

Seaspan CORP
Form 6-K
August 06, 2018

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

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2018

Commission File Number 1-32591

SEASPAN CORPORATION

(Exact name of Registrant as specified in its Charter)

Unit 2, 2nd Floor

Bupa Centre

141 Connaught Road West

Hong Kong

China

(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

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T 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

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Item 1 — Information Contained in this Form 6-K Report

Attached as Exhibit I is Seaspan Corporation's report on Form 6-K, or this Report, for the quarter ended June 30, 2018. This Report is hereby incorporated by reference into: the Registration Statement of Seaspan Corporation filed with the Securities and Exchange Commission, or the SEC, on May 30, 2008 on Form F-3D (Registration No. 333-151329), the Registration Statement of Seaspan Corporation filed with the SEC on March 31, 2011 on Form S-8 (Registration No. 333-173207), the Registration Statement of Seaspan Corporation filed with the SEC on June 20, 2013 on Form S-8 (Registration No. 333-189493), the Registration Statement of Seaspan Corporation filed with the SEC on April 24, 2012 on Form F-3 (Registration No. 333-180895), as amended on March 22, 2013, the Registration Statement of Seaspan Corporation filed with the SEC on April 29, 2014 on Form F-3 (Registration No. 333-195571), as amended on March 3, 2017 and April 19, 2017, the Registration Statement of Seaspan Corporation filed with the SEC on November 28, 2014 on Form F-3 (Registration No. 333-200639), as amended on March 3, 2017 and April 19, 2017, the Registration Statement of Seaspan Corporation filed with the SEC on November 28, 2014 on Form S-8 (Registration No. 333-200640), the Registration Statement of Seaspan Corporation filed with the SEC on March 12, 2015 on Form F-3D (Registration No. 333-202698), the Registration Statement of Seaspan Corporation filed with the SEC on May 23, 2016 on Form F-3 (Registration No. 333-211545), as amended on March 3, 2017, March 7, 2017 and April 19, 2017, the Registration Statement of Seaspan Corporation filed with the SEC on June 24, 2016 on Form S-8 (Registration No. 333-212230) and the Registration Statement of Seaspan Corporation filed with the SEC on April 13, 2018 on Form F-3D (Registration No. 333-224291), the Registration Statement of Seaspan Corporation filed with the SEC on May 3, 2018 on Form F-3/A (Registration No. 333-224288), as amended on May 7, 2018 and the Registration Statement of Seaspan Corporation filed with the SEC on June 15, 2018 on Form F-4 (Registration No. 333-225681).

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.

SEASPAN CORPORATION

Date: August 6, 2018 By: /s/ Ryan Courson
Ryan Courson
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT I

SEASPAN CORPORATION
REPORT ON FORM 6-K FOR THE QUARTER ENDED JUNE 30, 2018

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Unless we otherwise specify, when used in this Report, the terms “Seaspan”, the “Company”, “we”, “our” and “us” refer to Seaspan Corporation and its subsidiaries. References to our “Manager” are to Seaspan Management Services Limited and its wholly-owned subsidiaries which provide us with all of our technical, administrative and strategic services.

References to shipbuilders are as follows:

Shipbuilder	Reference
Jiangsu New Yangzi Shipbuilding Co., Ltd.	New Jiangsu
Jiangsu Yangzi Xinfu Shipbuilding Co., Ltd.	Jiangsu Xinfu

References to customers are as follows:

Customer	Reference
ANL Singapore Pte. Ltd. ⁽¹⁾	ANL
APL Co. Pte. Ltd. ⁽¹⁾	APL
CMA CGM S.A.	CMA CGM
Cheng Lie Navigation Co., Ltd. ⁽¹⁾	CNC
China Shipping Container Lines (Asia) Co., Ltd. ⁽²⁾⁽³⁾	CSCL Asia
COSCO Shipping Lines Co., Ltd. ⁽³⁾⁽⁴⁾	COSCON
COSCO (Cayman) Mercury Co., Ltd. ⁽⁵⁾	COSCO Mercury
COSCO Shipping Lines (Europe) GmbH ⁽⁵⁾	COSCO Europe
New Golden Sea Shipping Pte. Ltd. ⁽⁵⁾	COSCO New Golden Sea
Hapag-Lloyd AG	Hapag-Lloyd
Kawasaki Kisen Kaisha Ltd. ⁽⁶⁾	K-Line
Maersk Line A/S ⁽⁷⁾	Maersk
MCC Transport Singapore Pte. Ltd. ⁽⁸⁾	MCC
MSC Mediterranean Shipping Company S.A.	MSC
Mitsui O.S.K. Lines, Ltd. ⁽⁶⁾	MOL
VASI Shipping Pte. Ltd.	VASI
Yang Ming Marine Transport Corp.	Yang Ming Marine

⁽¹⁾A subsidiary of CMA CGM.

⁽²⁾A subsidiary of China Shipping Container Lines Co., Ltd., or CSCL.

⁽³⁾While we continue to charter our vessels to CSCL Asia and COSCON, CSCL Asia and COSCON merged their container shipping businesses in March 2016.

⁽⁴⁾A subsidiary of China COSCO Holdings Company Limited.

⁽⁵⁾A subsidiary of COSCON.

⁽⁶⁾On April 1, 2018, MOL, K-Line and Nippon Yusen Kabushiki Kaisha integrated their container shipping businesses under a new joint venture company, Ocean Network Express Pte. Ltd.

⁽⁷⁾A subsidiary of A.P. Moller-Maersk A/S.

⁽⁸⁾A subsidiary of Maersk

We use the term “twenty-foot equivalent unit”, or TEU, the international standard measure of containers, in describing the capacity of our containerships, which are also referred to as our “vessels”. We identify the classes of our vessels by the approximate average TEU capacity of the vessels in each class. However, the actual TEU capacity of a vessel may differ from the approximate average TEU capacity of the vessels in such vessel’s class.

The information and the unaudited consolidated financial statements in this Report should be read in conjunction with the consolidated financial statements and related notes and the Management’s Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 20-F for the year ended December 31, 2017, filed with the U.S. Securities and Exchange Commission, or the SEC, on March 6, 2018, or our 2017 Annual Report. Unless otherwise indicated, all amounts in this Report are presented in U.S. dollars, or USD. We prepare our consolidated financial statements in accordance with United States generally accepted accounting principles, or U.S. GAAP.

SEASPAN CORPORATION

PART I — FINANCIAL INFORMATION

ITEM 1 — INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

SEASPAN CORPORATION

Interim Consolidated Balance Sheets

(Unaudited)

(Expressed in thousands of United States dollars, except number of shares and par value amounts)

	June 30, 2018	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 269,070	\$ 253,176
Short-term investments	2,400	104
Accounts receivable (note 3)	14,372	11,678
Loans to affiliate (note 3)	—	36,100
Prepaid expenses and other	42,702	44,869
Fair value of financial instruments (note 17)	277	—
Gross investment in lease (note 4)	44,348	35,478
	373,169	381,405
Vessels (note 5)	6,037,798	4,537,216
Deferred charges (note 6)	60,624	62,020
Gross investment in lease (note 4)	839,987	687,896
Goodwill	75,321	75,321
Other assets	166,648	134,284
	\$ 7,553,547	\$ 5,878,142
Liabilities, Puttable Preferred Shares and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 101,375	\$ 63,220
Current portion of deferred revenue (note 7)	55,929	55,367
Current portion of long-term debt (note 8)	663,294	257,800
	47,588	43,912

Current portion of long-term obligations under capital lease (note 9)		
Current portion of other long-term liabilities (note 10)	37,562	23,635
	905,748	443,934
Deferred revenue (note 7)	393,779	328,681
Long-term debt (note 8)	3,182,448	2,192,833
Long-term obligations under capital lease (note 9)	615,992	595,016
Other long-term liabilities (note 10)	193,188	199,386
Fair value of financial instruments (note 17)	123,733	168,860
Total liabilities	5,414,888	3,928,710
Puttable preferred shares; \$0.01 par value; 1,986,449 shares issued and outstanding		
(2017 - nil) (notes 2 and 11)	47,256	—
Shareholders' equity:		
Share capital (note 11):		
Preferred shares; \$0.01 par value; 150,000,000 shares authorized;		
32,872,706 shares issued and outstanding (2017 - 32,872,706)		
Class A common shares; \$0.01 par value; 400,000,000 shares authorized;		
137,283,264 shares issued and outstanding (2017 - 131,664,101)	1,702	1,646
Treasury shares	(371)	(377)
Additional paid in capital	2,862,936	2,752,988
Deficit	(749,752)	(781,137)
Accumulated other comprehensive loss	(23,112)	(23,688)
	2,091,403	1,949,432
	\$ 7,553,547	\$ 5,878,142

Basis of presentation and going concern (note 1(a))

Commitments and contingencies (note 15)

Subsequent events (note 19)

See accompanying notes to interim consolidated financial statements.

SEASPAN CORPORATION

Interim Consolidated Statements of Operations

(Unaudited)

(Expressed in thousands of United States dollars, except per share amounts)

	Three months ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Revenue	\$281,662	\$204,609	\$506,438	\$405,930
Operating expenses:				
Ship operating	58,766	44,823	108,315	90,430
Depreciation and amortization	62,107	49,798	116,032	99,744
General and administrative	9,073	7,486	16,346	14,975
Operating leases	32,329	28,148	63,523	54,658
Expenses related to customer bankruptcy	—	—	—	1,013
	162,275	130,255	304,216	260,820
Operating earnings	119,387	74,354	202,222	145,110
Other expenses (income):				
Interest expense and amortization of deferred financing fees	57,266	28,261	96,247	56,729
Interest income	(495)	(1,193)	(1,765)	(2,365)
Undrawn credit facility fees	84	635	295	1,265
Acquisition related gain on contract settlement	—	—	(2,430)	—
Change in fair value of financial instruments (note 17)	(5,927)	13,610	(25,249)	17,027
Equity income on investment	—	(1,642)	(1,216)	(2,529)
Other expenses	446	6,399	611	6,676
	51,374	46,070	66,493	76,803
Net earnings	\$68,013	\$28,284	\$135,729	\$68,307
Earnings per share (note 12):				
Class A common share, basic	\$0.36	\$0.11	\$0.73	\$0.33
Class A common share, diluted	\$0.34	\$0.11	\$0.71	\$0.33

See accompanying notes to interim consolidated financial statements.

SEASPAN CORPORATION

Interim Consolidated Statements of Comprehensive Income

(Unaudited)

(Expressed in thousands of United States dollars)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Net earnings	\$ 68,013	\$ 28,284	\$ 135,729	\$ 68,307
Other comprehensive income:				
Amounts reclassified to net earnings during the period				
relating to cash flow hedging instruments (note 17 (c))	276	662	576	2,138
Comprehensive income	\$ 68,289	\$ 28,946	\$ 136,305	\$ 70,445

See accompanying notes to interim consolidated financial statements.

