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

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

---

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

INDEX

PART I — FINANCIAL INFORMATION	1
Item 1 — Interim Consolidated Financial Statements (Unaudited)	1
Item 2 — Management's Discussion and Analysis of Financial Condition and Results of Operations	38
Item 3 — Quantitative and Qualitative Disclosures About Market Risk	59
PART II — OTHER INFORMATION	61
Item 1 — Legal Proceedings	61
Item 1A — Risk Factors	61
Item 2 — Unregistered Sales of Equity Securities and Use of Proceeds	64
Item 3 — Defaults Upon Senior Securities	64
Item 4 — Mine Safety Disclosures	64
Item 5 — Other Information	64
Item 6 — Exhibits	64

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

ii

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.

iii

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.

1

SEASPAN CORPORATION

Interim Consolidated Statements of Operations

(Unaudited)

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

	Three months ended June 30,		Six Months Ended 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 June 30,		Six months ended 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
	Shares	Amount									
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 shares	—	—	—	—	—	—	—	(2,649)	—	—	(2,649)
Dividends on Class A common	—	—	—	—	—	—	—	—	(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 shareholo equity
	Shares	Amount									
ance, ember 31, 7, rried ward	—	$—	131,664,101	32,872,706	$1,317	$329	$(377)	$2,752,988	$(781,137)	$(23,688)	$1,949,4
earnings	—	—	—	—	—	—	—	—	135,729	—	135,72
er nprehensive ome	—	—	—	—	—	—	—	—	—	576	576
ss A nmon shares ed	—	—	2,514,996	—	25	—	—	13,883	—	—	13,908
ferred res issued e 2)	1,986,449	47,256	—	—	—	—	—	—	—	—	—
rrants ed (note 11	—	—	—	—	—	—	—	77,561	—	—	77,561
s and enses in onnection n issuance ommon res	—	—	—	—	—	—	—	(30)	—	—	(30
idends on ss A nmon	—	—	—	—	—	—	—	—	(50,658)	—	(50,658

ares											
idends on ferred res	—	—	—	—	—	—	—	—	(52,872)	—	(52,872
retion of ferred res with holder option	—	—	—	—	—	—	—	—	(582)	—	(582
res issued ugh dend investment gram	—	—	2,008,034	—	20	—	—	14,665	—	—	14,685
re-based npensation ense ote 13): tricted ss A nmon ares, ntom share its, stock reciation hts, ricted stock s d formance k units	—	—	190,873	—	2	—	—	1,427	—	—	1,429
er re-based ompensation	—	—	906,258	—	9	—	—	2,442	(232)	—	2,219
asury shares	—	—	(998)	—	—	—	6	—	—	—	6
ance, e 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.

5

SEASPAN CORPORATION

Interim Consolidated Statements of Cash Flows

(Unaudited)

(Expressed in thousands of United States dollars)

	Three months ended June 30,		Six months ended 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	—

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.

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.

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):

(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.

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):

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.

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)

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 June 30,		Six months ended 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

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.

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)

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:

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.

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)

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

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.

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)

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.

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)

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

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)

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:

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

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.

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)

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 (numerator)	Shares (denominator)	Per share amount	Earnings (numerator)	Shares (denominator)	Per share 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)		

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

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)

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

	Six months ended June 30, 2018			Six months ended June 30, 2017		
	Earnings (numerator)	Shares (denominator)	Per share amount	Earnings (numerator)	Shares (denominator)	Per share amount
Net earnings	$ 135,729			$ 68,307		
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 shareholders	$ 99,161	135,664,000	$ 0.73	$ 36,099	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 shareholders	$	99,161	140,127,000	$ 0.71	$	6,099	110,406,000	$ 0.33

(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.

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)

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.

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)

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, accrued interest and other intercompany balances on	—	—	38,849	—

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.

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)

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:

	Three months ended June 30,		Six months ended 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.

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)

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.

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)

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 rate 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,

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

23

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)

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.

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:

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:

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):

	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

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

26

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):

	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

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

27

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				
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
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

28

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				
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
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				
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
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

29

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				
	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 amortization of deferred	37,416	2,153	17,853	(156)	57,266

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

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
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				
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
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				
	Parent Issuer	Guarantors	Non-Guarantors	Eliminations	Consolidated
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

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

33

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				
	Parent Issuer	Guarantors	Non-guarantors	Eliminations	Consolidated
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				
	Parent Issuer	Guarantors	Non-guarantors	Eliminations	Consolidated
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

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

35

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
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

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)

19. Subsequent events:

(a) On July 16, 2018, Fairfax exercised 38,461,539 warrants at an exercise price of $6.50 per share. The Company also issued Fairfax warrants to acquire 25,000,000 Class A common shares at an exercise price of $8.05 per share and amended the terms of the debentures issued in February 2018 to allow Fairfax to call for an early redemption of some or all of the debentures on each anniversary date of issuance.

(b) On July 23, 2018, the Company redeemed all of its outstanding Series F preferred shares for $140,000,000 plus accrued dividends of $3,430,000.

(c) On July 30, 2018, the Company paid quarterly dividends of $0.496875, $0.515625, $0.512500 and $0.492188 per Series D, Series E, Series G and Series H preferred share, respectively, representing a total distribution of $14,719,000 to all shareholders of record on July 27, 2018.

(d) On July 30, 2018, the Company paid a quarterly dividend of $0.125 per common share to all shareholders of record as of July 10, 2018.

ITEM 2 — MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a leading independent charter owner and manager of containerships, which we charter primarily pursuant to long-term, fixed-rate time charters with major container liner companies. As of June 30, 2018, we operated a fleet of 112 containerships. As of June 30, 2018, the average age of the 112 vessels in our operating fleet was approximately five years, on a TEU-weighted basis.

We primarily deploy our vessels on long-term, fixed-rate time charters to take advantage of the stable cash flow and high utilization rates that are typically associated with long-term time charters. As of June 30, 2018, the charters on the 112 vessels in our operating fleet had an average remaining term of approximately five years, on a TEU-weighted basis, excluding the effect of any charterers' options to extend certain time charters.

Customers for our operating fleet as at June 30, 2018 were as follows:

Customers for Current Fleet
ANL
APL
CMA CGM
CNC
COSCON
COSCO Europe
COSCO Mercury
COSCO New Golden Sea
CSCL Asia
Hapag-Lloyd
K-Line
Maersk
MCC
MSC
MOL
Yang Ming Marine

Our primary objective is to continue to grow our business through accretive vessel acquisitions as market conditions allow. Please read "Our Fleet" for more information about our vessels and time-charter contracts. Most of our customers' containership business revenues are derived from the shipment of goods from the Asia Pacific region, primarily China, to various overseas export markets in the United States and in Europe.

Significant Developments

Vessel Acquisitions and Deliveries

In January 2018, we accepted delivery of MSC Yashi B, an 11000 TEU vessel. This vessel was constructed at HHIC – PHIL Inc. and commenced a 17-year fixed-rate bareboat charter with MSC. Upon completion of the bareboat charter period, MSC is obligated to purchase the vessels for a pre-determined amount.

In February 2018, we purchased two second-hand 2006-built geared 2500 TEU vessels and entered into fixed-rate time charters with Maersk. The time charters are for a term of four years with options to extend up to an additional two years at increasing charter rates.

In May 2018, we accepted delivery of four 10000 TEU vessels, the CMA CGM Mundra, CMA CGM Cochin, CMA CGM Mumbai, and CMA CGM Chennai. These vessels were constructed at New Jiangsu and Jiangsu Xinfu. Upon delivery, each vessel commenced a three-year fixed rate time charter with CMA CGM with an option to extend for up to an additional three years.

Fairfax Investment

On February 14, 2018, we issued to affiliates of Fairfax Financial Holdings Limited (collectively, “Fairfax”), in a private placement for an aggregate purchase price of $250.0 million, an aggregate principal amount of our 5.50% interest bearing, debentures due 2025 (the “Fairfax Notes”), and 38,461,539 warrants, each exercisable for one share of our Class A common shares at an exercise price of $6.50 per share. Each warrant is exercisable within seven years. We can elect to require early exercise of the warrants, at any time after February 14, 2022, if the volume weighted average price of our common shares, averaged over a 20-day period, equals or exceeds twice the exercise price of the Fairfax warrants at that time. For additional information about this private placement, please read our Reports on Form 6-K furnished to the SEC on February 15, 2018 and February 22, 2018.

