100 | 100 |
| Net income (loss) per share in \$ per share basic and diluted | | n.a. | \$ (9,180) | \$ (15,170) |
| Weighted average number of Class A common shares outstanding | | | | |
| Basic | | 33,474,499 | n.a. | n.a. |
| Diluted | | 40,047,367 | n.a. | n.a. |
| Net income (loss) in \$ per share amount | | | | |
| Basic | | \$ (0.01) | n.a. | n.a. |
| Diluted | | \$ (0.01) | n.a. | n.a. |

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| | Nine months ended September 30, | | |
|------------------------------------------------------------------------|-------------------------------------------|------------------------------------------|------------------|
| | 2008 | 2007 | |
| | Successor August 15 to September 30 | Predecessor January 1 to August 14 | Predecessor |
| Operating Revenues | | | |
| Voyage revenue | \$ | \$ 2,072 | \$ 253,838 |
| Time charter revenue | 12,790 | 55,883 | |
| | 12,790 | 57,955 | 253,838 |
| Operating Expenses | | | |
| Voyage expenses | | 1,944 | 189,284 |
| Vessel operating expenses | 3,980 | 18,074 | 18,245 |
| Depreciation | 2,848 | 12,163 | 11,200 |
| General and administrative | 1,026 | 3,814 | 9,237 |
| Other operating (income) expense | (43) | 93 | (6,740) |
| Total operating expenses | 7,811 | 36,088 | 221,226 |
| Operating Income | 4,979 | 21,867 | 32,612 |
| Non Operating Income (Expense) | | | |
| Interest income | 218 | 424 | |
| Interest expense | (1,195) | (17,600) | (8,766) |
| Realized and unrealized (loss) gain on interest rate derivatives | (4,307) | 2,749 | |
| Income (Loss) before Income Taxes | (305) | 7,440 | 23,846 |
| Income taxes | (10) | (23) | |
| Net Income (Loss) | \$ (315) | \$ 7,417 | \$ 23,846 |
| Weighted average number of common shares outstanding basic and diluted | n.a. | 100 | 100 |
| Net income (loss) per share in \$ per share basic and diluted | n.a. | \$ 74,170 | \$ 238,460 |
| Weighted average number of Class A common shares outstanding | | | |
| Basic | 33,474,499 | n.a. | n.a. |
| Diluted | 40,047,367 | n.a. | n.a. |
| Net income (loss) in \$ per share amount | | | |
| Basic | \$ (0.01) | n.a. | n.a. |
| Diluted | \$ (0.01) | n.a. | n.a. |

See accompanying notes to interim unaudited combined financial statements

Global Ship Lease, Inc.

Unaudited Combined Balance Sheets

The interim unaudited combined financial statements for the three and nine months ended September 30, 2008 include two distinct reporting periods (i) up to August 14, 2008 (Predecessor) and (ii) August 15, 2008 through September 30, 2008 (Successor), which relate to the period preceding the merger and the period succeeding the merger, respectively. The Company derives virtually all of its revenue in 2008 from chartering out its vessels

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under long-term fixed rate time charters whereas, in 2007, it earned virtually all of its revenue from carrying containerized cargo. The interim unaudited combined financial statements for the Successor period reflect the acquisition of Global Ship Lease, Inc. under the purchase method of accounting. The results of the Successor are not comparable to the results of the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost. Further, the results for the periods after January 1, 2008 are not comparable to results prior to that date due to the different nature of the business.