SEASPAN CORPORATION

Interim Consolidated Statements of Puttable Preferred Shares and Shareholders' Equity

(Unaudited)

(Expressed in thousands of United States dollars, except number of shares)

Six months ended June 30, 2018 and year ended December 31, 2017

	Series D puttable preferred shares	Number of common shares	Number of non- puttable preferred shares	Common shares	Preferred shares	Treasury shares	Additional paid-in capital	Deficit	Accumulated other comprehensive loss	Total shareholders' equity
Balance, December 31, 2016	—	105,722,646	32,751,629	\$1,057	\$328	\$(367)	\$2,580,274	\$(807,496)	\$(26,547)	\$1,747,249
Net earnings	—	—	—	—	—	—	—	175,237	—	175,237
Other comprehensive income	—	—	—	—	—	—	—	—	2,859	2,859
Preferred shares issued	—	—	121,077	—	1	—	2,956	—	—	2,957
Class A common shares issued	—	19,550,000	—	196	—	—	121,152	—	—	121,348
Fees and expenses in connection with issuance of common and preferred shares	—	—	—	—	—	—	(2,649)	—	—	(2,649)
Dividends on Class A common shares	—	—	—	—	—	—	—	(83,615)	—	(83,615)

shares											
Dividends on preferred shares	—	—	—	—	—	—	—	—	(64,416)	—	(64,416)
Shares issued through dividend reinvestment program	—	—	3,300,537	—	33	—	—	21,752	—	—	21,785
Share-based compensation expense											
(note 13):											
Restricted Class A common shares, phantom share units, stock appreciation rights, restricted stock units and performance stock units	—	—	1,246,604	—	13	—	—	17,307	—	—	17,320
Other share-based compensation	—	—	1,846,892	—	18	—	—	12,196	(847)	—	11,367
Treasury shares	—	—	(2,578)	—	—	—	(10)	—	—	—	(10)
Balance, December 31, 2017, carried forward	—	\$—	131,664,101	32,872,706	\$1,317	\$329	\$(377)	\$2,752,988	\$(781,137)	\$(23,688)	\$1,949,432

See accompanying notes to consolidated financial statements.

SEASPAN CORPORATION

Interim Consolidated Statements of Puttable Preferred Shares and Shareholders' Equity (Continued)

(Unaudited)

(Expressed in thousands of United States dollars, except number of shares)

Six months ended June 30, 2018 and year ended December 31, 2017

	Series D puttable preferred shares		Number of common shares	Number of non-puttable preferred shares	Common shares	Preferred shares	Treasury shares	Additional paid-in capital	Deficit	Accumulated other comprehensive loss	Total shareholders' equity
	Shares	Amount	shares	shares	shares	shares	shares	capital	Deficit	loss	equity
Balance, December 31, 2017,											
Carried forward	—	\$—	131,664,101	32,872,706	\$1,317	\$329	\$(377)	\$2,752,988	\$(781,137)	\$(23,688)	\$1,949,4
Earnings	—	—	—	—	—	—	—	—	135,729	—	135,729
Other comprehensive income	—	—	—	—	—	—	—	—	—	576	576
Class A common shares issued	—	—	2,514,996	—	25	—	—	13,883	—	—	13,908
Preferred shares issued (note 2)	1,986,449	47,256	—	—	—	—	—	—	—	—	—
Warrants issued (note 11)	—	—	—	—	—	—	—	77,561	—	—	77,561
Expenses in connection with issuance											
Common shares	—	—	—	—	—	—	—	(30)	—	—	(30
Dividends on Class A common	—	—	—	—	—	—	—	—	(50,658)	—	(50,658

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shares											
dividends on											
preferred											
shares	—	—	—	—	—	—	—	—	(52,872)	—	(52,872)
retention of											
preferred											
shares											
with holder											
option	—	—	—	—	—	—	—	—	(582)	—	(582)
shares issued											
through											
dividend											
investment											
program	—	—	2,008,034	—	20	—	—	14,665	—	—	14,685
employee-based											
compensation											
expense											
(Note 13):											
restricted											
Class A											
common											
shares,											
phantom share											
units, stock											
appreciation											
rights,											
restricted stock											
options											
and											
performance											
restricted units	—	—	190,873	—	2	—	—	1,427	—	—	1,429
employee-based											
compensation	—	—	906,258	—	9	—	—	2,442	(232)	—	2,219
treasury shares	—	—	(998)	—	—	—	6	—	—	—	6
balance,											
as of March 30, 2018	1,986,449	\$47,256	137,283,264	32,872,706	\$1,373	\$329	\$(371)	\$2,862,936	\$(749,752)	\$(23,112)	\$2,091,4

See accompanying notes to interim consolidated financial statements.

SEASPAN CORPORATION

Interim Consolidated Statements of Cash Flows

(Unaudited)

(Expressed in thousands of United States dollars)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Cash from (used in):				
Operating activities:				
Net earnings	\$68,013	\$28,284	\$135,729	\$68,307
Items not involving cash:				
Depreciation and amortization	62,107	49,798	116,032	99,744
Share-based compensation (note 13)	923	1,989	1,550	3,870
Amortization of deferred financing fees, debt discount and fair value of long term debt	4,478	3,185	8,557	6,213
Amounts reclassified from other comprehensive loss				
to interest expense	86	401	174	1,680
Unrealized change in fair value of financial instruments	(18,310)	(1,037)	(48,909)	(13,185)
Acquisition related gain on contract settlement	—	—	(2,430)	—
Equity income on investment	—	(1,642)	(1,216)	(2,529)
Operating leases	(5,350)	(5,500)	(11,809)	(10,767)
Amortization of acquired revenue contracts	6,250	—	7,359	—
Other	(4)	6,389	11	6,467
Changes in assets and liabilities:				
Accounts receivable	(2,138)	3,692	1,867	9,205
Lease receivable	11,056	—	21,918	—
Prepaid expenses and other	7,074	1,442	8,047	(6,340)
Other assets and deferred charges	(531)	294	(8,239)	(1,536)
Accounts payable and accrued liabilities	(11,788)	(11,955)	(14,087)	(6,281)
Deferred revenue	(6,864)	(11,757)	(29,992)	(13,056)
Other long-term liabilities	(3,801)	—	(3,801)	—
Fair value of financial instruments	1,991	(1,284)	1,991	(2,575)
Cash from operating activities	113,192	62,299	182,752	139,217
Financing activities:				
Common shares issued, net of issuance costs	—	33,362	—	57,266
Draws on credit facilities	225,600	—	325,600	—
Repayment of credit facilities	(71,165)	(75,627)	(134,744)	(171,157)
Fairfax notes and warrants issued	—	—	250,000	—

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Draws on long-term obligations under capital lease	—	—	46,964	—
Repayment of long-term obligations under capital lease	(12,264)	(6,508)	(23,307)	(12,873)
Senior unsecured notes repurchased, including related expenses	—	(2,665)	—	(3,122)
Financing fees	(7,983)	(2,314)	(13,115)	(2,314)
Dividends on common shares	(9,484)	(6,433)	(18,809)	(45,711)
Dividends on preferred shares	(18,394)	(16,103)	(34,960)	(32,208)
Net proceeds from sale-leaseback of vessel	—	90,753	—	90,753
Cash from (used in) financing activities	106,310	14,465	397,629	(119,366)
Investing activities:				
Expenditures for vessels	(281,107)	(84,453)	(301,013)	(96,361)
Short-term investments	(2,400)	—	(2,296)	308
Other assets	(80)	(53)	2,711	44
Loans to affiliate (note 3)	—	(790)	(427)	(1,585)
Repayments of loans to affiliate (note 3)	—	18,068	—	21,233
Acquisition of GCI (note 2)	—	—	(333,581)	—
Cash acquired from GCI acquisition (note 2)	—	—	70,121	—
Cash used in investing activities	(283,587)	(67,228)	(564,485)	(76,361)
Increase (decrease) in cash and cash equivalents	(64,085)	9,536	15,896	(56,510)
Cash and cash equivalents and restricted cash, beginning of period	347,217	315,914	267,236	381,960
Cash and cash equivalents and restricted cash, end of period	\$283,132	\$325,450	\$283,132	\$325,450
Supplemental cash flow information (note 14)				

See accompanying notes to interim consolidated financial statements.

SEASPAN CORPORATION

Notes to Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

1. Significant accounting policies:

(a) Basis of presentation and going concern:

These consolidated financial statements have been prepared by management on a going concern basis, which contemplates that the Company will be able to continue operations for the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of operations.

At June 30, 2018, the Company has a working capital deficiency of \$532,579,000 which includes \$337,925,000 of senior unsecured notes maturing in April 2019. The working capital deficiency may increase in future periods as described below. These factors indicate that a material uncertainty exists that casts substantial doubt about the Company's ability to continue as a going concern. In order to alleviate this uncertainty, the Company will rely, in part, upon the continued financial support of Fairfax Financial Holdings Ltd. and its affiliates ("Fairfax"), which includes not exercising the debenture put right and the successful closing of the agreements described below. The Company also expects to further address this deficiency through cash generated from operations and additional sources of funds in the capital markets to the extent available.

On February 14, 2018 and March 13, 2018, the Company and Fairfax entered into agreements for a total \$500,000,000 investment in debentures, \$250,000,000 in each agreement, and warrants to purchase a total of 76,923,078 Class A common shares of the Company, 38,461,539 in each agreement, for an aggregate total purchase price of \$500,000,000 (note 8(e)). The March 13, 2018 agreement will be funded, and the warrants issued, in January 2019 subject to closing conditions.

On May 31, 2018, the Company and Fairfax entered into agreements to invest an additional \$500,000,000 of equity in the Company through the exercise of the warrants issued in February 2018 (note 11) and the warrants to be issued in January 2019 under the March 13, 2018 agreement. On July 16, 2018, Fairfax exercised 38,461,539 warrants at an exercise price of \$6.50 per share from its February 14, 2018 agreement. The gross proceeds of \$250,000,000 were partially used to redeem the Company's outstanding Series F preferred shares (note 19(a) and 19(b)). Under the terms of the May 31, 2018 agreement, expected to close in January 2019, Fairfax will immediately exercise all of the warrants that are issuable under the March 13, 2018 agreement.