On March 13, 2018, we entered into a subscription agreement with Fairfax pursuant to which we will sell and Fairfax will purchase $250.0 million aggregate principal of 5.50% interest bearing debentures and warrants to purchase 38,461,539 Class A common shares of the Company at an exercise price of $6.50 per share 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.

In May 2018, Fairfax entered into agreements to invest an additional $500.0 million of equity in Seaspan. The agreements provide that on July 16, 2018, the date the agreements are expected to close, Fairfax will exercise all of the warrants issued to Fairfax on February 14, 2018, to acquire approximately 38.5 million Class A common shares at an exercise price of $6.50 per share. In addition, Fairfax agreed that in January 2019, it will immediately exercise all of the warrants that are issued to Fairfax in connection with the closing of the Second Fairfax Investment. Upon exercise of the warrants in January 2019, Fairfax will acquire approximately 38.5 million Class A common shares at an exercise price of $6.50 per share, for a total equity investment of $500.0 million

In consideration for Fairfax exercising these warrants in advance of their seven year terms, 2025 and 2026 expirations, Seaspan will issue Fairfax seven year warrants to acquire 25.0 million Class A common shares at an exercise price of $8.05 per share and amend the terms of the debentures that were issued on February 14, 2018 and are expected to be issued January 2019 to allow Fairfax to call for early redemption of some or all of those debentures on each respective anniversary date of issuance to the respective seven year maturity date.

Upon the full exercise of both tranches of warrants and the January 2019 subscription for $250.0 million of debentures, Fairfax's total investment in Seaspan will increase to $1.0 billion, consisting of $500.0 million of Class A common shares and $500.0 million in debentures.

Acquisition of GCI

On March 13, 2018, we acquired the remaining 89.2% that we did not own of Greater China Intermodal Investments LLC ("GCI") from affiliates of The Carlyle Group and the minority owners of GCI. GCI's fleet of 18 modern containerships, including two newbuilding containerships, is comprised of 10000 TEU and 14000 TEU eco-class vessels. For additional information about the acquisition please read our Report on Form 6-K furnished to the SEC, on March 14, 2018.

The aggregate purchase price of $498.1 million includes the following:

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

Debt Financing

In March 2018, we closed and drew on a secured credit facility for $100.0 million at an interest rate of LIBOR plus a margin. The facility is secured by 11 previously unencumbered vessels currently owned by us.

Vessel Financing

In April 2018, we entered into a secured term loan facility for up to $120.0 million to finance the CMA CGM Chennai and CMA CGM Cochin, and drew on that facility in May 2018 for the full $120.0 million on the respective delivery dates of those vessels.

Dividends

On June 28, 2018, our board of directors declared the following quarterly cash dividends on our common and preferred shares for a total distribution of $31.9 million on July 30, 2018.

Security	Ticker	Dividend per Share	Period	Record Date	Payment Date
Class A common shares	SSW	$0.125	April 1, 2018 to June 30, 2018	July 10, 2018	July 30, 2018
Series D preferred shares	SSW PR D	$0.496875	April 30, 2018 to July 29, 2018	July 27, 2018	July 30, 2018
Series E preferred shares	SSW PR E	$0.515625	April 30, 2018 to July 29, 2018	July 27, 2018	July 30, 2018
Series F preferred shares[(1)]	—	$0.656250	April 30, 2018 to July 29, 2018	July 27, 2018	July 30, 2018
Series G preferred shares	SSW PR G	$0.512500	April 30, 2018 to July 29, 2018	July 27, 2018	July 30, 2018
Series H preferred shares	SSW PR H	$0.492188	April 30, 2018 to	July 27, 2018	July 30, 2018

July 29, 2018

---

[1] On July 23, 2018, we redeemed all of our outstanding 10.5% Series F preferred shares for $140.0 million plus $3.4 million of accrued dividends

Washington Family Participation in Dividend Reinvestment Plan

Following the additional investments from Fairfax, which do not participate in the dividend reinvestment plan in respect of its equity holdings, the Board of Directors offered the Washington family the option to discontinue its participation in such plan. After considering this proposal, the Washington family members and their various affiliated entities, who hold shares in us, informed the Board of the Directors that they intend to cease participation in the our dividend reinvestment plan after the second quarter dividend payment date of July 30, 2018.

Purchase of Class A Common Shares

In June 2018, David Sokol, chairman of the Board of Directors, purchased 375,057 Class A common shares in the open market at an average price of $8.50 per share, bringing his total shareholdings to 3,387,121 Class A common shares at June 30, 2018.

Change in Senior Management

In April 2018, David Spivak, our Chief Financial Officer ("CFO"), gave notice that he was exercising his right to terminate his employment with us effective June 29, 2018 to pursue other opportunities. Mr. Spivak remained CFO until May 5, 2018, after which Mr. Ryan Courson was appointed CFO. Mr. Spivak continued with us as Special Advisor to the President and Chief Executive Officer until the end of June 2018.

In April 2018, Mark Chu, our Chief Operating Officer, General Counsel and Corporate Secretary gave notice that he plans to terminate employment with us effective August 31, 2018 to pursue other opportunities. Mr. Chu will remain in his current roles until successors are appointed, and will continue with us through to the end of August to help facilitate a seamless transition.

Amendment to Restated and Amended Articles of Incorporation

At our April 27, 2018 annual general meeting shareholders approved a resolution to amend our articles of incorporation to increase the number of authorized Class A common shares from 200,000,000 to 400,000,000, with corresponding increases in the number of authorized common shares from 225,000,100 to 425,000,100 and in the number of authorized shares of capital stock from 375,000,100 to 575,000,100.

Amendment to Bylaws

On February 22, 2018, our Board of Directors approved an amendment to Section 4.2 of our bylaws to revise the structure of the standing committees of the Board of Directors, such amendment to be effective April 27, 2018 (the "Bylaw Amendment"). Pursuant to the Bylaw Amendment, the Board of Directors shall have the following standing committees: Audit Committee, Compensation and Governance Committee and Executive Committee.

Recent Developments

Fairfax Investments

On July 16, 2018, in accordance with the agreement signed May 31, 2018, Fairfax exercised 38.5 million warrants at an exercise price of $6.50 per share resulting in us receiving $250.0 million in proceeds. Also in accordance with the May 2018 agreement, we issued Fairfax warrants to acquire 25.0 million Class A common shares at an exercise price of $8.05 per share and the terms of the debentures issued in February 2018 and to be issued in January 2019 were amended to allow Fairfax to call for an early redemption of some or all of the debentures on each anniversary date of issuance. As the right to put the debentures is solely within the control of Fairfax, the outstanding debentures will be reclassified from long-term liabilities to current liabilities as of July 16, 2018. Upon funding of the additional debentures and exercise of the additional warrants upon closing in January 2019, the additional debentures will also be classified as a current liability.

Redemption of Series F Preferred Shares

On July 23, 2018, we redeemed all of our outstanding 10.5% Series F preferred shares for $140.0 million plus $3.4 million of accrued dividends.

Controls and Procedures

During the preparation of the interim financial statements for the quarter ended June 30, 2018, the Company's management identified a material weakness in our internal controls over financial reporting relating to the timely

recording of dividends declared and approved by our Board of Directors, which resulted in a $35.6 million understatement of current liabilities and deficit in our earnings press release dated August 1, 2018 (the "Earnings Release"). A material weakness is defined as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis.

The control deficiency did not result in a misstatement of our previously issued annual or quarterly consolidated financial statements, or of other unrelated financial information contained in the Earnings Release. The dividend accrual has been correctly recorded in our June 30, 2018 financial statements presented in this Form 6-K, and in the corrected earnings press release dated August 6, 2018.

Management is committed to remediating the identified material weakness in a timely manner, with appropriate oversight from our Audit Committee. Management has immediately initiated compensating controls, is assessing the root cause and will be enhancing and revising the design of existing controls and procedures to ensure dividend transactions are recorded on a timely basis and reported accurately in our published financial statements and earnings press releases. The identified material weakness will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. We expect that remediation of this material weakness will be completed prior to the end of fiscal year 2018.