(Expressed in thousands of U.S. dollars)

| | Note | September 30, 2008 Successor | December 31, 2007 Predecessor |
|--------------------------------------------|------|------------------------------------|-------------------------------------|
| Assets | | | |
| Cash and cash equivalents | | \$ 29,584 | \$ 1,891 |
| Restricted cash | | | 188,000 |
| Trade accounts receivable | | | 185 |
| Inventories | | | 1,613 |
| Prepaid expenses and other receivables | | 5,115 | 425 |
| Deferred financing costs | | 547 | 752 |
| Total current assets | | 35,246 | 192,866 |
| Vessels in operation | 5 | 520,459 | 475,299 |
| Vessel deposits | 6 | 115,079 | |
| Other fixed assets | | 24 | 33 |
| Intangible assets - purchase agreement | | 42,659 | |
| Derivative instruments | | 3,634 | 1,297 |
| Deferred financing costs | | 3,238 | 5,130 |
| Total non-current assets | | 685,093 | 481,759 |
| Total Assets | | \$ 720,339 | \$ 674,625 |
| Liabilities and Stockholders Equity | | | |
| Liabilities | | | |
| Current installments of long term debt | 8 | \$ | \$ 401,100 |
| Amounts due to group companies | 7 | | 1,389 |
| Intangible liability - charter agreements | | 1,033 | |
| Accounts payable | | 619 | 502 |
| Dividend payable | | 7,812 | |
| Accrued expenses and other liabilities | | 4,074 | 6,098 |
| Total current liabilities | | 13,538 | 409,089 |
| Long term debt | | 286,100 | |
| Amounts due to group companies | 7 | | 176,875 |
| Preferred stock | | 48,000 | |
| Intangible liability - charter agreements | | 26,976 | |
| Other liabilities | | | 1,186 |
| Total long-term liabilities | | 361,076 | 178,061 |
| Total Liabilities | | \$ 374,614 | \$ 587,150 |

Global Ship Lease, Inc.

Unaudited Combined Balance Sheets

The interim unaudited combined financial statements for the three and nine months ended September 30, 2008 include two distinct reporting periods (i) up to August 14, 2008 (Predecessor) and (ii) August 15, 2008 through September 30, 2008 (Successor), which relate to the period preceding the merger and the period succeeding the merger, respectively. The Company derives virtually all of its revenue in 2008 from chartering out its vessels under long-term fixed rate time charters whereas, in 2007, it earned virtually all of its revenue from carrying containerized cargo. The interim unaudited combined financial statements for the Successor period reflect the acquisition of Global Ship Lease, Inc. under the purchase method of accounting. The results of the Successor are not comparable to the results of the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost. Further, the results for the periods after January 1, 2008 are not comparable to results prior to that date due to the different nature of the business.

(Expressed in thousands of U.S. dollars)

| | Note | September 30, 2008 Successor | December 31, 2007 Predecessor |
|-----------------------------------------------------------------------------------------------------------------------|------|------------------------------------|-------------------------------------|
| Stockholders Equity | | | |
| Common stock - authorized 100 shares \$.01 par value; 100 shares issued and outstanding | | | |
| Class A Common stock - authorized 214,000,000 shares with a \$.01 par value; 33,963,961 shares issued and outstanding | | 339 | |
| Class B Common stock - authorized 20,000,000 shares with a \$.01 par value; 7,405,956 shares issued and outstanding | | 74 | |
| Class C Common stock - authorized 15,000,000 shares with a \$.01 par value; 12,375,000 shares issued and outstanding | | 124 | |
| Retained earnings (deficit) | | (1,469) | (96,925) |
| Net income (loss) for the period | | (315) | 16,776 |
| Due to CMA CGM | | | 162,885 |
| Accumulated other comprehensive income | | | 4,739 |
| Additional paid in capital | | 346,972 | |
| Total Stockholders Equity | | 345,725 | 87,475 |
| Total Liabilities and Stockholders Equity | | \$ 720,339 | \$ 674,625 |

Unaudited Combined Statements of Cash Flows

The interim unaudited combined financial statements for the three and nine months ended September 30, 2008 include two distinct reporting periods (i) up to August 14, 2008 (Predecessor) and (ii) August 15, 2008 through September 30, 2008 (Successor), which relate to the period preceding the merger and the period succeeding the merger, respectively. The Company derives virtually all of its revenue in 2008 from chartering out its vessels under long-term fixed rate time charters whereas, in 2007, it earned virtually all of its revenue from carrying containerized cargo. The interim unaudited combined financial statements for the Successor period reflect the acquisition of Global Ship Lease, Inc. under the purchase method of accounting. The results of the Successor are not comparable to the results of the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost. Further, the results for the periods after January 1, 2008 are not comparable to results prior to that date due to the different nature of the business.