The May 31, 2018 agreements which closed July 16, 2018 provide Fairfax with the right to put each of the February 14, 2018 and March 13, 2018 debentures on their applicable anniversary dates subject to submitting an annual put right notice commencing 150 days and ending 120 days prior to each applicable anniversary date. As the right to put the debentures is solely within the control of Fairfax, the February 14, 2018 debentures will be reclassified from long-term liabilities to current liabilities as of July 16, 2018. Upon funding of the March 13, 2018 debentures and exercise of the March 13, 2018 warrants upon closing in January 2019, the debentures will be classified as a current liability.

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Fairfax owns 22% of the class A common shares outstanding as at August 3, 2018 and is considered a related party. Fairfax will own an additional 38,461,539 common shares if the warrants from the March 13, 2018 investment are exercised.

These consolidated financial statements do not include the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

SEASPAN CORPORATION

Notes to Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

1. Significant accounting policies (continued):

(b) Recently adopted accounting pronouncements:

Revenue recognition

Effective January 1, 2018, the Company adopted Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers”, that introduced a new five-step revenue recognition model to determine how an entity should recognize revenue related to the transfer of goods or services to customers in an amount that reflects the consideration the entity is entitled to receive for those goods or services.

The Company’s revenue is comprised primarily of time charter revenue and interest income from leasing. The time charter revenue includes a lease element, which is evaluated under Accounting Standards Codification (“ASC”) 840 “Leases”, and a service element, which is evaluated under ASU 2014-09. Under previous accounting standards, service revenue was recognized when the amounts were fixed or determinable, services had been rendered and collectability was reasonably assured. Under ASU 2014-09, recognition of such service revenue occurs when the services are provided and the performance obligations are satisfied. The Company evaluated the service revenue under ASU 2014-09 and determined that the amounts recognized and the pattern of recognition are substantially the same as the previous revenue standard. The Company adopted ASU 2014-09 using the modified retrospective method and applied the new standard only to contracts not completed as of January 1, 2018. There is no impact on the Company’s consolidated financial statements.

Definition of a Business

Effective January 1, 2018, the Company adopted ASU 2017-01, “Clarifying the Definition of a Business”, which provides a new framework for determining whether transactions should be accounted for as acquisitions of assets or businesses. The Company analyzed its March 13, 2018 acquisition of Greater China Intermodal Investments LLC (“GCI”) under this standard (see note 2).

Statement of Cash Flows – Restricted Cash

Effective January 1, 2018, the Company adopted ASU 2016-18, “Statement of Cash Flows – Restricted Cash”, which requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents and restricted cash. In addition, the amounts of restricted cash and nature of the restrictions are required to be disclosed. The Company’s consolidated statements of cash flows and supplemental cash flow note reflect the changes as required.

Equity-linked financial instruments with down round features

Effective January 1, 2018, the Company elected to early adopt ASU 2017-11, which changes the classification analysis of certain equity-linked financial instruments with down round features. When determining whether certain financial instruments should be classified as liabilities or equity instruments, a down round feature no longer precludes equity classification when assessing whether the instrument is indexed to an entity's own stock. The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted. There is no impact on the Company's consolidated financial statements.

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1. Significant accounting policies (continued):

(c) Recent accounting pronouncements

Leases

In February 2016, the Financial Accounting Standards Board (“FASB”) issued ASU 2016-02, “Leases”, which requires lessees to recognize all leases, including operating leases, with a term greater than 12 months on the balance sheet, for the rights and obligations created by those leases. The accounting for lessors will remain largely unchanged from the existing accounting standards. The standard is effective for fiscal years beginning after December 31, 2018, including interim periods within those fiscal years.

Under ASU 2016-02, each lease agreement will be evaluated to identify the lease components and non-lease components at lease inception. The total consideration in the lease agreement will be allocated to the lease and non-lease components based on their relative standalone selling prices. Lessors will continue to recognize the lease revenue component using an approach that is substantially equivalent to existing guidance for operating leases (straight-line basis). Sale-type and direct financing leases will be accounted for as financing transactions with the lease payments being allocated to principal and interest utilizing the effective interest rate method.

In July 2018, the FASB issued ASU 2018-11, “Leases – Targeted Improvements” that allows lessors to elect, as a practical expedient, to not separate lease and non-lease components and allows these components to be accounted for as a single lease component if both (i) the timing and pattern of transfer to the lessee of the lease component and the related non-lease component are the same and (ii) the lease component, if accounted for separately, would be classified as an operating lease. In addition, a company is permitted to use its effective date as the date of initial application. Therefore, a company electing this option will not restate comparative period financial information, will not make the new required lease disclosures in comparative periods beginning before the effective date and will recognize its cumulative effect transition adjustment as of the effective date. Under the practical expedient mentioned above, it is expected that time charter revenue and service revenue will be presented under a single lease component presentation. The amendments have the same effective date as ASC 2016-02.

The Company intends to adopt ASU 2016-02 on January 1, 2019 whereby a cumulative effect adjustment will be made as of that day with no retrospective effect. The Company also intends to elect to apply the package of practical expedients such that for any expired or existing leases it will not reassess lease classification, initial direct costs or whether any expired or existing contracts are or contain leases.

The adoption of ASU 2016-02 will result in a change in the accounting method for certain of the Company’s sale-leaseback transactions and office leases. Under ASU 2016-02, the Company will recognize a right-of-use asset and a lease liability on the balance sheet for these sale-leaseback transactions and office leases based on the present

value of the future minimum lease payments, whereas currently no right-of-use asset or lease liability is recognized. The existing deferred gain related to the sale-leaseback transactions will be eliminated through a credit directly to retained earnings. The impact on the Company's consolidated financial statements will be an increase to its assets and liabilities. The Company is currently determining the impact on its statement of operations.

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1. Significant accounting policies (continued):

The adoption of ASU 2016-02 will require the Company to complete its lease classification assessment at lease commencement rather than when a lease is entered into. Historically, for charters that were negotiated concurrently with the construction of the related vessels, the fair value of the constructed asset was presumed to be its newbuilding cost. If such charters were classified as direct financing leases at the time the lease was entered into, no gain or loss was recognized subsequently on commencement of the charter. On adoption of ASU 2016-02, the fair value of the vessel will be determined based on information available at the lease commencement date, rather than lease inception date, and any difference in the fair value of the vessel upon commencement of the charter and its carrying value will be recognized as a gain or loss upon commencement of the charter.

2. Acquisition of Greater China Intermodal Investments LLC:

On March 13, 2018, the Company acquired the remaining 89.2% that it did not own of GCI from affiliates of The Carlyle Group and the minority owners of GCI. GCI's fleet of 18 containerships, including two newbuilds, was comprised of 10000 TEU and 14000 TEU eco-class vessels.

The aggregate purchase price was \$498,050,000, comprised of:

Cash	\$331,904
1,986,449 of the Company's Series D preferred shares	47,158
2,514,996 of the Company's Class A common shares	13,908
Settlement of intercompany balances	41,279
Carrying value of previously held equity interest	61,891
Transaction fees	1,910
Aggregate purchase price	\$498,050

Under the Agreement and Plan of Merger (the "Merger Agreement"), \$10,000,000 was deposited in escrow for settlement of potential indemnifiable damages. If there are no claims for indemnification, the escrowed amount will be released within two business days after March 13, 2019.

The value of the Company's Series D preferred shares and Class A common shares was determined based on the closing market price of those shares on March 13, 2018, which was the date the acquisition closed. As the initial holders of the 1,986,449 Series D preferred shares have a right commencing on September 13, 2019 and ending on October 13, 2019 to cause the Company to repurchase any of these shares they hold at that time for a price of \$24.84 per share, these Series D preferred shares are recorded as temporary equity.

The Company incurred \$1,910,000 of acquisition-related costs that have been capitalized as a cost of the net assets acquired.

The Company accounted for the transaction as an asset acquisition as substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable group of similar identifiable assets.

Accordingly, the consideration has been allocated on a relative fair value basis to the assets acquired and liabilities assumed.

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2. Acquisition of Greater China Intermodal Investments LLC (continued):

The following table summarizes the fair value of the identifiable assets acquired and liabilities assumed:

Cash and cash equivalents	\$70,121
Current assets	5,316
Vessels	1,369,628
Vessels under construction	28,924
Other assets	107,407
Total assets acquired	1,581,396
Debt assumed	1,038,081
Current liabilities	31,115
Other long-term liabilities	14,150
Net assets acquired	\$498,050

The Company purchased identifiable intangible assets (time charters) with an estimated useful life of 5.3 years and is recorded in Other Assets.

3. Related party transactions:

(a) Prior to March 13, 2018, the Company had a 10.8% equity interest in GCI. The Company purchased the remaining 89.2% interest in GCI on March 13, 2018 (see note 2) and consolidated GCI from the date of acquisition.

The Company had \$293,000 (December 31, 2017 – \$318,500) due from other related parties included in accounts receivable

(b) The Company incurred the following income or expenses with related parties:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Fees incurred:				
Interest expense	\$ 5,265	\$ —	\$ 8,092	\$ —
Arrangement fees	—	1,872	—	1,872
Transaction fees	—	989	—	1,054

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Income earned:				
Interest income	—	790	427	1,585
Management fees	—	1,077	914	2,140

The income or expenses with related parties relate to amounts paid to or received from individuals or entities that are associated with the Company or the Company's directors or officers and these transactions are governed by pre-arranged contracts.

In February 2018, the Company issued to certain affiliates of Fairfax, in a private placement, \$250,000,000 aggregate principal of 5.50% senior notes due 2025 ("Fairfax Notes") and warrants ("Fairfax Warrants") (note 11) to purchase 38,461,539 of the Company's Class A common shares for an aggregate issue price of \$250,000,000. The Fairfax Notes are guaranteed by certain of the Company's subsidiaries. The proceeds of the Fairfax Notes and Fairfax Warrants were allocated to each security on a relative fair value basis. The indenture relating to the Fairfax Notes provides that, subject to certain limitations, the Fairfax investors will have the right to designate a maximum of two members to our board of directors. Fairfax became a related party as a result of this private placement. Interest expense relates to interest expense on the Fairfax Notes.

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3. Related party transactions (continued):

In 2017, transaction fees were paid to the Company's former chief executive officer ("former CEO") in connection with services he provided related to new build contracts and purchase or sale contracts, and these fees were capitalized to vessels. Transaction fees were paid in the Company's common shares, certain of which were paid in 2018 and contractually entered into while he was employed by the Company (note 13(b)). The former CEO's employment ended on December 31, 2017 and as of that date he was no longer a related party.

Interest income was earned on loans to affiliate, prior to March 13, 2018. Management fees were earned from GCI for the management of GCI's vessels, prior to March 13, 2018, and are included in revenue.