Except as noted above, there has been no change in the Company's internal control over financial reporting as of August 6, 2018, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Our Fleet

Our Current Fleet

The following table summarizes key facts regarding our 112 operating vessels as of June 30, 2018:

Vessel Name	Vessel Class (TEU)	Year Built	Charter Period Start Date	Charterer	Length of Charter	Daily Charter Rate
YM Wish	14000	2015	04/07/2015	Yang Ming Marine	10 years + one 2-year option	$46.8
YM Wellhead	14000	2015	04/22/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Winner[1]	14000	2015	06/10/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Witness	14000	2015	07/03/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Wellness[1]	14000	2015	08/21/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Warmth[1]	14000	2015	10/16/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Window[1]	14000	2016	05/08/2016	Yang Ming Marine	10 years + one 2-year option	46.5
YM Width[1]	14000	2016	05/29/2016	Yang Ming Marine	10 years + one 2-year option	46.5
YM Wind[1]	14000	2017	06/02/2017	Yang Ming Marine	10 years + one 2-year option	46.5
YM World	14000	2015	04/13/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Wondrous	14000	2015	05/26/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Wholesome	14000	2015	07/23/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Worth	14000	2015	09/17/2015	Yang Ming Marine	10 years + one 2-year option	46.8
YM Welcome	14000	2016	08/16/2016	Yang Ming Marine	10 years + one 2-year option	46.5
YM Wreath	14000	2017	06/30/2017	Yang Ming Marine	10 years + one 2-year option	46.5
MSC Shuba B[1]	11000	2017	08/23/2017	MSC	17 years	24.3
MSC Shreya B[1]	11000	2017	09/20/2017	MSC	17 years	24.3
MSC Nitya B[1]	11000	2017	09/28/2017	MSC	17 years	24.3
MSC Madhu B[1]	11000	2017	12/11/2017	MSC	17 years	24.3
MSC Yashi B[1]	11000	2018	01/04/2018	MSC	17 years	24.3
COSCO Glory	13100	2011	06/10/2011	COSCON	12 years	55.0

COSCO Pride[1]	13100	2011	06/29/2011	COSCON	12 years	55.0	
COSCO Development	13100	2011	08/10/2011	COSCON	12 years	55.0	
COSCO Harmony	13100	2011	08/19/2011	COSCON	12 years	55.0	
COSCO Excellence	13100	2012	03/08/2012	COSCON	12 years	55.0	
COSCO Faith[1]	13100	2012	03/14/2012	COSCON	12 years	55.0	
COSCO Hope	13100	2012	04/19/2012	COSCON	12 years	55.0	
COSCO Fortune	13100	2012	04/29/2012	COSCON	12 years	55.0	
Seaspan Ganges	10000	2014	03/28/2017	Hapag-Lloyd	Minimum 22 months and up to two years[2]	Market rate	[3]
Seaspan Yangtze	10000	2014	04/11/2017	Hapag-Lloyd	Minimum 22 months and up to two years[2]	Market rate	[3]
Seaspan Zambezi	10000	2014	03/26/2017	Hapag-Lloyd	Minimum 22 months and up to two years[2]	Market rate	[3]
MOL Bravo[1]	10000	2014	07/18/2014	MOL	8 years + one 2-year option	37.5	[4]
MOL Brightness[1]	10000	2014	10/31/2014	MOL	8 years + one 2-year option	37.5	[4]
MOL Breeze[1]	10000	2014	11/14/2014	MOL	8 years + one 2-year option	37.5	[4]
MOL Beacon[1]	10000	2015	04/10/2015	MOL	8 years + one 2-year option	37.5	[4]
MOL Benefactor[1]	10000	2016	03/28/2016	MOL	8 years + one 2-year option	37.5	[4]

MOL Beyond[1]	10000	2016	04/29/2016	MOL	8 years + one 2-year option	37.5	[4]
Maersk Guayaquil	10000	2015	09/21/2015	Maersk	5 years + two 1-year options	37.2	[5]
Maersk Genoa[1]	10000	2016	09/12/2016	Maersk	5 years + two 1-year options	37.2	[5]
Seaspan Thames	10000	2014	04/03/2017	Hapag-Lloyd	Minimum 22 months and up to two years[2]	Market rate	[3]
Seaspan Amazon	10000	2014	04/12/2017	Hapag-Lloyd	Minimum 22 months and up to two years[2]	Market rate	[3]
Seaspan Hudson	10000	2015	03/31/2018	Yang Ming Marine	2 years + one 1-year option	Market rate	[3]
CMA CGM Tuticorin	10000	2015	06/28/2018	CMA CGM	3 years + option for up to 3 years	29.0	
MOL Brilliance	10000	2014	10/17/2014	MOL	8 years + one 2-year option	37.5	
MOL Belief	10000	2015	07/03/2015	MOL	8 years + one 2-year option	37.5	
MOL Beauty	10000	2015	05/01/2015	MOL	8 years + one 2-year option	37.5	
MOL Bellwether	10000	2015	07/23/2015	MOL	8 years + one 2-year option	37.5	
Maersk Guatemala	10000	2015	09/03/2015	Maersk	5 years + two 1-year options	37.2	
Maersk Gibraltar	10000	2016	11/26/2016	Maersk	5 years + two 1-year options	37.2	
CMA CGM Mundra	10000	2018	05/12/2018	CMA CGM	3 years + option for up to 3 years	29.0	[6]
CMA CGM Cochin	10000	2018	05/14/2018	CMA CGM	3 years + option for up to 3 years	29.0	[6]
CMA CGM Mumbai	10000	2018	05/21/2018	CMA CGM	3 years + option for up to 3 years	29.0	[6]
CMA CGM Chennai	10000	2018	05/28/2018	CMA CGM	3 years + option for up to 3 years	29.0	[6]
CSCL Zeebrugge	9600	2007	03/15/2007	CSCL Asia	12 years	34.5	[7]
CSCL Long Beach	9600	2007	07/06/2007	CSCL Asia	12 years	34.5	[7]
Seaspan Oceania	8500	2004	12/04/2017	MSC	Minimum 10 months and up to 23 months	Market rate	[3]
CSCL Africa	8500	2005	02/25/2018	COSCO Mercury	Minimum 12 months and up to 14 months	Market rate	[3]
COSCO Japan	8500	2010	03/09/2010	COSCON	12 years + three 1-year options	42.9	[8]
COSCO Korea	8500	2010	04/05/2010	COSCON	12 years + three 1-year options	42.9	[8]
COSCO Philippines	8500	2010	04/24/2010	COSCON	12 years + three 1-year options	42.9	[8]
COSCO Malaysia	8500	2010	05/19/2010	COSCON	12 years + three 1-year options	42.9	[8]
	8500	2010	07/05/2010	COSCON	12 years + three 1-year options	42.9	[8]

COSCO Indonesia							
COSCO Thailand	8500	2010	10/20/2010	COSCON	12 years + three 1-year options	42.9	(8)
COSCO Prince Rupert	8500	2011	03/21/2011	COSCON	12 years + three 1-year options	42.9	(8)
COSCO Vietnam	8500	2011	04/21/2011	COSCON	12 years + three 1-year options	42.9	(8)
MOL Emerald	5100	2009	04/30/2009	MOL	12 years	28.9	
MOL Eminence	5100	2009	08/31/2009	MOL	12 years	28.9	
MOL Emissary	5100	2009	11/20/2009	MOL	12 years	28.9	
MOL Empire	5100	2010	01/08/2010	MOL	12 years	28.9	
Brotonne Bridge(1)	4500	2010	10/25/2010	K-Line	12 years + two 3-year options	34.5	(9)
Brevik Bridge(1)	4500	2011	01/25/2011	K-Line	12 years + two 3-year options	34.5	(9)
Bilbao Bridge(1)	4500	2011	01/28/2011	K-Line	12 years + two 3-year options	34.5	(9)
Berlin Bridge	4500	2011	05/09/2011	K-Line	12 years + two 3-year options	34.5	(9)
Budapest Bridge	4500	2011	08/01/2011	K-Line	12 years + two 3-year options	34.5	(9)
Seaspan Chiwan	4250	2001	12/15/2017	CNC	Minimum six months and up to eight months	Market rate	(3)
Seaspan Hamburg	4250	2001	05/30/2018	COSCO New Golden Sea	Four months	Market rate	(3)
Seaspan Ningbo	4250	2002	01/14/2018	COSCO New Golden Sea	Minimum three months and up to six months	Market rate	(3)
Seaspan Dalian	4250	2002	11/22/2017	ANL	Minimum four months and up to 12 months	Market rate	(3)
Seaspan Felixstowe	4250	2002	05/07/2018	COSCO Mercury	Five months	Market rate	(3)
Seaspan Vancouver	4250	2005	11/24/2017	APL	Minimum three months and up to 11 months	Market rate	(3)
CSCL Sydney	4250	2005	12/26/2017	COSCO Mercury	Minimum three months and up to seven months	Market rate	(3)
CSCL New York	4250	2005	01/28/2018	COSCO Mercury	Minimum five months and up to nine months	Market rate	(3)
CSCL Melbourne	4250	2005	06/18/2018	COSCO New Golden Sea	Three months	Market rate	(3)
CSCL Brisbane	4250	2005	07/18/2017	COSCO Mercury	Minimum 10 months and up to 12 months	Market rate	(3)