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(Expressed in thousands of U.S. dollars)

| | Note | Three months ended September 30 | | |
|-----------------------------------------------------------------------------------------|------|-------------------------------------------|---------------------------------------|----------------|
| | | 2008 | 2007 | |
| | | Successor August 15 to September 30 | Predecessor July 1 to August 14 | Predecessor |
| Cash Flows from Operating Activities | | | | |
| Net income (loss) | | \$ (315) | \$ (918) | \$ (1,517) |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities | | | | |
| Depreciation | 5 | 2,848 | 2,330 | 3,866 |
| Amortization of deferred financing costs | | 66 | 94 | 584 |
| Change in fair value of certain financial derivative instruments | 12 | 4,176 | 2,260 | (7,315) |
| Intangible liability accretion | | (14) | | |
| Settlements of hedge which do not qualify for hedge accounting | 12 | 282 | | 3,227 |
| Share-based compensation | 13 | 355 | | |
| Decrease (increase) in other receivables and prepaid expenses | | 704 | 137 | (646) |
| Decrease (increase) in inventories | | | | 726 |
| (Decrease) increase in accounts payable and other liabilities | | (9,343) | 2,905 | 2,199 |
| Periodic costs relating to drydocks | | | | (378) |
| Net Cash Provided (Used) by Operating Activities | | (1,241) | 6,808 | 746 |
| Cash Flows from Investing Activities | | | | |
| Settlements of hedge which do not qualify for hedge accounting | 12 | (282) | | (3,227) |
| Acquisition of Global Ship Lease Inc, net of cash acquired | 3 | (5,563) | | |
| Release of Trust Account | | 317,446 | | |
| Cash paid for purchases of vessels | | (15,477) | | |
| Net Cash Provided (Used) in Investing Activities | | 296,124 | | (3,227) |
| Cash Flows from Financing Activities | | | | |
| Repayments of debt | | (115,000) | | |
| Variation in restricted cash | | | | |
| Issuance costs of debt | | (3,852) | | |
| Buyback of shares | | (147,053) | | |
| Increase (Decrease) in amount due to CMA CGM | | | | 2,481 |
| Deemed distribution | | | | |
| Net Cash Provided (Used) by Financing Activities | | (265,904) | | 2,481 |
| Net Increase in Cash and Cash Equivalents | | 28,979 | 6,808 | |
| Cash and Cash Equivalents at start of Period | | 605 | 9,444 | |
| Cash and Cash Equivalents at end of Period | | \$ 29,584 | \$ 16,252 | \$ |