4. Gross investment in lease:

	June 30, 2018	December 31, 2017
Gross investment in lease	\$884,335	\$ 723,374
Current portion	(44,348)	(35,478)
	\$839,987	\$ 687,896

In April 2015, the Company entered into an agreement with MSC to bareboat charter five 11000 TEU vessels for a 17-year term, beginning from the vessel delivery dates. Pursuant to the Company's right of first refusal agreement with GCI, the Company retained three of the vessels and GCI acquired the remaining two vessels. In June 2016, two of the five 11000 TEU vessels and associated bareboat charter contracts were acquired by the Company from GCI. At the end of each 17-year bareboat charter term, MSC has agreed to purchase each vessel for \$32,000,000. Each transaction is considered a direct financing lease and accounted for as a disposition of vessels upon delivery of each vessel.

In 2017, four of the five 11000 TEU vessels delivered and commenced their 17-year bareboat charters. In January 2018, the fifth 11000 TEU vessel delivered and commenced its 17-year bareboat charter.

5. Vessels:

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June 30, 2018	Cost	Accumulated depreciation	Net book value
Vessels	\$7,866,015	\$ 1,828,217	\$6,037,798

December 31, 2017	Cost	Accumulated depreciation	Net book value
Vessels	\$6,116,091	\$ 1,725,237	\$4,390,854
Vessels under construction	146,362	—	146,362
Vessels	\$6,262,453	\$ 1,725,237	\$4,537,216

During the three and six months ended June 30, 2018, the Company capitalized interest costs of \$256,000 and \$769,000, respectively, (June 30, 2017 - \$2,926,000 and \$5,786,000) to vessels under construction.

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6. Deferred charges:

	Dry-docking	Financing fees	Total
December 31, 2017	\$ 42,536	\$ 19,484	\$62,020
Cost incurred	8,239	27	8,266
Amortization expensed	(8,554)	(1,108)	(9,662)
June 30, 2018	\$ 42,221	\$ 18,403	\$60,624

7. Deferred revenue:

	June 30, 2018	December 31, 2017
Deferred revenue on time charters	\$21,669	\$ 26,907
Deferred interest on lease receivable	428,039	355,451
Other deferred revenue	—	1,690
Deferred revenue	449,708	384,048
Current portion	(55,929)	(55,367)
Deferred revenue	\$393,779	\$ 328,681

8. Long-term debt:

	June 30, 2018	December 31, 2017
Long-term debt:		
Revolving credit facilities ^{(a)(c)}	\$ 821,500	\$ 854,121
Term loan credit facilities ^{(b)(c)}	2,457,673	1,196,016

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Senior unsecured notes ^(d)	417,925	417,925
Senior notes due 2025 ^(e)	174,335	—
Deferred financing fees	(25,691)	(17,429)
Long-term debt	3,845,742	2,450,633
Current portion	(663,294)	(257,800)
Long-term debt	\$3,182,448	\$ 2,192,833

(a) Revolving facilities

In February 2018, the Company cancelled its \$120,000,000 364-day, unsecured revolving loan facility, which had not been drawn.

At June 30, 2018, the one month average LIBOR was 2.1% (December 31, 2017 – 1.5%) and the margins ranged between 0.5% and 0.9% (December 31, 2017 – 0.5% and 1.4%) for revolving credit facilities. The weighted average rate of interest, including the margin, for our revolving credit facilities was 2.7% at June 30, 2018 (December 31, 2017 – 2.2%). Interest payments are made monthly.

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8. Long-term debt (continued):

(b) Term loan credit facilities

In March 2018, the Company entered into a secured term loan facility for \$100,000,000 which bears interest at LIBOR plus a margin. The facility is secured by 11 vessels currently owned by the Company which were previously unencumbered.

As part of the acquisition of GCI on March 13, 2018, the Company assumed long-term debt which was recorded at its fair value of \$1,038,081,000 (see note 2). The assumed long-term debt consists primarily of 12 term loans to finance the 16 operating vessels. The term loans bear interest at LIBOR plus a margin.

In April 2018, the Company entered into a secured term loan facility for up to \$120,000,000 to finance two 10000 TEU vessels that were delivered in May 2018. The loan bears interest at LIBOR plus a margin.

At June 30, 2018, the one month, three month and six month average LIBOR was 2.1%, 2.3% and 2.4%, respectively (December 31, 2017 – 1.6%, 1.5% and 1.5%, respectively) and the margins ranged between 0.4% and 4.8% (December 31, 2017 – 0.4% and 4.8%) for term loan credit facilities.

For certain of our term loan credit facilities with a total principal outstanding of \$71,901,000, interest is calculated based on the Export-Import Bank of Korea (KEXIM) rate plus 0.7% per annum.

For one of our unsecured term loan facilities with a total principal outstanding of \$29,000,000, interest is a fixed rate of 7.0%.

The weighted average rate of interest, including the margin, was 4.6% at June 30, 2018 (December 31, 2017 – 3.6%) for term loan credit facilities. Interest payments are made in monthly, quarterly or semi-annual payments.

Waivers

For one of the Company's term loan credit facilities, the Company initially obtained a waiver from the lender extending the grace period for securing acceptable replacement charters for two of the vessels to the fourth quarter of 2017. In September 2017, the Company received another waiver from the lender which extends the grace period for securing replacement charters to October 2020. If either of the vessels remains unemployed for a consecutive period of more than 90 days, then the waiver will be terminated. For four GCI vessels financed by the same lender, a similar waiver was received by GCI.

For another one of the Company's term loan credit facilities, the Company entered into a supplement to the loan agreement with the lender for one vessel, extending the grace period for securing an acceptable replacement charter for the vessel to the fourth quarter of 2018. In March 2018, the Company entered into another supplement to the loan agreement with the lender to remove the requirement to secure an acceptable replacement charter by the fourth quarter of 2018. In connection with this supplement to the loan agreement the Company prepaid \$10,000,000 of the loan balance in March 2018. The final maturity of this facility is December 2022.

(c) Credit facilities – other terms

As of June 30, 2018, our credit facilities, including those of GCI, are secured by first-priority mortgages granted on 76 of our vessels, together with other related security, such as assignments of shipbuilding contracts and refund guarantees for the vessels, assignments of time charters and earnings for the vessels, assignments of insurances for the vessels and assignments of management agreements for the vessels.

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8. Long-term debt (continued):

The Company may prepay certain amounts outstanding without penalty, other than breakage costs in certain circumstances. In certain circumstances a prepayment may be required as a result of certain events, including the sale or loss of a vessel, a termination or expiration of a charter (and the inability to enter into a charter suitable to lenders within a period of time). The amount that must be prepaid may be calculated based on the loan to market value. In these circumstances, valuations of our vessels are conducted on a “without charter” basis as required under the credit facility agreement.

Each credit facility, other than credit facilities of GCI’s subsidiaries, contains financial covenants requiring the Company to maintain minimum liquidity, tangible net worth, interest coverage ratios, interest and principal coverage ratios, and debt-to-assets ratios, as defined. For GCI, each borrower under each facility is a special purpose entity and subsidiary of GCI. Each facility is guaranteed by GCI and as the guarantor, GCI must meet certain consolidated financial covenants under these term loan facilities including maintaining certain minimum tangible net worth, cash requirements and debt to asset ratios. Some of the facilities also have an interest and principal coverage ratio requirement for the subsidiary borrower. The Company was in compliance with these covenants at June 30, 2018.

(d) Senior unsecured notes

In March 2017, the Company entered into a repurchase plan for up to \$10,000,000 of its senior unsecured notes which mature in April 2019. During the six months ended June 30, 2018, the Company did not repurchase any senior unsecured notes.

(e) Senior notes due 2025

In February 2018, the Company issued to certain affiliates of Fairfax, in a private placement, \$250,000,000 aggregate principal of 5.50% senior notes due 2025 and warrants (note 11) to purchase 38,461,539 of the Company’s Class A common shares for an aggregate issue price of \$250,000,000. The Fairfax Notes are guaranteed by certain of the Company’s subsidiaries. The proceeds of the Fairfax Notes and Fairfax Warrants were allocated to each security on a relative fair value basis.

In March 2018, the Company entered into a subscription agreement with Fairfax pursuant to which the Company will sell and Fairfax will purchase \$250,000,000 aggregate principal of 5.50% interest bearing debentures and warrants to purchase 38,461,539 Class A common shares of the Company for an aggregate purchase price of \$250,000,000 (the “Second Fairfax Investment”). The Second Fairfax Investment is expected to close in January 2019, subject to customary closing conditions.

9. Long-term obligations under capital lease:

	June 30, 2018	December 31, 2017
Long-term obligations under capital lease	672,496	648,840
Deferred financing fees	(8,916)	(9,912)
Long-term obligations under capital lease	663,580	638,928
Current portion	(47,588)	(43,912)
Long-term obligations under capital lease	\$615,992	\$ 595,016

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10. Other long-term liabilities:

	June 30, 2018	December 31, 2017
Deferred gain on sale-leasebacks	192,134	203,737
Other	38,616	19,284
Other long-term liabilities	230,750	223,021
Current portion	(37,562)	(23,635)
Other long-term liabilities	\$193,188	\$ 199,386

11. Puttable preferred shares and share capital:

Common shares:

At its April 2018 annual general meeting, the Company amended its number of authorized Class A common shares from 200,000,000 to 400,000,000 common shares.

In November 2017, the Company entered into a second equity distribution agreement under which the Company may, from time to time, issue Class A common shares in ATM offerings for up to \$100,000,000. During the three and six months ended June 30, 2018, the Company did not issue any Class A common shares under the ATM offerings.

Preferred shares:

At June 30, 2018, the Company had the following preferred shares outstanding:

Series	Shares		Dividend rate per annum	Redemption by Company permitted on or after	Liquidation preference	
	Authorized	Issued			June 30, 2018	December 31, 2017
A	315,000	—	—	—	\$ —	—
B	260,000	—	—	—	—	—

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C	40,000,000	—	—	—	—	—
D	20,000,000	7,017,313 ⁽¹⁾	7.95	January 30, % 2018 ⁽²⁾	175,433 ⁽¹⁾	125,772
E	15,000,000	5,415,937	8.25	February 13, % 2019 ⁽²⁾	135,398	135,398
F	20,000,000	5,600,000	10.50	January 1, % 2018 ⁽³⁾	140,000	140,000
G	15,000,000	7,800,800	8.20	June 16, % 2021 ⁽²⁾	195,020	195,020
H	15,000,000	9,025,105	7.875	August 11, % 2021 ⁽²⁾	225,628	225,628
R	1,000,000	—	—	—	—	—

⁽¹⁾Includes 1,986,449 puttable preferred shares with a liquidation preference of \$49,661,000.