Seaspan New Delhi	4250	2005	01/09/2018	COSCO New Golden Sea	Minimum three months and up to six months	Market rate[3]	
Seaspan Dubai[13]	4250	2006	—	—	—	—	
Seaspan Jakarta	4250	2006	06/15/2018	COSCO Europe	Three months	Market rate[3]	
Seaspan Saigon	4250	2006	02/01/2018	Hapag-Lloyd	Minimum six months and up to 9.5 months	Market rate[3]	
Seaspan Lahore	4250	2006	08/08/2017	MSC	Minimum 11 months and up to 13 months	Market rate[3]	
Rio Grande Express	4250	2006	02/01/2018	Hapag-Lloyd	Minimum six months and up to 9.5 months	Market rate[3]	
Seaspan Santos	4250	2006	05/25/2018	CNC	Minimum 10 months and up to 13 months	Market rate[3]	
Seaspan Rio de Janeiro	4250	2007	03/17/2018	Maersk	Minimum five months and up to seven months	Market rate[3]	
Seaspan Manila	4250	2007	02/01/2018	MCC	Minimum three months and up to six months	Market rate[3]	
Seaspan Loncomilla[10]	4250	2009	—	—	—	—	
Seaspan Lumaco	4250	2009	02/14/2018	CMA CGM	Minimum six months and up to nine months	Market rate[3]	
Seaspan Lingue	4250	2010	01/05/2018	CMA CGM	Minimum seven months and up to 10 months	Market rate[3]	
Seaspan Lebu	4250	2010	01/12/2018	CMA CGM	Minimum three months and up to six months	Market rate[3]	
Seaspan Fraser[1]	4250	2009	03/16/2018	CNC	Minimum five months and up to six months	Market rate[3]	
COSCO Fuzhou	3500	2007	03/27/2007	COSCON	12 years	19.0	
COSCO Yingkou	3500	2007	07/05/2007	COSCON	12 years	19.0	
CSCL Panama	2500	2008	05/14/2008	CSCL Asia	12 years	16.9	[11]
CSCL São Paulo	2500	2008	08/11/2008	CSCL Asia	12 years	16.9	[11]
CSCL Montevideo	2500	2008	09/06/2008	CSCL Asia	12 years	16.9	[11]
CSCL Lima	2500	2008	10/15/2008	CSCL Asia	12 years	16.9	[11]
CSCL Santiago	2500	2008	11/08/2008	CSCL Asia	12 years	16.9	[11]
CSCL San Jose	2500	2008	12/01/2008	CSCL Asia	12 years	16.9	[11]
CSCL Callao	2500	2009	04/10/2009	CSCL Asia	12 years	16.9	[11]
CSCL Manzanillo	2500	2009	09/21/2009	CSCL Asia	12 years	16.9	[11]
Guayaquil Bridge	2500	2010	03/08/2010	K-Line	10 years	17.9	
Calicanto Bridge	2500	2010	05/30/2010	K-Line	10 years	17.9	
Frisia Hannover	2500	2006	02/05/2018	Maersk	4 years + option for up to 2 years	8.8	[12]
Frisia Loga	2500	2006	02/22/2018	Maersk	4 years + option for up to 2 years	8.8	[12]

(1) This vessel is leased pursuant to a lease agreement, which we used to finance the acquisition of the vessel.

(2) Hapag-Lloyd extended their initial charter for an additional period for a minimum of 10 months up to a maximum of 12 months.

(3) Given that the term of the charter is less than three years (excluding any charterers' option to extend the term), this vessel is being chartered at current market rates.

(4) MOL has an initial charter of eight years with a charter rate of $37,500 per day for the initial term and $43,000 per day during the two-year option.

(5) Maersk has an initial charter of five years with a charter rate of $37,150 per day for the initial term, $39,250 per day for the first one-year option and $41,250 per day for the second one-year option.

(6) CMA CGM has an initial charter of three years with a charter rate of $29,000 per day for the initial term. The charter rate increases for the option period and the rate depends on the duration of the option period.

(7) CSCL Asia has a charter of 12 years with a charter rate of $34,000 per day for the first six years, increasing to $34,500 per day for the second six years.

(8) COSCON has an initial charter of 12 years with a charter rate of $42,900 per day for the initial term and $43,400 per day for the three one-year options.

(9) K-Line has an initial charter of 12 years with a charter rate of $34,250 per day for the first six years, increasing to $34,500 per day for the second six years, $37,500 per day for the first three-year option period and $42,500 per day for the second three-year option period.

(10) This vessel commenced a short-term charter with CMA CGM in July 2018 at market rates for a minimum of 12 months up to a maximum of 13 months, where the exact period is at CMA CGM's option.

(11) CSCL Asia has a charter of 12 years with a charter rate of $16,750 per day for the first six years, increasing to $16,900 per day for the second six years.

(12) Maersk has an initial charter of four years with a charter rate of $8,800 per day for the first three years and increasing to $9,500 per day for the fourth year and $10,650 per day for the two year option period.

(13) This vessel commenced a short-term charter with VASI in July 2018 at market rates for a minimum of 40 days up to a maximum of 45 days, where the exact period is at VASI's option.

The following table indicates the estimated number of owned, leased and managed vessels in our fleet as of June 30, 2018:

	Quarter Ended June 30, 2018
Owned and leased vessels, beginning of year	89
Deliveries	7
Acquired[1]	16
Total Fleet	112
Total Capacity (TEU)	905,900

(1) Our acquisition of GCI on March 13, 2018 included 16 operating vessels and two vessels under construction, which were delivered in May 2018.

Three and Six Months Ended June 30, 2018 Compared with Three and Six Months Ended June 30, 2017

The following is a discussion of our financial condition and results of operations for the three and six months ended June 30, 2018. The following provides information about our fleet as of June 30, 2018:

Number of vessels in operation	112
Average age of fleet (TEU-weighted basis)	5 Years
TEU capacity	905,900
Average remaining initial term on outstanding charters (TEU-weighted basis)	5 Years

Our consolidated financial results for the three and six months ended June 30, 2018 and 2017 are summarized below:

Financial Summary

(in millions of US dollars)	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Revenue	$281.7	$204.6	$506.4	$405.9
Ship operating expense	58.8	44.8	108.3	90.4
Depreciation and amortization expense	62.1	49.8	116.0	99.7
General and administrative expense	9.1	7.5	16.3	15.0
Operating lease expense	32.3	28.1	63.5	54.7
Interest expense and amortization of deferred financing fees	57.3	28.3	96.2	56.7
Change in fair value of financial instruments	(5.9)	13.6	(25.2)	17.0

Ownership Days, Operating Days and Vessel Utilization

Ownership days are the number of days a vessel is owned and available for charter. Operating days are the number of days a vessel is available to the charterer for use.

The primary driver of ownership days are the increases or decreases in number of vessels we own, while the drivers of operating days are the ownership days and the number of days the vessels are off-hire. Ownership and operating days for the three and six months ended June 30, 2018 and 2017 were as follows:

	Three Months Ended				Six Months Ended			
	June 30,		Increase		June 30,		Increase	
	2018	2017	Days	%	2018	2017	Days	%
Ownership days(1)	9,546	8,037	1,509	18.8%	17,576	15,954	1,622	10.2%
Operating days(1)	9,409	7,895	1,514	19.2%	17,186	15,150	2,036	13.4%

(1) Ownership and operating days include leased vessels and exclude vessels under bareboat charter.