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| | Nine months ended September 30, | | |
|-----------------------------------------------------------------------------------------|-------------------------------------------|------------------------------------------|---------------------|
| | Successor August 15 to September 30 | Predecessor January 1 to August 14 | Predecessor 2007 |
| Cash Flows from Operating Activities | | | |
| Net income (loss) | \$ (315) | \$ 7,417 | \$ 23,846 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities | | | |
| Depreciation | 2,848 | 12,163 | 11,200 |
| Amortization of deferred financing costs | 66 | 491 | 1,409 |
| Change in fair value of certain financial derivative instruments | 4,176 | (3,081) | (1,307) |
| Intangible liability accretion | (14) | | |
| Settlements of hedge which do not qualify for hedge accounting | 282 | 141 | (1,125) |
| Share-based compensation | 355 | | |
| Decrease (increase) in other receivables and prepaid expenses | 704 | (980) | (4,240) |
| Decrease (increase) in inventories | | 1,613 | (3,332) |
| (Decrease) increase in accounts payable and other liabilities | (9,343) | 4,420 | 6,918 |
| Periodic costs relating to drydocks | | (1,459) | (1,613) |
| Net Cash Provided (Used) by Operating Activities | (1,241) | 20,726 | 31,756 |
| Cash Flows from Investing Activities | | | |
| Settlements of hedge which do not qualify for hedge accounting | (282) | (4,871) | 1,126 |
| Acquisition of Global Ship Lease Inc, net of cash acquired | (5,563) | | |
| Release of Trust Account | 317,446 | | |
| Cash paid for purchases of vessels | (15,477) | | (37,120) |
| Net Cash Provided (Used) in Investing Activities | 296,124 | (4,871) | (35,994) |
| Cash Flows from Financing Activities | | | |
| Repayments of debt | (115,000) | | |
| Variation in restricted cash | | 188,000 | |
| Issuance costs of debt | (3,852) | (276) | |
| Buyback of shares | (147,053) | | |
| Increase (Decrease) in amount due to CMA CGM | | (188,713) | 4,238 |
| Deemed distribution | | (505) | |
| Net Cash Provided (Used) by Financing Activities | (265,904) | (1,494) | 4,238 |
| Net Increase in Cash and Cash Equivalents | 28,979 | 14,361 | |
| Cash and Cash Equivalents at start of Period | 605 | 1,891 | |
| Cash and Cash Equivalents at end of Period | \$ 29,584 | \$ 16,252 | \$ |

See accompanying notes to interim unaudited combined financial statements.

Global Ship Lease, Inc.

Unaudited Combined Statements of Cash Flows

The interim unaudited combined financial statements for the three and nine months ended September 30, 2008 include two distinct reporting periods (i) up to August 14, 2008 (Predecessor) and (ii) August 15, 2008 through September 30, 2008 (Successor), which relate to the period preceding the merger and the period succeeding the merger, respectively. The Company derives virtually all of its revenue in 2008 from chartering out its vessels under long-term fixed rate time charters whereas, in 2007, it earned virtually all of its revenue from carrying containerized cargo. The interim unaudited combined financial statements for the Successor period reflect the acquisition of Global Ship Lease, Inc. under the purchase method of accounting. The results of the Successor are not comparable to the results of the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost. Further, the results for the periods after January 1, 2008 are not comparable to results prior to that date due to the different nature of the business.

(Expressed in thousands of U.S. dollars)

| | Note | Three months ended September 30 | | |
|--------------------------------------------------------------------|------|-------------------------------------------|---------------------------------------|-------------|
| | | 2008 | 2007 | |
| | | Successor August 15 to September 30 | Predecessor July 1 to August 14 | Predecessor |
| Supplemental Information | | | | |
| Non cash investing and financing activities | | | | |
| Issuance of shares and preferred shares for the acquisition of GSL | | \$ 216,730 | \$ | \$ |
| Dividend declared | | \$ 7,812 | \$ | \$ |
| Total interest paid during period | | \$ 2,188 | \$ 1,097 | \$ 2,535 |
| Total tonnage tax and income tax paid | | \$ | \$ | \$ 74 |

| | Nine months ended September 30, | | |
|--------------------------------------------------------------------|-------------------------------------------|------------------------------------------|-------------|
| | 2008 | 2007 | |
| | Successor August 15 to September 30 | Predecessor January 1 to August 14 | Predecessor |
| Supplemental Information | | | |
| Non cash investing and financing activities | | | |
| Issuance of shares and preferred shares for the acquisition of GSL | \$ 216,730 | \$ | \$ |
| Dividend declared | \$ 7,812 | \$ | \$ |
| Total interest paid during period | \$ 2,188 | \$ 10,782 | \$ 7,357 |
| Total tonnage tax and income tax paid | \$ | \$ | \$ 220 |

See accompanying notes to interim unaudited combined financial statements.

Global Ship Lease, Inc.