⁽²⁾Redeemable by the Company, in whole or in part, at a redemption price of \$25.00 per share plus unpaid dividends. The preferred shares are not convertible into common shares and are not redeemable by the holder.

⁽³⁾The Series F preferred shares can be converted to Class A common shares at a conversion price of \$18.00 per share. The Company has the right to call the Series F preferred shares at par plus any accumulated and unpaid dividends any time and exercised that right to redeem all of the Series F preferred shares on July 23, 2018.

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11. Puttable preferred shares and share capital (continued):

Dividends:

In June 2018, the Company declared a quarterly dividend of \$0.125 per common share. The dividend was paid on July 30, 2018 to all shareholders of record as of July 10, 2018.

The Company also declared quarterly dividends of \$0.496875, \$0.515625, \$0.65625, \$0.512500 and \$0.492188 per Series D, Series E, Series F, Series G and Series H preferred share, respectively, representing a total distribution of \$18,395,000. The dividends were paid on July 30, 2018 to all shareholders of record on July 27, 2018.

Warrants:

The Fairfax Warrants entitle the holder to purchase one share of the Company's Class A common shares at an exercise price of \$6.50. Each warrant is exercisable within seven years and the exercise price of the Fairfax Warrants is subject to customary anti-dilution adjustments. The Company can elect to require early exercise of the warrants, at any time after February 14, 2022, if the volume weighted average price of the Company's Class A common shares, averaged over a 20-day period, equals or exceeds twice the exercise price of the Fairfax Warrants at that time. The proceeds of the Fairfax Notes and Fairfax Warrants were allocated to each security on a relative fair value basis.

12. Earnings per share ("EPS"):

	Three months ended June 30, 2018			Three months ended June 30, 2017		
	Earnings	Shares	Per share	Earnings	Shares	Per share
	(numerator)	(denominator)	amount	(numerator)	(denominator)	amount
Net earnings	\$68,013			\$28,284		
Less preferred share dividends:						
Series D	(3,922)			(2,475)		
Series E	(2,793)			(2,769)		
Series F	(3,675)			(2,433)		

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Series G	(3,998)			(3,997)			
Series H	(4,442)			(4,430)			
Basic EPS:							
Earnings attributable to							
common shareholders	\$49,183	137,311,000	\$ 0.36	\$12,180	113,963,000	\$	0.11
Effect of dilutive securities:							
Share-based compensation	—	475,000		—	17,000		
Fairfax warrants	—	8,324,000		—	—		
Diluted EPS ⁽¹⁾ :							
Earnings attributable to							
common shareholders	\$49,183	146,110,000	\$ 0.34	\$12,180	113,980,000	\$	0.11

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12. Earnings per share ("EPS") (continued):

	Six months ended June 30, 2018			Six months ended June 30, 2017		
	Earnings	Shares	Per share	Earnings	Shares	Per share
	(numerator)	(denominator)	amount	(numerator)	(denominator)	amount
Net earnings	\$ 135,729			\$8,307		
Less preferred share dividends:						
Series D	(6,753)			(4,950)		
Series E	(5,585)			(5,538)		
Series F	(7,350)			(4,865)		
Series G	(7,996)			(7,995)		
Series H	(8,884)			(8,860)		
Basic EPS:						
Earnings attributable to common shareholder\$	99,161	135,664,000	\$ 0.73	\$6,099	110,362,000	\$ 0.33
Effect of dilutive securities:						
Share-based compensation	—	301,000		—	44,000	
Fairfax warrants	—	4,162,000		—	—	

Diluted
EPS⁽¹⁾:
Earnings
attributable
to

common shareholder\$	99,161	140,127,000	\$ 0.71	\$6,099	110,406,000	\$ 0.33
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⁽¹⁾The conversion of convertible Series F preferred shares and unexercised warrants are not included in the computation of diluted EPS when their effects are anti-dilutive.

13. Share-based compensation:

A summary of the Company's outstanding restricted shares, phantom share units, stock appreciation rights ("SARs") and restricted stock units as of and for the six months ended June 30, 2018 is presented below:

	Restricted shares		Phantom share units		Stock appreciation rights		Restricted stock units	
	Number of shares	W.A. grant date FV	Number of units	W.A. grant date FV	Number of SARs	W.A. grant date FV	Number of units	W.A. grant date FV
December 31, 2017	94,533	\$8.89	727,001	\$13.60	485,974	\$3.40	71,184	\$7.80
Granted	164,326	7.19	30,000	6.86	—	—	109,248	9.73
Vested	(119,509)	8.52	—	—	—	—	(80,155)	9.37
Cancelled	(53,608)	7.10	(50,000)	6.86	—	—	(4,247)	7.21
Expired	—	—	—	—	(485,974)	3.40	—	—
June 30, 2018	85,742	\$7.28	707,001	\$13.79	\$—	\$—	96,030	\$8.71

In January 2018, the Company granted the Chief Executive Officer ("CEO") stock options to acquire 500,000 Class A common shares at an exercise price of \$7.20 per share. The stock options vest equally on each of the first five anniversaries of the CEO's start date in January 2018 and expire on January 8, 2028.

During the three and six months ended June 30, 2018, the Company amortized \$808,000 and \$1,435,000 respectively (June 30, 2017 - \$1,922,000 and \$3,766,000) in share-based compensation expense related to the above share-based compensation awards.

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13. Share-based compensation (continued):

At June 30, 2018, there was (i) \$2,333,000 (December 31, 2017 – \$4,178,000) of total unamortized compensation costs relating to unvested share-based compensation awards, which are expected to be recognized over a weighted-average period of 23 months and (ii) 2,041,846 (December 31, 2017 – 2,952,896) shares remaining for issuance under the Company's Stock Incentive Plan, as amended.

(a) Restricted shares and phantom share units:

Class A common shares are issued on a one-for-one basis in exchange for the cancellation of vested restricted shares and phantom share units. The restricted shares generally vest over one year and the phantom share units generally vest over three years. During the six months ended June 30, 2018, the fair value of restricted shares vested was \$1,018,000 (June 30, 2017 – \$880,000).

As vested outstanding phantom share units are only exchanged for common shares upon written notice from the holder, the phantom share units that are exchanged for common shares may include units that vested in prior periods. At June 30, 2018, 650,335 (December 31, 2017 – 587,001) of the outstanding phantom share units were vested and available for exchange by the holder.

(b) Other share-based awards:

During the three and six months ended June 30, 2018, the Company incurred no arrangement fees. During the three and six months ended June 30, 2017, the Company incurred arrangement fees of \$1,872,000 and \$1,872,000, respectively, all of which were paid in Class A common shares.

During the three and six months ended June 30, 2018, the Company incurred \$1,758,000 and \$2,325,000, respectively, (June 30, 2017 – \$989,000 and \$1,054,000) in transaction fees that were capitalized to vessels, all of which were paid in Class A common shares. The number of shares issued under each of these arrangements is based on volume weighted-average share prices as defined in the underlying agreements.

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14. Supplemental cash flow information:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Interest paid	\$ 49,076	\$ 26,616	\$ 87,068	\$ 54,619
Interest received	401	1,329	1,244	4,681
Undrawn credit facility fee paid	220	621	430	1,263
Non-cash transactions:				
Dividend reinvestment	7,520	7,265	14,685	7,682
Arrangement and transaction fees				
settled in shares	1,758	2,861	2,325	2,991
Capital contribution through				
settlement of loans to affiliate	—	3,889	—	6,667
Offset of swaption against swap				
liability termination	—	—	—	10,852
Repayment of debt from sale-				
leaseback transaction proceeds	—	53,248	—	53,248
Dividends declared and not paid	35,559	—	35,559	—
Issuance of Class A common				
shares on acquisition (note 2)	—	—	13,908	—
Issuance of Series D preferred				
shares on acquisition (note 2)	—	—	47,158	—
Settlement of loans to affiliate,	—	—	38,849	—
accrued interest and other				
intercompany balances on				

acquisition (note 2)				
Settlement of GCI transaction fees				
paid by the Company (note 2)	—	—	15,224	—
Carrying value of previously held				
equity in GCI settled on				
acquisition (note 2)	—	—	61,891	—

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the amounts shown in the consolidated statements of cash flows:

	June 30,	
	2018	2017
Cash and cash equivalents	\$269,070	\$ 305,592
Restricted cash included in other assets	14,062	19,858
Total cash, cash equivalents and restricted cash shown in the consolidated		
statements of cash flows	\$283,132	\$ 325,450

Restricted cash included in other assets represents amounts required to be set aside by contractual agreement for two of the Company's capital leases. The restriction will be removed on termination of the charter agreements.

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15. Commitments and contingencies:

(a) At June 30, 2018, the minimum future revenues to be received on committed time-charter party agreements and interest income from direct financing leases are as follows:

Remainder of 2018	\$563,994
2019	1,015,769
2020	947,681
2021	840,294
2022	698,261
Thereafter	1,219,985
	\$5,285,984

The minimum future revenues are based on 100% utilization, relate to committed time-charter party agreements currently in effect and assume no renewals or extensions.

(b) At June 30, 2018, the commitment under operating leases for vessels is \$1,340,819,000 for the remainder of 2018 to 2029 and for office space is \$8,190,000 for the remainder of 2018 to 2024. Total commitments under these leases are as follows:

Remainder of 2018	\$78,233
2019	156,142
2020	155,618
2021	155,386
2022	149,405
Thereafter	654,225
	\$1,349,009

16. Concentrations:

The Company's revenue is derived from the following customers:

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	Three months ended		Six months ended June 30,	
	June 30, 2018	2017	2018	2017
COSCON ⁽¹⁾	\$84,209	\$78,457	\$ 166,349	\$ 155,552
Yang Ming	63,669	34,229	106,066	66,293
MOL	42,864	30,961	75,984	61,298
CSCL Asia ⁽¹⁾	18,509	21,407	35,386	45,064
Other	72,411	39,555	122,653	77,723
	\$281,662	\$204,609	\$ 506,438	\$ 405,930

(1) While the Company continues to charter vessels separately to CSCL Asia and COSCON, CSCL Asia and COSCON merged their container shipping business in March 2016.

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17. Financial instruments:

(a) Fair value:

The carrying values of cash and cash equivalents, short-term investments, restricted cash, accounts receivable, loans to affiliate and accounts payable and accrued liabilities approximate their fair values because of their short term to maturity. As of June 30, 2018, the fair value of the Company's revolving and term loan credit facilities, excluding deferred financing fees is \$3,190,000,000 (December 31, 2017 - \$1,940,215,000) and the carrying value is \$3,279,000,000 (December 31, 2017 - \$2,050,137,000). As of June 30, 2018, the fair value of the Company's long-term obligations under capital lease, excluding deferred financing fees, is \$683,449,000 (December 31, 2017 - \$653,007,000) and the carrying value is \$672,496,000 (December 31, 2017 - \$648,840,000). The fair value of the revolving and term loan credit facilities and long-term obligations under capital lease, excluding deferred financing fees, are estimated based on expected principal repayments and interest, discounted by relevant forward rates plus a margin appropriate to the credit risk of the Company. Therefore, the Company has categorized the fair value of these financial instruments as Level 3 in the fair value hierarchy.