Ownership days increased by 1,509 days primarily due to the addition of 16 vessels acquired through the GCI acquisition, which contributed 1,456 days. The remainder of the increase was due to 2018 vessel deliveries and acquisitions and partially offset by vessel disposals.

Vessel utilization represents the number of days a vessel is used (operating days) as a percentage of the total days a vessel is available for charter (ownership days).

The following table summarizes our vessel utilization by quarter and for the six months ended June 30, 2018 and 2017:

	First Quarter		Second Quarter		Six Months Ended June 30,	
	2018	2017	2018	2017	2018	2017
Vessel utilization:						
Ownership Days[(1)]	8,030	7,917	9,546	8,037	17,576	15,954
Less Off-hire Days:						
Scheduled Off-hire	(104)	—	—	—	(104)	—
Unscheduled Off-hire[(2)]	(149)	(662)	(137)	(142)	(286)	(804)

Operating Days[1]	7,777	7,255	9,409	7,895	17,186	15,150
Vessel Utilization	96.8 %	91.6 %	98.6 %	98.2 %	97.8 %	95.0 %

---

(1) Operating and ownership days include leased vessels and exclude vessels under bareboat charter.
(2) Unscheduled off-hire includes days related to vessels being off-charter.

Vessel utilization increased for the three and six months ended June 30, 2018, compared to the same periods in 2017, primarily due to higher utilization of vessels acquired from GCI and the 2018 deliveries and acquisitions. The increase in utilization for the six months ended June 30, 2018 was also due to a decrease in off-charter days. During the six months ended June 30, 2018, we completed dry-dockings for five 2500 TEU vessels, one 3500 TEU vessel and one 4250 TEU vessel, one of which occurred while the vessel was off-charter.

Revenue

Revenue increased by 37.7% to $281.7 million and by 24.8% to $506.4 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. The increases in revenue were primarily due to the additional operating days from the vessel deliveries and acquisition of vessels from the GCI transaction.

The increase in operating days and the related financial impact thereof for the three and six months ended June 30, 2018, relative to the same periods in 2017, is attributable to the following:

	Three Months Ended June 30, 2018			Six Months Ended June 30, 2018		
	Ownership Day Impact	Operating Days Impact	$ Impact (in millions of US dollars)	Ownership Day Impact	Operating Days Impact	$ Impact (in millions of US dollars)
Addition of 16 vessels from acquisition of GCI	1,456	1,456	$ 52.8	1,744	1,744	$ 62.6
2018 vessel deliveries and acquisitions	355	355	6.6	447	447	7.4
Full period contribution for 2017 vessel delivery	62	62	2.8	152	152	6.9
Changes in daily charter hire rates and re-charters	—	—	7.9	—	—	7.3
Unscheduled off-hire	—	5	1.3	—	518	5.5
Scheduled off-hire	—	—	—	—	(104)	(1.8)
Vessel disposals	(364)	(364)	(1.6)	(721)	(721)	(2.0)
Interest income from leasing	—	—	8.9	—	—	17.6
Other	—	—	(1.6)	—	—	(3.0)
Total	1,509	1,514	$ 77.1	1,622	2,036	$ 100.5

Ship Operating Expense

Ship operating expense increased by 31.1% to $58.8 million and by 19.8% to $108.3 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to an increase in ownership days from the increase in the number of vessels in our fleet, higher bulk purchasing of vessel stores and spare parts, and an increase in planned maintenance required for certain vessels less than 8500 TEU in size.

Depreciation and Amortization Expense

Depreciation and amortization expense increased by 24.7% to $62.1 million and by 16.3% to $116.0 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to an increase in ownership days from the increase in the number of vessels in our fleet.

General and Administrative Expense

General and administrative expense increased by 21.2% to $9.1 million and by 9.2% to $16.3 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to transition payments to the former CFO, and additional general and administrative expense related to the acquisition of GCI, partially offset by a decrease in stock-based compensation related to the former chief executive officer.

Operating Lease Expense

Operating lease expense increased by 14.9% to $32.3 million and 16.2% to $63.5 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to an increase in LIBOR and the delivery of one vessel in 2017 that was financed through a sale-leaseback transaction.

Interest Expense and Amortization of Deferred Financing Fees

The following table summarizes our borrowings:

(in millions of US dollars)	June 30, 2018	2017
Long-term debt, excluding deferred financing fees	$3,871.4	$2,675.9
Long-term obligations under capital lease, excluding deferred financing fees	672.5	485.9
Total borrowings	4,543.9	3,161.8
Less: Vessels under construction	—	(278.2)
Operating borrowings	$4,543.9	$2,883.6

Interest expense and amortization of deferred financing fees increased by $29.0 million and $39.5 million to $57.3 million and $96.2 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017. The increases were primarily due to the debt assumed as part of the acquisition of GCI, an increase in operating debt for delivered vessels, the issuance of the debentures to Fairfax and an increase in LIBOR.

Change in Fair Value of Financial Instruments

The change in fair value of financial instruments resulted in a gain of $5.9 million and $25.2 million for the three and six months ended June 30, 2018, respectively. The gains for these periods were primarily due to the impact of swap settlements and increase in the forward LIBOR curve.

The fair value of interest rate swaps is subject to change based on our company-specific credit risk and that of the counterparty included in the discount factor and the interest rate implied by the current swap curve, including its relative steepness. In determining the fair value, these factors are based on current information available to us. These factors are expected to change through the life of the instruments, causing the fair value to fluctuate significantly due to the large notional amounts and long-term nature of our derivative instruments. As these factors may change, the fair value of the instruments is an estimate and may deviate significantly from the actual cash settlements realized during the term of the instruments. Our valuation techniques have not changed and remain consistent with those followed by other valuation practitioners.

The fair value of our interest rate swaps is most significantly impacted by changes in the yield curve. Based on the current notional amount and tenor of our interest rate swap portfolio, a one percent parallel shift in the overall yield curve would be expected to result in a change in the fair value of our interest rate swaps by approximately $43.0 million. Actual changes in the yield curve are not expected to occur equally at all points and changes to the curve may be isolated to periods of time. This steepening or flattening of the yield curve may result in greater or lesser changes to the fair value of our financial instruments in a particular period than would occur had the entire yield curve changed equally at all points.

The fair value of our interest rate swaps is also impacted by changes in our company-specific credit risk included in the discount factor. We discount our derivative instruments with reference to publicly-traded bond yields for our comparator group in the shipping industry and composite Bloomberg industry yield curves. Based on the current notional amount and tenor of our swap portfolio, a one percent change in the discount factor is expected to result in a change in the fair value of our interest rate swaps of approximately $3.0 million.

All of our interest rate swap agreements were marked-to-market with all changes in the fair value of these instruments recorded in “Change in fair value of financial instruments” in the Statement of Operations.

Please read “Item 11. Quantitative and Qualitative Disclosures About Market Risk” in our 2017 Annual Report for additional information.

Liquidity and Capital Resources

Working Capital

At June 30, 2018, we have a working capital deficiency of $532.6 million which includes $337.9 million of senior unsecured notes maturing in April 2019. The working capital deficiency may increase in future periods. In order to alleviate this deficiency, we will rely, in part, upon the continued financial support of Fairfax, which includes not exercising the debenture put right and the successful closing of the agreements described below. We also expect to further address this working capital 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, we and Fairfax entered into agreements for a total $500.0 million investment in debentures, $250.0 million in each agreement, and warrants to purchase a total of 76,923,078 of our Class A common shares, 38,461,539 in each agreement, for an aggregate total purchase price of $500.0 million. The March 13, 2018 agreement will be funded, and the warrants issued, in January 2019 subject to closing conditions.

On May 31, 2018, we and Fairfax entered into agreements to invest an additional $500.0 million of equity through the exercise of the warrants issued in February 2018 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 $250.0 million were partially used to redeem our outstanding Series F preferred shares. Under the terms of the May 31, 2018 agreement, upon closing 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 also be classified as a current liability.