Unaudited Combined Statements of Stockholder's Equity

The interim unaudited combined financial statements for the three and nine months ended September 30, 2008 include two distinct reporting periods (i) up to August 14, 2008 (Predecessor) and (ii) August 15, 2008 through September 30, 2008 (Successor), which relate to the period preceding the merger and the period succeeding the merger, respectively. The Company derives virtually all of its revenue in 2008 from chartering out its vessels under long-term fixed rate time charters whereas, in 2007, it earned virtually all of its revenue from carrying containerized cargo. The interim unaudited combined financial statements for the Successor period reflect the acquisition of Global Ship Lease, Inc. under the purchase method of accounting. The results of the Successor are not comparable to the results of the Predecessor due to the difference in the basis of presentation of purchase accounting as compared to historical cost. Further, the results for the periods after January 1, 2008 are not comparable to results prior to that date due to the different nature of the business.

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(Expressed in thousands of U.S. dollars, except share and warrant data)

| | Number of Common Stock at \$0.01 Par value | Common Stock | Accumulated Earnings (Deficit) | Net Income |
|------------------------------------------------------------------------|-----------------------------------------------------|-----------------|--------------------------------------|---------------|
| Balance at December 31, 2006 (Predecessor) | | \$ | \$ | \$ 32,677 |
| Incorporation of Global Ship Lease, Inc. | 100 | | | |
| Change in amount due from CMA CGM | | | | |
| Allocation of prior year net income | | | | (32,677) |
| Net income for the period | | | | 16,776 |
| Effect of derivative instruments | | | | |
| Effect of currency translation adjustment | | | | |
| Other effect of the transfer of the initial ten vessels in 2007 | | | | |
| Deemed distribution to CMA CGM | | | (96,925) | |
| Balance at December 31, 2007 (Predecessor) | 100 | | (96,925) | 16,776 |
| Change in amount due from CMA CGM | | | | |
| Allocation of prior year net income | | | (4,967) | (16,776) |
| Other effect of the transfer of the two vessels in 2008 | | | | 651 |
| Deemed distribution to CMA CGM | | | (505) | |
| Net income for the period | | | | 7,417 |
| Allocation of net income | | | 8,068 | (8,068) |
| Balance at August 14, 2008 (Predecessor) | 100 | | (94,329) | |
| Elimination of historical stockholder's equity | (100) | | 94,329 | |
| Recognition of GSL Holdings stockholder's equity pre-merger | 26,685,209 | 266 | 6,343 | |
| Issuance of shares and warrants in connection with the merger (Note 3) | | | | |
| Class A | 6,778,650 | 68 | | |
| Class B | 7,405,956 | 74 | | |
| Class C | 12,375,000 | 124 | | |
| Warrants | | | | |
| Warrants exercised into Class A shares (Note 11) | 500,102 | 5 | | |
| Restricted Stock (Note 11) | | | | |
| Net income (loss) for the period | | | | (315) |
| Dividend declared (Note 11) | | | (7,812) | |
| Balance at September 30, 2008 (Successor) | 53,744,917 | \$ 537 | \$ (1,469) | \$ (315) |