As of June 30, 2018, the fair value of the Company's senior unsecured notes is \$424,314,000 (December 31, 2017 - \$423,184,000) and the carrying value is \$417,925,000 (December 31, 2017 - \$417,925,000). The fair value of senior unsecured notes is calculated based on a quoted price that is readily and regularly available in an active market. Therefore, the Company has categorized the fair value of these financial instruments as Level 1 in the fair value hierarchy.

As of June 30, 2018, the fair value and carrying value of the Company's senior notes due 2025 is \$174,335,000 (December 31, 2017 - nil). The fair value of senior notes due 2025 is based on the relative fair values of the senior notes and the related warrants. Therefore, the Company has categorized the fair value of these financial instruments as Level 3 in the fair value hierarchy.

The Company's interest rate derivative financial instruments are re-measured to fair value at the end of each reporting period. The fair values of the interest rate derivative financial instruments have been calculated by discounting the future cash flow of both the fixed rate and variable rate interest rate payments. The discount rate was derived from a yield curve created by nationally recognized financial institutions adjusted for the associated credit risk. The fair values of the interest rate derivative financial instruments are determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. Therefore, the Company has categorized the fair value of these derivative financial instruments as Level 2 in the fair value hierarchy.

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17. Financial instruments (continued):

(b) Interest rate derivative financial instruments:

As of June 30, 2018, the Company had the following outstanding interest rate derivatives:

Fixed per annum swapped for LIBOR	Notional amount as of June 30, 2018	Maximum notional amount ⁽¹⁾	Effective date	Ending date
5.8700%	\$566,984	\$566,984	August 31, 2017	November 28, 2025 ⁽²⁾
5.4200%	376,421	376,421	September 6, 2007	May 31, 2024
5.6000%	128,400	128,400	June 23, 2010	December 23, 2021 ⁽³⁾
3.2675%	72,736	72,736	September 8, 2015	September 8, 2020
3.0900%	71,320	71,320	June 5, 2015	June 5, 2020
1.6000%	45,208	45,208	April 7, 2014	March 20, 2019

⁽¹⁾Over the term of the interest rate swaps, the notional amounts increase and decrease. These amounts represent the peak notional amounts over the remaining term of the swap.

⁽²⁾Swap counterparty has an early termination right in August 2019 which may require the Company to settle the swap earlier than the termination date.

⁽³⁾Prospectively de-designated as an accounting hedge in 2008.

If interest rates remain at their current levels, the Company expects that \$30,565,000 would be settled in cash in the next 12 months on interest rate swaps maturing after June 30, 2018. The amount of the actual settlement may be different depending on the interest rate in effect at the time settlements are made.

(c) Fair value of asset and liability derivatives:

The following provides information about the Company's derivatives:

June 30, December 31,

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	2018	2017
Fair value of financial instruments asset	\$277	\$ —
Fair value of financial instruments liability	123,733	168,860

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17. Financial instruments (continued):

The following table provides information about gains and losses included in net earnings and reclassified from accumulated other comprehensive loss (“AOCL”) into earnings:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Gain (loss) on derivatives recognized in net earnings:				
Change in fair value of financial instruments	\$ 5,927	\$(13,610)	\$25,249	\$(17,027)
Loss reclassified from AOCL to net earnings ⁽¹⁾				
Interest expense	(86)	(401)	(174)	(1,680)
Depreciation and amortization	(190)	(261)	(402)	(458)

⁽¹⁾The effective portion of changes in unrealized loss on interest rate swaps was recorded in accumulated other comprehensive income until September 30, 2008 when these contracts were de-designated as accounting hedges. The amounts in accumulated other comprehensive income will be recognized in earnings when and where the previously hedged interest is recognized in earnings.

The estimated amount of AOCL expected to be reclassified to net earnings within the next 12 months is approximately \$1,072,000.

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18. Guarantor financial information:

The Fairfax Notes are guaranteed by the following wholly owned subsidiaries of the Company, each a “Guarantor”:

- Seaspan 140 Ltd.
- Seaspan Holding 140 Ltd.
- Seaspan (Asia) Corporation
- Seaspan Containership 2180 Ltd.
- Seaspan Containership 2181 Ltd.
- Seaspan Holdco I Ltd.
- Seaspan Holdco II Ltd.
- Seaspan Holdco III Ltd.
- Seaspan Holdco IV Ltd.
- Seaspan Investment I Ltd.
- Seaspan Ship Management Ltd.
- Seaspan Crew Management Ltd.
- Seaspan Management Services Limited
- Seaspan Advisory Services Limited

The guarantees are full and unconditional and joint and several, subject to certain customary release provisions including (1) the sale, exchange or transfer of a Guarantor in accordance with the terms of the Fairfax Notes (2) upon the legal defeasance or covenant defeasance or discharge of obligations under the Fairfax Notes and (3) merger or consolidation of a Guarantor with Seaspan Corporation or another Guarantor. For the purposes of the following footnote, Seaspan Corporation is referred to as “Issuer”. The following supplemental combining and condensed consolidating financial information reflects the Issuer’s separate account, the combined accounts of the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries, the combining and consolidating adjustments and eliminations and the Issuer’s consolidated accounts for the dates and periods indicated. For purposes of the following combining and consolidating information, the Issuer’s investment in its subsidiaries and the Guarantor subsidiaries’ investments in their subsidiaries include their proportionate interest in the net assets of the subsidiaries.

The following tables present consolidated financial information related to the guarantees of the Fairfax Notes:

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(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

18. Guarantor financial information (continued):

	June 30, 2018				
	Parent				
	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
Assets					
Current assets:					
Cash and cash equivalents	\$ 150,510	\$ 38,215	\$ 80,345	\$—	\$ 269,070
Short-term investments	—	—	2,400	—	2,400
Accounts receivable	76,742	44,841	3,564	(110,775)	14,372
Prepaid expenses and other	21,814	31,323	9,869	(20,304)	42,702
Gross investment in lease	44,348	—	—	—	44,348
Fair value of financial instruments	—	—	277	—	277
	293,414	114,379	96,455	(131,079)	373,169
Vessels	3,890,314	299,625	2,239,398	(391,539)	6,037,798
Deferred charges	57,921	1,208	397	1,098	60,624
Gross investment in lease	839,987	—	—	—	839,987
Goodwill	—	—	—	75,321	75,321
Intercompany accounts receivable and payable	—	(5,937)	5,181	756	—
Investment in subsidiary	902,192	539,735	—	(1,441,927)	—
Other assets	57,095	16,833	21,308	71,412	166,648
	\$ 6,040,923	\$ 965,843	\$ 2,362,739	\$ (1,815,958)	\$ 7,553,547
Liabilities, Puttable Preferred Shares and Shareholders' Equity					
Current liabilities:					
Accounts payable and accrued liabilities	\$ 92,787	\$ 43,867	\$ 57,988	\$ (93,267)	\$ 101,375
Current portion of deferred revenue	50,594	21,603	5,335	(21,603)	55,929
Current portion of long-term debt	542,796	—	120,498	—	663,294
Current portion of long-term obligations					
under capital lease	40,860	6,728	—	—	47,588
Current portion of other long-term					
liabilities	23,864	—	—	13,698	37,562
	750,901	72,198	183,821	(101,172)	905,748
Deferred revenue	393,779	—	—	—	393,779

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Long-term debt	1,986,644	—	1,181,817	13,987	3,182,448
Long-term obligations under capital lease	465,950	150,042	—	—	615,992
Other long-term liabilities	182,436	13,971	209,598	(212,817)	193,188
Fair value of financial instruments	122,554	—	1,179	—	123,733
Total liabilities	3,902,264	236,211	1,576,415	(300,002)	5,414,888
Puttable preferred shares	47,256	—	—	—	47,256
Shareholders' equity:					
Share capital	1,702	41,789	526,532	(568,321)	1,702
Treasury shares	(371)	—	—	—	(371)
Additional paid in capital	2,862,936	551,388	109,488	(660,876)	2,862,936
Retained earnings (deficit)	(749,752)	136,455	150,304	(286,759)	(749,752)
Accumulated other comprehensive loss	(23,112)	—	—	—	(23,112)
	2,091,403	729,632	786,324	(1,515,956)	2,091,403
	\$6,040,923	\$965,843	\$2,362,739	\$(1,815,958)	\$7,553,547

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18. Guarantor financial information (continued):

	December 31, 2017				
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
Assets					
Current assets:					
Cash and cash equivalents	\$ 146,328	\$ 77,712	\$ 29,136	\$ —	\$ 253,176
Short-term investments	—	104	—	—	104
Accounts receivable	37,303	25,347	—	(50,972)	11,678
Loans to affiliate	36,100	—	—	—	36,100
Prepaid expenses and other	29,037	30,348	938	(15,454)	44,869
Gross investment in lease	35,478	—	—	—	35,478
	284,246	133,511	30,074	(66,426)	381,405
Vessels	3,918,672	286,342	332,202	—	4,537,216
Deferred charges	58,397	1,889	1,734	—	62,020
Gross investment in lease	687,896	—	—	—	687,896
Goodwill	—	—	—	75,321	75,321
Intercompany accounts receivable and payable	(11,594)	11,189	405	—	—
Investment in subsidiary	474,713	59,902	—	(534,615)	—
Other assets	57,757	79,574	7,370	(10,417)	134,284
	\$ 5,470,087	\$ 572,407	\$ 371,785	\$ (536,137)	\$ 5,878,142
Liabilities and Shareholders' Equity					
Current liabilities:					
Accounts payable and accrued liabilities	\$ 35,307	\$ 75,125	\$ 2,789	\$ (50,001)	\$ 63,220
Current portion of deferred revenue	54,578	16,104	140	(15,455)	55,367
Current portion of long-term debt	239,858	—	17,942	—	257,800
Current portion of long-term obligations under capital lease	28,534	15,378	—	—	43,912
Current portion of other long-term liabilities	23,635	—	—	—	23,635
	381,912	106,607	20,871	(65,456)	443,934
Deferred revenue	327,641	1,040	—	—	328,681
Long-term debt	2,001,504	—	191,329	—	2,192,833
Long-term obligations under capital lease	445,279	149,737	—	—	595,016