Liquidity

At June 30, 2018, our cash and cash equivalents and short-term investments totaled $271.5 million and our restricted cash totaled $14.1 million. Our primary short-term liquidity needs are to fund our operating expenses, debt repayments, lease payments, payment of our quarterly dividends, repayment of our 6.375% senior unsecured notes which mature in April 2019 (“2019 Notes”) and potential early redemption of the Fairfax Notes. Our medium-term liquidity needs primarily relate to debt repayments, lease payments, potential early redemption of the Fairfax Notes and the redemption of our puttable preferred shares. Our long-term liquidity needs primarily relate to potential future acquisitions, lease payments, debt repayments including repayment of our 7.125% senior unsecured notes due 2027 (“2027 Notes”) and the Fairfax Notes, and the future potential redemption of our preferred shares.

Our Series D preferred shares have an annual dividend rate of 7.95% per $25.00 of liquidation preference per share and our Series D preferred shares are redeemable by us at any time on or after January 30, 2018. Our Series E preferred shares have an annual dividend rate of 8.25% per $25.00 of liquidation preference per share and our Series E preferred shares are redeemable by us at any time on or after February 13, 2019. Our Series F preferred shares have an annual dividend rate of 10.5% per $25.00 of liquidation preference per share and were fully redeemed on July 23, 2018. Our Series G preferred shares have an annual dividend rate of 8.20% per $25.00 of liquidation preference per share and our Series G preferred shares are redeemable by us at any time on or after June 16, 2021. Our Series H preferred shares have an annual dividend rate of 7.875% per $25.00 of liquidation preference per share and our Series H preferred shares are redeemable by us at any time on or after August 11, 2021.

We anticipate that our primary sources of funds for our short-term liquidity needs will be cash, cash from operations, new credit facilities, proceeds from Fairfax’s exercise of the 38.5 million February 2018 warrants on July 16, 2018, proceeds from the issuance of $250.0 million aggregate principal of 5.50% interest bearing debentures to Fairfax and proceeds from Fairfax’s exercise of the 38.5 million January 2019 warrants, both of which are expected to occur in January 2019. We anticipate our medium and long-term sources of funds will be from cash from operations, new credit and lease facilities and capital markets financings.

The following table summarizes our long-term debt and lease obligations as of June 30, 2018:

(in millions of US dollars)	Amount Outstanding[1]	Amount Committed	Amount Available
Long-Term Debt			
Revolving credit facilities	$ 821.5	$ 821.5	$ —
Term loan credit facilities	2,457.7	2,457.7	—
Senior unsecured notes	417.9	417.9	—
Fairfax notes[2]	174.3	174.3	—
Total Long-Term Debt	$ 3,871.4	$ 3,871.4	$ —
Lease Facilities			
COSCO Faith – 13100 TEU vessel (non-recourse to Seaspan Corporation)	62.4	62.4	—
COSCO Pride – 13100 TEU vessel (non-recourse to Seaspan Corporation)	96.6	96.6	—
Leases for three 4500 TEU vessels	119.2	119.2	—
Leases for five 11000 TEU vessels	394.3	394.3	—
Total Lease Facilities	672.5	672.5	—
Total Long-Term Debt and Lease Facilities	$ 4,543.9	$ 4,543.9	$ —

---

(1) Includes amounts owed by wholly-owned subsidiaries of Seaspan, a portion of which amounts are non-recourse to Seaspan.

(2) On March 13, 2018, we and Fairfax entered into a subscription agreement where Fairfax agreed to purchase $250.0 million aggregate principal amount of 5.50% debentures and warrants to purchase 38,461,539 Class A common shares. This transaction is expected to close in January 2019, subject to customary closing conditions.

Our Long-Term Debt

As of June 30, 2018, our revolving credit facilities, term loan credit facilities, our 2019 Notes, our 2027 Notes, and our Fairfax Notes provided for borrowings of up to approximately $3.9 billion, all of which was outstanding. We primarily use our credit facilities to finance the construction and acquisition of vessels.

Revolving Credit Facilities

In February 2018, we cancelled our $120.0 million 364-day, unsecured revolving loan facility which had not been drawn.

Interest payments on our revolving credit facilities are based on LIBOR plus margins, which ranged between 0.5% and 0.9% as of June 30, 2018.

Term Loan Credit Facilities

As part of the acquisition of GCI on March 13, 2018, we assumed long-term debt which was recorded at its fair value of $1.0 billion. The assumed long-term debt consists primarily of 12 term loan credit facilities to finance the 16 operating vessels.

In March 2018, we entered into a secured term loan facility for $100.0 million which bears interest at LIBOR plus a margin. The facility is secured by 11 previously unencumbered vessels currently owned by us.

In April 2018, we entered into a secured term loan facility for up to $120.0 million to finance two 10000 TEU vessels which delivered in the second quarter of 2018. The loan bears interest at LIBOR plus a margin.

Interest payments on our term loan credit facilities are based on either LIBOR plus margins, which ranged between 0.4% and 4.8% as of June 30, 2018. For a portion of one of our term loans, interest is calculated based on the reference rate of KEXIM plus a margin, which was 0.7% as of June 30, 2018. For one of our unsecured term loan facilities, interest is a fixed rate of 7.0%.

Waivers

For one of our term loan credit facilities, we initially obtained a waiver from the lender extending the grace period for securing acceptable replacement charters for two vessels to the fourth quarter of 2017. In September 2017, we 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 our term loan credit facilities, we 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, we 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 we prepaid $10.0 million of the loan balance in March 2018. The final maturity of this facility is December 2022.

General

As of June 30, 2018, our credit facilities 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.

We 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 us 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. We were in compliance with these covenants at June 30, 2018.

Our Notes

Our 2019 Notes mature on April 30, 2019 and bear interest at a fixed rate of 6.375% per year, payable quarterly in arrears. Our 2027 Notes mature on October 30, 2027 and bear interest at a fixed rate of 7.125% per year, payable quarterly in arrears. Our 2027 Notes are callable at par plus accrued and unpaid interest, if any, any time after October 10, 2020. Our Fairfax Notes, issued in February 2018, mature on February 14, 2025 and bear interest at a fixed rate of 5.50% per year, payable quarterly in arrears. Our Fairfax Notes are guaranteed by certain of our subsidiaries. In the event of certain changes in withholding taxes, at our option, we may redeem our 2019 Notes, 2027 Notes and/or our Fairfax Notes, in each case in whole, but not in part, at a redemption price equal to 100% of the outstanding principal amount, plus accrued and unpaid interest, if any. Upon the occurrence of a Change of Control (as defined in the applicable Notes), each holder of such Notes will have the right to require the Company to purchase all or a portion of such holder’s Notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to but excluding the date of purchase. On or after February 14, 2023, we may, at our option at any time, redeem

all or any portion of the Fairfax Notes. The redemption price will equal 100% of the principal amount of the Fairfax Notes being redeemed, plus accrued and unpaid interest, if any, to the redemption date and any certain additional amounts.

Our Lease Facilities

We use our lease facilities to finance the construction and acquisition of vessels. Our lease facilities, which do not include our operating leases, are provided by bank financial leasing owners who own our 10 leased vessels. These banks are also granted other related security, such as assignments of time charters and earnings for the vessels, assignments of insurances for the vessels and assignments of management agreements for the vessels.

As of June 30, 2018, our lease facilities provided for borrowings of approximately $672.5 million. Under our lease agreements, we may voluntarily terminate a lease agreement, subject to payment of a termination fee in certain circumstances. We are also required to prepay rental amounts, broken funding costs and other costs to the lessor in certain circumstances, such as a termination or expiry of a charter (where we do not enter into a charter suitable to the lessors within a required period of time). If we default under our lease facilities, our lessors could declare all outstanding amounts to be immediately due and payable and realize on the security granted under the lease facilities.

For additional information about our credit and lease facilities, including, among other things, a description of certain related covenants, please read “Item 5. Operating and Financial Review and Prospects—C. Liquidity and Capital Resources” in our 2017 Annual Report.