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| | Due to CGA CGM | Accumulated Other Comprehensive Income | Additional paid in Capital | Stockholder s Equity |
|------------------------------------------------------------------------|-------------------|-------------------------------------------------|----------------------------------|-------------------------|
| Balance at December 31, 2006 (Predecessor) | \$ 115,350 | \$ 21,969 | \$ | \$ 169,996 |
| Incorporation of Global Ship Lease, Inc. | | | | |
| Change in amount due from CMA CGM | (11,881) | | | (11,881) |
| Allocation of prior year net income | 32,677 | | | |
| Net income for the period | | | | 16,776 |
| Effect of derivative instruments | | (211) | | (211) |
| Effect of currency translation adjustment | | 9,509 | | 9,509 |
| Other effect of the transfer of the initial ten vessels in 2007 | 26,739 | (26,528) | | 211 |
| Deemed distribution to CMA CGM | | | | (96,925) |
| | | | | |
| Balance at December 31, 2007 (Predecessor) | 162,885 | 4,739 | | 87,475 |
| Change in amount due from CMA CGM | (188,716) | | | (188,716) |
| Allocation of prior year net income | 21,743 | | | |
| Other effect of the transfer of the two vessels in 2008 | 4,088 | (4,739) | | |
| Deemed distribution to CMA CGM | | | | (505) |
| Net income for the period | | | | 7,417 |
| Allocation of net income | | | | |
| | | | | |
| Balance at August 14, 2008 (Predecessor) | | | | (94,329) |
| Elimination of historical stockholder s equity | | | | 94,329 |
| Recognition of GSL Holdings stockholder s equity pre-merger | | | 175,375 | 181,984 |
| Issuance of shares and warrants in connection with the merger (Note 3) | | | | |
| Class A | | | 51,672 | 51,740 |
| Class B | | | 26,043 | 26,117 |
| Class C | | | 89,348 | 89,472 |
| Warrants | | | 1,184 | 1,184 |
| Warrants exercised into Class A shares (Note 11) | | | 2,995 | 3,000 |
| Restricted Stock (Note 11) | | | 355 | 355 |
| Net income (loss) for the period | | | | (315) |
| Dividend declared (Note 11) | | | | (7,812) |
| | | | | |
| Balance at September 30, 2008 (Successor) | \$ | \$ | \$ 346,972 | \$ 345,725 |

See accompanying notes to interim unaudited combined financial statements

Global Ship Lease, Inc.

Notes to the Interim Unaudited Combined Financial Statements

(Expressed in thousands of U.S. dollars)

1. General

On August 14, 2008, Global Ship Lease, Inc. (the Company) merged indirectly with Marathon Acquisition Corp. (Marathon), a company then listed on The American Stock Exchange, pursuant to an agreement and plan of merger dated March 21, 2008 as amended, which we refer to as the merger agreement. Following the merger, the Company became listed on the New York Stock Exchange on August 15, 2008 (Note 10). As of the closing of the merger, the Company has an independent board with no representation by CMA CGM S.A. (CMA CGM), its previous 100% parent company.

Under the merger agreement, Marathon, a U.S. corporation, first merged with its 100% owned Marshall Islands subsidiary, GSL Holdings, Inc., with GSL Holdings, Inc. continuing as the surviving company. GSL Holdings, Inc. and Global Ship Lease, Inc., at that time a subsidiary of CMA CGM, then merged, with GSL Holdings, Inc. again being the surviving company. GSL Holdings, Inc. was renamed Global Ship Lease, Inc. and became listed on the New York Stock Exchange.

In accordance with SFAS No. 141, Business Combinations (FAS 141), Marathon Acquisition Corp. (through its subsidiary GSL Holdings, Inc.) was treated as the accounting acquirer and Global Ship Lease, Inc. was treated as the acquiree. Under the purchase method of accounting, the assets and liabilities of Global Ship Lease, Inc. were recorded at their estimated fair values as of the acquisition date. The excess of the fair value of the net acquired assets over the purchase price has been recorded as a pro rata reduction of identified intangible assets, vessels in operation and other fixed assets. Because the activities of Marathon Acquisition Corp. were insignificant prior to the acquisition, Global Ship Lease, Inc. (the acquiree), was determined to be the Predecessor for the purpose of reporting historical financial information.

The unaudited interim financial statements are for the periods August 15, 2008 to September 30, 2008 (period titled Successor reflecting results of the combined operations following the merger), January 1, 2008 to August 14, 2008 (period labeled Predecessor, reflecting the results of operations as historically reported of Global Ship Lease, Inc. prior to the merger), and the three and nine months period ended September 30, 2007 (also labeled Predecessor). Under Predecessor accounting rules, the financial statements of the Predecessor period also include the results of the vessels as they were operated by CMA CGM in its business of carrying containerized cargo prior to their sale to the Company.