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Other long-term liabilities	195,459	15,273	—	(11,346)	199,386
Fair value of financial instruments	168,860	—	—	—	168,860
Shareholders' equity:					
Share capital	1,646	41,789	33,299	(75,088)	1,646
Treasury shares	(377)	—	—	—	(377)
Additional paid in capital	2,752,988	158,418	109,488	(267,906)	2,752,988
Retained earnings (deficit)	(781,137)	99,543	16,798	(116,341)	(781,137)
Accumulated other comprehensive loss	(23,688)	—	—	—	(23,688)
	1,949,432	299,750	159,585	(459,335)	1,949,432
	\$5,470,087	\$ 572,407	\$ 371,785	\$ (536,137)	\$ 5,878,142

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18. Guarantor financial information (continued):

	Six months ended June 30, 2018				Consolidated
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	
Revenue	\$421,309	\$ 133,343	\$ 95,321	\$ (143,535)	\$ 506,438
Operating expenses:					
Ship operating	118,574	98,530	17,376	(126,165)	108,315
Depreciation and amortization	86,928	7,062	26,619	(4,577)	116,032
General and administrative	17,185	9,966	1,195	(12,000)	16,346
Operating leases	54,335	2,685	6,503	—	63,523
	277,022	118,243	51,693	(142,742)	304,216
Operating earnings	144,287	15,100	43,628	(793)	202,222
Other expenses (income):					
Interest expense and amortization of deferred financing fees	69,171	4,123	23,110	(157)	96,247
Interest income	(1,490)	(205)	(70)	—	(1,765)
Undrawn credit facility fees	295	—	—	—	295
Acquisition related gain on contract settlement	—	(2,430)	—	—	(2,430)
Change in fair value of financial instruments	(25,092)	115	(272)	—	(25,249)
Equity income on investment	(34,508)	(23,760)	—	57,052	(1,216)
Other expense (income)	182	347	82	—	611
	8,558	(21,810)	22,850	56,895	66,493
Net earnings (loss)	\$135,729	\$ 36,910	\$ 20,778	\$ (57,688)	\$ 135,729

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18. Guarantor financial information (continued):

	Six months ended June 30, 2017				Consolidated
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	
Revenue	\$390,422	\$131,587	\$21,365	\$(137,444)	\$405,930
Operating expenses:					
Ship operating	117,965	92,456	5,453	(125,444)	90,430
Depreciation and amortization	86,237	6,529	6,978	-	99,744
General and administrative	18,923	7,975	77	(12,000)	14,975
Operating leases	46,100	2,499	6,059	—	54,658
Expenses related to customer bankruptcy	543	—	470	—	1,013
	269,768	109,458	19,037	(137,444)	260,820
Operating earnings	120,654	22,128	2,328	—	145,110
Other expenses (income):					
Interest expense and amortization of deferred financing fees	47,473	3,838	5,418	—	56,729
Interest income	(2,230)	(134)	(1)	—	(2,365)
Undrawn credit facility fees	1,265	—	—	—	1,265
Change in fair value of financial instruments	16,635	392	—	—	17,027
Equity income on investment	(17,245)	(5,926)	—	20,642	(2,529)
Other expense (income)	6,449	227	—	—	6,676
	52,347	(1,603)	5,417	20,642	76,803
Net earnings (loss)	\$68,307	\$23,731	\$(3,089)	\$(20,642)	\$68,307

	Six months ended June 30, 2018				Consolidated
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	
Net earnings (loss)	135,729	36,910	20,778	(57,688)	135,729
Other comprehensive income:					

Amounts reclassified to net earnings during the year

relating to cash flow hedging instruments	576	—	—	—	576
Comprehensive income (loss)	136,305	36,910	20,778	(57,688)	136,305

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18. Guarantor financial information (continued):

	Six months ended June 30, 2017				
	Parent				
	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
Net earnings (loss)	68,307	23,731	(3,089)	(20,642)	68,307
Other comprehensive income:					
Amounts reclassified to net					
earnings during the year					
relating to cash flow hedging					
instruments	2,138	—	—	—	2,138
Comprehensive income (loss)	70,445	23,731	(3,089)	(20,642)	70,445

	Three months ended June 30, 2018				
	Parent				
	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
Revenue	\$214,228	\$ 67,514	\$ 74,483	\$ (74,563)	\$ 281,662
Operating expenses:					
Ship operating	58,430	50,595	12,935	(63,194)	58,766
Depreciation and amortization	42,227	3,456	21,002	(4,578)	62,107
General and administrative	8,598	5,699	777	(6,001)	9,073
Operating leases	27,648	1,378	3,303	—	32,329
	136,903	61,128	38,017	(73,773)	162,275
Operating earnings	77,325	6,386	36,466	(790)	119,387
Other expenses (income):					
Interest expense and	37,416	2,153	17,853	(156)	57,266
amortization of deferred					

financing fees					
Interest income	(353)	(73)	(69)	—	(495)
Undrawn credit facility fees	84	—	—	—	84
Change in fair value of financial instruments	(5,510)	10	(427)	—	(5,927)
Equity income on investment	(22,405)	(19,102)	—	41,507	—
Other expense	80	270	96	—	446
	9,312	(16,742)	17,453	41,351	51,374
Net earnings (loss)	\$68,013	\$ 23,128	\$ 19,013	\$ (42,141)	\$ 68,013

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18. Guarantor financial information (continued):

	Three months ended June 30, 2017				Consolidated
	Parent				
	Issuer	Guarantors	Non-Guarantors	Eliminations	
Revenue	\$ 195,439	\$ 66,526	\$ 11,541	\$ (68,897)	\$ 204,609
Operating expenses:					
Ship operating	59,418	45,544	2,758	(62,897)	44,823
Depreciation and amortization	43,039	3,249	3,510	—	49,798
General and administrative	9,445	3,976	65	(6,000)	7,486
Operating leases	23,823	1,264	3,061	—	28,148
Expenses related to customer bankruptcy	72	—	(72)	—	—
	135,797	54,033	9,322	(68,897)	130,255
Operating earnings	59,642	12,493	2,219	—	74,354
Other expenses (income):					—
Interest expense and amortization of deferred financing fees	23,568	1,947	2,746	—	28,261
Interest income	(1,121)	(72)	—	—	(1,193)
Undrawn credit facility fees	635	—	—	—	635
Change in fair value of financial instruments	13,398	212	—	—	13,610
Equity income (loss) on investment	(11,372)	(3,285)	—	13,015	(1,642)
Other expense	6,250	149	—	—	6,399
	31,358	(1,049)	2,746	13,015	46,070
Net earnings (loss)	\$ 28,284	\$ 13,542	\$ (527)	\$ (13,015)	\$ 28,284

	Three months ended June 30, 2018				Consolidated
	Parent				
	Issuer	Guarantors	Non-Guarantors	Eliminations	
Net earnings (loss)	68,013	23,128	19,013	(42,141)	68,013
Other comprehensive income:					
Amounts reclassified to net	276	—	—	—	276

earnings during the year						
relating to cash flow hedging						
instruments						
Comprehensive income (loss)	68,289	23,128	19,013	(42,141)	68,289

SEASPAN CORPORATION

Notes to Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

18. Guarantor financial information (continued):

	Three months ended June 30, 2017				
	Parent				
	Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
Net earnings (loss)	28,284	13,542	(527) (13,015) 28,284
Other comprehensive income:					
Amounts reclassified to net					
earnings during the year relating					
to cash flow hedging instruments	662	—	—	—	662
Comprehensive income (loss)	28,946	13,542	(527) (13,015) 28,946

SEASPAN CORPORATION

Notes to Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

18. Guarantor financial information (continued):

	Six months ended June 30, 2018				Consolidated
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	
Cash provided from (used in):					
Operating activities:					
Net earnings (loss)	\$ 135,729	\$ 36,914	\$ 20,777	\$ (57,691)	\$ 135,729
Items not involving cash:					
Depreciation and amortization	86,928	7,062	26,619	(4,577)	116,032
Share-based compensation	1,550	—	—	—	1,550
Amortization of deferred financing fees, debt discount and fair value of long-term debt	8,592	—	1,229	(1,264)	8,557
Amounts reclassified from other					
comprehensive loss to interest expense	174	—	—	—	174
Unrealized change in fair value of financial instruments	(46,306)	—	(2,603)	—	(48,909)
Acquisition related gain on contract settlement	—	(2,430)	—	—	(2,430)
Operating leases	(11,809)	—	—	—	(11,809)
Equity income on investment	(34,508)	(23,760)	—	57,052	(1,216)
Amortization of acquired revenue contracts	7,359	—	—	—	7,359
Other	6	5	—	—	11
Change in non-cash operating working capital					
Accounts receivable	(16,915)	(19,494)	997	37,279	1,867
Lease receivable	21,918	—	—	—	21,918
Prepaid expenses and other	7,223	(975)	(3,051)	4,850	8,047
Other assets and deferred charges	(8,239)	—	—	—	(8,239)
Accounts payable and accrued liabilities	23,506	(32,935)	2,084	(6,742)	(14,087)
Deferred revenue	(28,236)	4,459	(67)	(6,148)	(29,992)
Fair value of financial instruments	—	—	1,991	—	1,991
Other long-term liabilities	(3,801)	—	(5,213)	5,213	(3,801)
Intercompany accounts payable and accounts receivable	2,409	17,126	(4,776)	(14,759)	—
Cash from (used in) operating activities	145,580	(14,028)	37,987	13,213	182,752

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Financing activities:					
Fairfax notes and warrants issued	250,000	—	—	—	250,000
Draws on credit facilities	205,600	—	120,000	—	325,600
Repayment of credit facilities	(89,040)	—	(45,704)	—	(134,744)
Draws on long-term obligations under capital lease	46,964	—	—	—	46,964
Repayment on long-term obligations under capital lease	(14,597)	(8,710)	—	—	(23,307)
Financing fees	(7,720)	380	(5,443)	(332)	(13,115)
Dividends on common shares	(18,809)	—	—	—	(18,809)
Dividends on preferred shares	(34,960)	—	—	—	(34,960)
Advances from related parties	3,801	2,430	15,224	(21,455)	—
Cash from (used in) financing activities	341,239	(5,900)	84,077	(21,787)	397,629
Investing activities:					
Expenditures for vessels	(142,690)	(19,415)	(137,910)	(998)	(301,013)
Short-term investments	—	104	(2,400)	—	(2,296)
Other assets	(5,562)	—	8,273	—	2,711
Loans to affiliate	(427)	—	—	—	(427)
Acquisition of GCI	(333,581)	—	—	—	(333,581)
Cash acquired from GCI acquisition	—	—	70,121	—	70,121
Advances to related parties	(377)	(257)	(8,938)	9,572	—
Cash used in investing activities	(482,637)	(19,568)	(70,854)	8,574	(564,485)
Increase (decrease) in cash and cash equivalents	4,182	(39,496)	51,210	—	15,896
Cash and cash equivalents, beginning of period	146,328	85,601	35,307	—	267,236
Cash and cash equivalents, end of period	\$ 150,510	\$ 46,105	\$ 86,517	\$ —	\$ 283,132