Cash Flows

The following table summarizes our sources and uses of cash for the periods presented:

	Three Months Ended		Six Months Ended	
(in thousands of US dollars)	June 30,		June 30,	
	2018	2017	2018	2017
Net cash flows from operating activities	$113,192	$62,299	$182,752	$139,217
Net cash flows from (used in) in financing activities	106,310	14,465	397,629	(119,366)
Net cash flows used in investing activities	(283,587)	(67,228)	(564,485)	(76,361)

Operating Cash Flows

Net cash flows from operating activities were $113.2 million and $182.8 million, for the three and six months ended June 30, 2018, an increase of $50.9 million and $43.5 million, respectively, compared to the same periods in 2017. The increase in net cash flows from operating activities for the three and six months ended June 30, 2018, compared to the same periods in 2017, was primarily due to an increase in net earnings excluding non-cash items of $36.3 million and $45.2 million, respectively, and an increase in cash related to changes in working capital of $14.6 million and a decrease of $1.7 million, respectively. The changes in cash related to changes in working capital resulted primarily from non-cash timing differences, which are in the normal course of our operations. The increase in net earnings excluding non-cash items was primarily due to increases in revenue. For further discussion of changes in revenue, operating expenses and interest expense and amortization of deferred financing fees, please read “ Three and Six Months Ended June 30, 2018 Compared with the Three and Six Months Ended June 30, 2017”.

Financing Cash Flows

Net cash flows from financing activities were $106.3 million and $397.6 million for the three and six months ended June 30, 2018, an increase of $91.8 million and $517.0 million in cash from financing activities, respectively, compared to the same periods in 2017.

The increase in cash from financing activities for the three months ended June 30, 2018, compared to the same period of 2017, was primarily due to the proceeds received on the draws on credit facilities partially offset by a reduction in proceeds received from the issuance of common shares and a sale-leaseback financing.

The increase in cash from financing activities for the six months ended June 30, 2018, compared to the same period of 2017, was primarily due to the proceeds received from draws on credit facilities and long-term obligations under capital lease and the issuance of Fairfax notes and Fairfax warrants. These increases were partially offset by increases in financing fees, repayments made on long-term obligations under capital lease and lower cash dividends on our common shares as well as a reduction in proceeds received from the issuance of common shares and a sale-leaseback financing.

Investing Cash Flows

Net cash flows used in investing activities were $283.6 million and $564.5 million for the three and six months ended June 30, 2018, an increase of $216.4 million and $488.1 million in cash used, respectively, compared to the same periods in 2017.

The increases in cash from investing activities for the three and six months ended June 30, 2018 were primarily due to higher expenditures incurred for vessels. For the six months ended June 30, 2018, the increase was also due to the acquisition of GCI.

Ongoing Capital Expenditures and Dividends

Ongoing Capital Expenditures

The average age of the vessels in our operating fleet is approximately five years, on a TEU-weighted basis. Capital expenditures primarily relate to our regularly scheduled dry-dockings. During the six months ending June 30, 2018, we completed seven dry-dockings. For the remainder of 2018, we expect two additional vessels to undergo dry-docking.

We must make substantial capital expenditures over the long-term to preserve our capital base, which is comprised of our net assets, in order to continue to refinance our indebtedness and to maintain our dividends. We will likely need to retain additional funds at some time in the future to provide reasonable assurance of maintaining our capital base over the long-term. We believe it is not possible to determine now, with any reasonable degree of certainty, how much of our operating cash flow we should retain in our business and when it should be retained to preserve our capital base. Factors that will impact our decisions regarding the amount of funds to be retained in our business to preserve our capital base, include the following:

- the remaining lives of our vessels;
- the returns that we generate on our retained cash flow, which will depend on the economic terms of any future acquisitions and charters, which are currently unknown;
- future market charter rates for our vessels, particularly when they come off-charter, which are currently unknown;
- our future operating and interest costs;
- future operating and financing costs, which are unknown, and our use of foreign currency contracts and interest rate swaps to manage certain currency and interest rate risks;
- our future refinancing requirements and alternatives and conditions in the relevant financing and capital markets at that time;
- capital expenditures to comply with environmental regulations; and
- unanticipated future events and other contingencies.

Please read “Item 3. Key Information – D. Risk Factors” in our 2017 Annual Report for factors that may affect our future capital expenditures and results.

Dividends

The following table reflects dividends paid or accrued by us for the periods indicated:

(in thousands of US dollars, except per share amounts)	Three Months Ended June 30, 2018	2017	Six Months Ended June 30, 2018	2017
Dividends on Class A common shares				
Declared, per share	$0.2500	$0.1250	$0.3750	$0.5000
Paid in cash	9,484	6,433	18,809	45,711
Reinvested in common shares through a dividend reinvestment plan	7,520	7,265	14,685	7,682
Accrued	17,164	—	17,164	—
	$34,168	$13,698	$50,658	$53,393
Dividends on preferred shares				
Paid in cash	$18,395	$16,103	$34,960	$32,208
Accrued	18,395	—	18,395	—
	$36,790	$16,103	$53,355	$32,208

On June 28, 2018, the board of directors declared the cash dividends on our common and preferred shares as indicated above under “Significant Developments—Dividends”.

Critical Accounting Estimates

We prepare our consolidated financial statements in accordance with U.S. GAAP, which requires us to make estimates in the application of our accounting policies based on our best assumptions, judgments and opinions. Our estimates affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures. We base our estimates on historical experience and anticipated results and trends and on various other assumptions that we believe are reasonable under the circumstances. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material. For more information about our critical accounting estimates, please read “Item 5. Operating and Financial Review and Prospects—D. Critical Accounting Policies and Estimates” in our 2017 Annual Report.

Recent Accounting Developments

Leases

In February 2016, the Financial Accounting Standards Board, or FASB, issued Accounting Standards Update, or 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 ASU 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 the 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.

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.

Off-Balance Sheet Arrangements

At June 30, 2018, we had no off-balance sheet arrangements that have or are reasonably likely to have, a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

FORWARD-LOOKING STATEMENTS

This Report on Form 6-K for the quarter ended June 30, 2018, contains forward-looking statements (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act) concerning our operations, cash flows, and financial position, including, in particular, the likelihood of our success in developing and expanding our business. Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “continue,” “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” “pro “forecasts,” “will,” “may,” “potential,” “should” and similar expressions are forward looking statements. These forward-looki statements represent our estimates and assumptions only as of the date of this Report and are not intended to give any assurance as to future results. As a result, you are cautioned not to rely on any forward-looking statements. Forward-looking statements appear in a number of places in this Report. Although these statements are based upon assumptions we believe to be reasonable based upon available information, they are subject to risks and uncertainties. These risks and uncertainties include, but are not limited to:

- future growth prospects and ability to expand our business;
- our expectations as to impairments of our vessels, including the timing and amount of currently anticipated impairments;
- the future valuation of our vessels and goodwill;
- potential acquisitions, vessel financing arrangements and other investments, and our expected risks and benefits from such transactions;
- future time charters and vessel deliveries, including future long-term charters for certain existing vessels;
- estimated future capital expenditures needed to preserve the operating capacity of our fleet including, our capital base, and comply with regulatory standards, our expectations regarding future dry-docking and operating expenses, including ship operating expense and general and administrative expenses;
- our expectations about the availability of vessels to purchase, the time that it may take to construct new vessels, the delivery dates of new vessels, the commencement of service of new vessels under long-term time charter contracts and the useful lives of our vessels;
- availability of crew, number of off-hire days and dry-docking requirements;
- general market conditions and shipping market trends, including charter rates, increased technological innovation in competing vessels and other factors affecting supply and demand;
- our financial condition and liquidity, including our ability to borrow and repay funds under our credit facilities, to refinance our existing facilities and to obtain additional financing in the future to fund capital expenditures, acquisitions and other general corporate activities;
- our continued ability to meet our current liabilities as they come due;
- our ability to remediate any existing material weaknesses in our internal controls over financing reporting;
- our continued ability to maintain, enter into or renew primarily long-term, fixed-rate time charters with our existing customers or new customers;
- of long-term contracts and our potential inability to enter into, renew or replace long-term contracts;
- the introduction of new accounting rules for leasing and exposure to currency exchange rates and interest rate fluctuations;
- conditions inherent in the operation of ocean-going vessels, including acts of piracy;
- acts of terrorism or government requisition our containership during periods of war or emergency;
- adequacy of our insurance to cover losses that result from the inherent operational risks of the shipping industry;
- lack of diversity in our operations and in the type of vessels in our fleet;
- conditions in the public equity market and the price of our shares;

- our ability to leverage to our advantage our relationships and reputation in the containership industry;
- compliance with and changes in governmental rules and regulations or actions taken by regulatory authorities, and the effect of governmental regulations on our business;
- the financial condition of our customers, lenders, refund guarantors and other counterparties and their ability to perform their obligations under their agreements with us;
- our continued ability to meet specified restrictive covenants and other conditions in our financing and lease arrangements, our Notes and our preferred shares;
- any economic downturn in the global financial markets and export trade and increase in trade protectionism and potential negative effects of any recurrence of such disruptions on our customers' ability to charter our vessels and pay for our services;
- the recent departure of our former chief executive officer and former chief financial officer and the upcoming departure of our current general counsel, secretary and chief operating officer and the ability to retain key employees in the future;
- some of our directors and investors may have separate interests which may conflict with those of our shareholders and they may be difficult to replace given the anti-takeover provisions in our organizational documents;
- taxation of our Company and of distributions to our shareholders;
- our exemption from tax on our U.S. source international transportation income;
- the ability to bring claims in China and Marshall Island, where the legal systems are not well-developed;
- potential liability from future litigation; and
- other factors detailed in this Report and from time to time in our periodic reports.