As the merger was consummated on August 14, 2008, the unaudited balance sheets as of September 30, 2008 (labeled Successor) reflects the acquisition under the purchase method of accounting of all the assets and liabilities of Global Ship Lease, Inc. The balance sheet as of December 31, 2007 (labeled Predecessor) reflects the historical balance sheet of Global Ship Lease, Inc. as previously reported.

The term Company refers to both Successor and Predecessor periods.

2. Nature of Operations and Basis of Preparation

The Company has a business of owning and chartering out containerships under long term time charters. It contracted under an asset purchase agreement dated December 5, 2007, subject to certain conditions, to acquire 17 containerships from CMA CGM. Of these, ten were purchased by the Company during December 2007, and two in January 2008. Four of the remaining vessels are anticipated to be purchased in December 2008 and the last vessel in July 2009. All vessels are, or will be, time chartered to CMA CGM for terms ranging from five to seventeen years. The Company has also entered into an agreement with German interests to acquire two 4,250 TEU newbuildings for approximately \$77 million per vessel. These vessels will be chartered to ZIM Integrated Shipping Services Limited (ZISS), a top 20 global liner operator, for a period of seven to eight years.

During the period covered by these interim unaudited combined financial statements, the Company operated under two business models. During the period up to the delivery of the two ships in January 2008 (i.e. the entire nine months ended September 30, 2007 and, for two ships of the fleet, for a few days of January 2008 included in the nine months ended September 30, 2008), operations involved earning freight revenues from the containerized transportation of a broad range of industrial and consumer goods whilst the vessels were owned by CMA CGM. Following the purchase by the Company of ten of the vessels in December 2007 and the further two vessels in January 2008, the activities changed and consisted solely of ownership and provision of vessels to container shipping companies under time charters.

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Fleet

The following table provides information about the initial fleet chartered to CMA CGM and reflected in these interim unaudited combined financial statements:

| Vessel Name | Capacity in TEUs (1) | Year Built | Purchase Date by GSL | Charter Remaining Duration (years) | Daily Charter Rate (\$) |
|----------------------|-------------------------|---------------|----------------------------|---------------------------------------------|-------------------------------|
| Ville d Orion | 4,113 | 1997 | December 2007 | 4 | \$ 28,500 |
| Ville d Aquarius | 4,113 | 1996 | December 2007 | 4 | \$ 28,500 |
| CMA CGM Matisse | 2,262 | 1999 | December 2007 | 8 | \$ 18,465 |
| CMA CGM Utrillo | 2,262 | 1999 | December 2007 | 8 | \$ 18,465 |
| MOL Rainbow | 2,207 | 2003 | December 2007 | 9 | \$ 18,465 |
| Julie Delmas | 2,207 | 2002 | December 2007 | 9 | \$ 18,465 |
| Kumasi | 2,207 | 2002 | December 2007 | 9 | \$ 18,465 |
| Marie Delmas | 2,207 | 2002 | December 2007 | 9 | \$ 18,465 |
| CMA CGM La Tour | 2,272 | 2001 | December 2007 | 8 | \$ 18,465 |
| CMA CGM Manet | 2,272 | 2001 | December 2007 | 8 | \$ 18,465 |
| CMA CGM Alcazar | 5,100 | 2007 | January 2008 | 12 | \$ 33,750 |
| CMA CGM Chateau d If | 5,100 | 2007 | January 2008 | 12 | \$ 33,750 |

(1) Twenty-foot Equivalent Units.

The following table provides information about the contracted fleet not reflected in these interim unaudited combined financial statements:

| Vessel Name | Capacity in TEUs (1) | Year Built | Estimated Delivery Date to GSL | Charterer | Charter Duration (years) | Daily Charter Rate (\$) |
|------------------|-------------------------|---------------|--------------------------------------|-----------|--------------------------------|----------------------------------|
| CMA CGM Thalassa | 10,960 | | | | | |