SEASPAN CORPORATION

Notes to Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

18. Guarantor financial information (continued):

	Six months ended June 30, 2017				Consolidated
	Parent Issuer	Guarantors	Non-guarantors	Eliminations	
Cash from (used in):					
Operating activities:					
Net earnings (loss)	\$68,307	\$23,731	\$ (3,089)	\$ (20,642)	\$ 68,307
Items not involving cash:					
Depreciation and amortization	86,237	6,529	6,978	—	99,744
Share-based compensation	3,870	—	—	—	3,870
Amortization of deferred financing fees	6,213	—	—	—	6,213
Amounts reclassified from other					
comprehensive loss to interest expense	1,680	—	—	—	1,680
Unrealized change in fair value of financial					
instruments	(13,240)	55	—	—	(13,185)
Equity income on investment	(17,245)	(5,927)	—	20,643	(2,529)
Operating leases	(10,767)	—	—	—	(10,767)
Other	6,239	285	—	(57)	6,467
Changes in assets and liabilities:					
Accounts receivable	(6,976)	(16,522)	(346)	33,049	9,205
Prepaid expenses and other	(1,857)	(5,470)	1,016	(29)	(6,340)
Other assets and deferred charges	(603)	35	(968)	-	(1,536)
Accounts payable and accrued liabilities	14,003	13,237	(471)	(33,050)	(6,281)
Deferred revenue	(13,031)	(6)	(47)	28	(13,056)
Fair value of financial instruments	(2,575)	—	—	—	(2,575)
Intercompany accounts payable and receivable	5,837	4,235	(12,022)	1,950	—
Cash from (used in) operating activities	126,092	20,182	(8,949)	1,892	139,217
Financing activities:					
Common shares issued, net of issuance costs	57,266	—	—	—	57,266
Repayment of credit facilities	(162,559)	—	(8,598)	—	(171,157)
Repayment of long-term obligations under capital lease	(4,722)	(8,151)	—	-	(12,873)

Senior unsecured notes repurchased, including related expenses	(3,122)	—	—	—	(3,122)
Net proceeds from sale-leaseback of vessel	90,753	—	—	—	90,753
Financing fees	(3,150)	429	407	—	(2,314)
Dividends on common shares	(45,711)	(1,950)	—	1,950	(45,711)
Dividends on preferred shares	(32,208)	—	—	—	(32,208)
Advances from related parties	—	6,628	20,272	(26,900)	—
Cash from (used in) financing activities	(103,453)	(3,044)	12,081	(24,950)	(119,366)
Investing activities:					
Expenditures for vessels	(87,765)	(6,590)	(2,006)	—	(96,361)
Short-term investments	—	308	—	—	308
Loans to affiliate	(1,585)	—	—	—	(1,585)
Repayment of loans to affiliate	24,011	(2,778)	—	—	21,233
Other assets	549	(700)	137	58	44
Dividends received from subsidiary	1,950	—	—	(1,950)	—
Capital contribution in subsidiary	(24,950)	—	—	24,950	—
Cash from (used in) investing activities	(87,790)	(9,760)	(1,869)	23,058	(76,361)
Increase (decrease) in cash and cash equivalents	(65,151)	7,378	1,263	—	(56,510)
Cash, cash equivalents and restricted cash, beginning of period	287,301	66,533	28,126	—	381,960
Cash, cash equivalents and restricted cash, end of period	\$222,150	\$ 73,911	\$ 29,389	\$ —	\$ 325,450

SEASPAN CORPORATION

Notes to Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

18. Guarantor financial information (continued):

	Three months ended June 30, 2018				Consolidated
	Parent Issuer	Guarantors	Non-guarantors	Eliminations	
Cash from (used in):					
Operating activities:					
Net earnings (loss)	\$68,013	\$23,132	\$19,014	\$(42,146)	\$68,013
Items not involving cash:					
Depreciation and amortization	42,226	3,455	21,002	(4,576)	62,107
Share-based compensation	923	—	—	—	923
Interest expense and amortization of deferred financing fees and warrants	4,513	—	1,229	(1,264)	4,478
Amounts reclassified from other					
comprehensive loss to interest expense	86	—	—	—	86
Unrealized change in fair value of financial instruments	(15,617)	—	(2,693)	—	(18,310)
Acquisition -related gain on contract settlement	—	—	—	—	—
Operating leases	(5,907)	—	557	—	(5,350)
Equity income on investment	(22,405)	(19,102)	—	41,507	—
Amortization of acquired revenue contracts	6,250	—	—	—	6,250
Other	(13,997)	(4)	—	13,997	(4)
Change in non-cash operating working capital					
Accounts receivable	(28,070)	(6,665)	(586)	33,183	(2,138)
Gross investment in lease	11,056	—	—	—	11,056
Prepaid expenses and other	(4,602)	11,310	(3,278)	3,644	7,074
Other assets and deferred charges	(531)	—	—	—	(531)
Accounts payable and accrued liabilities	6,173	(7,997)	8,734	(18,698)	(11,788)
Deferred revenue	(7,785)	2,441	921	(2,441)	(6,864)
Fair value of financial instruments	—	—	1,991	—	1,991
Other Long-term liabilities	(3,801)	—	(5,213)	5,213	(3,801)
Intercompany accounts payable and accounts receivable	22,280	(3,758)	(3,761)	(14,761)	—
Cash from operating activities	58,805	2,812	37,917	13,658	113,192

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Financing activities:					
Repayment of credit facilities	(45,973)	—	(25,192)	—	(71,165)
Draws on credit facilities	105,600	—	120,000	—	225,600
Repayment on long-term obligations under capital lease	32,367	(44,631)	—	—	(12,264)
Financing fees	(2,232)	195	(5,615)	(331)	(7,983)
Dividends on common shares	(9,484)	—	—	—	(9,484)
Dividends on preferred shares	(18,394)	—	—	—	(18,394)
Advances from related parties	(38,143)	2,430	14,194	21,519	—
Cash from (used in) financing activities	23,741	(42,006)	103,387	21,188	106,310
Investing activities:					
Expenditures for vessels	(141,030)	(265)	(137,910)	(1,902)	(281,107)
Short-term investments	—	—	(2,400)	—	(2,400)
Other assets	(6,291)	—	6,211	—	(80)
Loans to affiliate	—	—	—	—	—
Acquisition of GCI	—	—	—	—	—
Advances to related parties	(377)	42,258	(8,937)	(32,944)	—
Cash used in investing activities	(147,698)	41,993	(143,036)	(34,846)	(283,587)
Increase (decrease) in cash and cash equivalents	(65,152)	2,799	(1,732)	—	(64,085)
Cash, cash equivalents and restricted cash, beginning of period	215,662	43,306	88,249	—	347,217
Cash, cash equivalents and restricted cash, end of period	\$ 150,510	\$ 46,105	\$ 86,517	\$	\$ 283,132

SEASPAN CORPORATION

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(Unaudited)

(Tabular amounts in thousands of United States dollars, except per share amount and number of shares)

18. Guarantor financial information (continued):

	Three months ended June 30, 2017				Consolidated
	Parent Issuer	Guarantors	Non-guarantors	Eliminations	
Cash from (used in):					
Operating activities:					
Net earnings (loss)	\$28,284	\$ 13,542	\$ (527)	\$ (13,015)	\$ 28,284
Items not involving cash:					
Depreciation and amortization	43,039	3,249	3,510	—	49,798
Share-based compensation	1,989	—	—	—	1,989
Amortization of deferred financing fees	3,185	—	—	—	3,185
Amounts reclassified from other					
comprehensive loss to interest expense	401	—	—	—	401
Unrealized change in fair value of financial instruments	(1,037)	—	—	—	(1,037)
Equity income on investment	(11,372)	(3,285)	—	13,015	(1,642)
Operating leases	(5,500)	—	—	—	(5,500)
Other	6,249	125	—	15	6,389
Changes in assets and liabilities:					
Accounts receivable	(4,162)	(8,007)	122	15,739	3,692
Prepaid expenses	(5,598)	6,722	337	(19)	1,442
Other assets and deferred charges	1,261	—	(967)	—	294
Accounts payable and accrued liabilities	5,589	(1,235)	(570)	(15,739)	(11,955)
Deferred revenue	(11,732)	5	(47)	17	(11,757)
Fair value of financial instruments	(1,284)	—	—	—	(1,284)
Intercompany accounts payable and receivable	(4,963)	(1,021)	4,984	1,000	—
Cash from operating activities	44,349	10,095	6,842	1,013	62,299
Financing activities:					
Common shares issued, net of issuance costs	33,362	—	—	—	33,362
Repayment of credit facilities	(71,261)	—	(4,366)	—	(75,627)
Repayment of long-term obligations under capital lease	(2,389)	(4,119)	—	—	(6,508)
	(2,665)	—	—	—	(2,665)

Senior unsecured notes repurchased, including related expenses					
Proceeds on sale from vessel	90,753	—	—	—	90,753
Financing fees	(2,733)	212	207	—	(2,314)
Dividends on common shares	(6,433)	(1,000)	—	1,000	(6,433)
Dividends on preferred shares	(16,103)	—	—	—	(16,103)
Advances from related parties	—	3,850	—	(3,850)	—
Cash from (used in) financing activities	22,531	(1,057)	(4,159)	(2,850)	14,465
Investing activities:					
Expenditures for vessels	(83,797)	313	(969)	—	(84,453)
Loans to affiliate	(790)	—	—	—	(790)
Repayment of loans to affiliate	18,068	—	—	—	18,068
Other assets	4,185	(4,435)	209	(12)	(53)
Dividends received from subsidiary	1,000	—	—	(1,000)	—
Capital contribution in subsidiary	(2,849)	—	—	2,849	—
Cash from (used in) investing activities	(64,183)	(4,122)	(760)	1,837	(67,228)
Increase (decrease) in cash and cash equivalents	2,697	4,916	1,923	—	9,536
Cash, cash equivalents and restricted cash, beginning of period	219,453	68,994	27,467	—	315,914
Cash, cash equivalents and restricted cash, end of period	\$222,150	\$ 73,910	\$ 29,390	\$ —	\$ 325,450

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(Unaudited)

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