Forward-looking statements in this Report are estimates and assumptions reflecting the judgment of senior management and involve known and unknown risks and uncertainties. These forward-looking statements are based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies, many of which are beyond our control. Actual results may differ materially from those expressed or implied by such forward-looking statements. Accordingly, these forward-looking statements should be considered in light of various important factors listed above and including, but not limited to, those set forth in "Part II – Other Information – Item 1A – Risk Factors" and "Item 3. Key Information—D. Risk Factors" in our 2017 Annual Report.

We do not intend to revise any forward-looking statements in order to reflect any change in our expectations or events or circumstances that may subsequently arise. We expressly disclaim any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in our views or expectations, or otherwise. You should carefully review and consider the various disclosures included in this Annual Report and in our other filings made with the SEC that attempt to advise interested parties of the risks and factors that may affect our business, prospects and results of operations.

58

ITEM 3 — QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk from changes in interest rates and foreign currency fluctuations. We use interest rate swaps to manage interest rate price risks. We do not use interest rate swaps for trading or speculative purposes.

Interest Rate Risk

As of June 30, 2018, our variable-rate credit facilities totaled $3.2 billion, of which we had entered into interest rate swap agreements to fix the rates on a notional principal amount of $1.3 billion. These interest rate swaps have a fair value of $123.7 million in the counterparties' favor and $0.3 million in our favor.

The tables below provide information about our financial instruments at June 30, 2018 that are sensitive to changes in interest rates. In addition to the disclosures in this interim report, please read notes 10 and 11 to our consolidated financial statements included in our 2017 Annual Report, which provide additional information with respect to our existing credit and lease facilities.

	Principal Payment Dates					
(in thousands of US dollars)	Remainder of 2018	2019	2020	2021	2022	Thereafter
Credit Facilities[1]	$214,701	$404,113	$340,422	$463,565	$668,616	$1,085,599
Lease Facilities[2]	17,443	40,018	41,184	42,459	43,801	368,432
Operating Leases[3]	77,207	154,325	154,209	154,384	148,324	652,370

---

(1) Represents principal payments on amounts drawn on our credit facilities that bear interest at variable rates. We have entered into interest rate swap agreements under certain of our credit facilities to swap the variable interest rates for fixed interest rates. For the purposes of this table, principal payments are determined based on contractual repayments in commitment reduction schedules for each related facility.

(2) Represents payments, excluding amounts representing interest payments, on amounts drawn on our lease facilities that bear interest at variable rates.

(3) Represents payments under our operating leases for certain vessels that we have entered into sale-leaseback transactions where the lease term commenced upon delivery of the vessels. Payments under the operating leases have a variable component based on underlying interest rates.

As of June 30, 2018, we had the following interest rate swaps outstanding:

Fixed Per Annum Rate Swapped for LIBOR	Notional Amount as of June 30, 2018 (in thousands of US dollars)	Maximum Notional Amount[1] (in thousands of US dollars)	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 amount over the remaining term of the swap.

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

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

Counterparties to these financial instruments may expose us to credit-related losses in the event of non-performance. As of June 30, 2018, these financial instruments are primarily in the counterparties' favor. We have considered and reflected the risk of non-performance by us and our counterparties in the fair value of our financial instruments as of June 30, 2018. As part of our consideration of non-performance risk, we perform evaluations of

our counterparties for credit risk through ongoing monitoring of their financial health and risk profiles to identify funding risk or changes in their credit ratings.

Counterparties to these agreements are major financial institutions, and we consider the risk of loss due to non-performance to be minimal. We do not require collateral from these institutions. We do not hold and will not issue interest rate swaps for trading purposes.

PART II — OTHER INFORMATION

Item 1 — Legal Proceedings

None.

Item 1A — Risk Factors

The accompanying financial statements have been prepared assuming that we will continue as a going concern.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of operations. As of June 30, 2018, we had a working capital deficiency of $532.6 million which includes $337.9 million of senior unsecured notes maturing in April 2019. The working capital deficiency may increase in future periods because of the reclassification of the February 14, 2018 Fairfax debentures from long-term liabilities to current liabilities as a result of the put right in such debentures that is described in the notes to our consolidated financial statements for the three and six months ended June 30, 2018. Upon funding of the March 13, 2018 debentures expected in January 2019, these debentures will also be classified as a current liability. Our working capital deficiency indicates that a material uncertainty exists that casts substantial doubt about our ability to continue as a going concern. Our ability to continue as a going concern and repay our liabilities is dependent on our ability to generate profitable business operations in the future and/or obtain financing to meet our obligations, including financing through previously disclosed investments by Fairfax and in the capital markets to the extent available.

We have identified a material weakness in our internal controls over financial reporting and cannot assure you that management will be able to remediate the material weakness in a timely manner.

During the preparation of the interim financial statements for the quarter ended June 30, 2018, the Company's management identified a material weakness in our internal controls over financial reporting relating to the timely recording of dividends declared and approved by our Board of Directors, which resulted in a $35.6 million understatement of current liabilities and deficit in our earnings press release dated August 1, 2018. See Part I – Financial Information—Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations—Controls and Procedures in this Form 6-K for additional information.

Although management has already initiated compensating controls, is assessing the root cause and will be enhancing and revising the design of existing controls and procedures related to dividend transactions, there can be no assurance that management will be able to remediate the material weakness in a timely manner, which could adversely affect our business and the timeliness and accuracy of our financial reporting. Material weaknesses in internal controls over financial reporting could also cause investors to lose confidence in our publicly reported consolidated financial statements, which could have an adverse effect on the trading price of our securities and our ability to raise capital.

Our substantial debt levels and vessel lease obligations may limit our flexibility in obtaining additional financing and in pursuing other business opportunities.

As of June 30, 2018, we had approximately $3.9 billion in aggregate principal amount of debt outstanding under our credit facilities, our 6.375% senior unsecured notes due 2019, our 7.125% senior unsecured notes due 2027 and our 5.50% senior notes due 2025 (collectively, our "Notes"), and capital lease obligations of approximately $672.5 million.

On March 13, 2018, we also entered into a subscription agreement with Odyssey Reinsurance Company, Allied World Assurance Company, Ltd., Northbridge General Insurance Corporation, United States Fire Insurance Company,

Zenith Insurance Company and Riverstone Insurance Limited (collectively, the “Fairfax Investors”) for

61

---

an additional investment of $250 million in our 5.50% senior notes due 2026 to be issued in January 2019 in a private placement with the Fairfax Investors.

Our level of debt and vessel lease obligations could have important consequences to us, including the following:

- our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may not be available on favorable terms, or at all;
- we may need to use a substantial portion of our cash from operations to make principal and interest payments on our debt or make our lease payments, reducing the funds that would otherwise be available for operation and future business opportunities;
- our debt level could make us more vulnerable to competitive pressures, a downturn in our business or the economy generally than our competitors with less debt; and
- our debt level may limit our flexibility in responding to changing business and economic conditions.

Our ability to service our debt and vessel lease obligations will depend upon, among other things, our financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our results of operations are not sufficient to service our current or future indebtedness and vessel lease obligations, we will be forced to take actions such as reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt, or seeking additional equity capital or bankruptcy protection. We may not be able to effect any of these remedies on satisfactory terms, or at all.

We may not be able to timely repay or be able to refinance amounts incurred under our credit facilities, Notes and capital and operating lease arrangements.

We have financed a substantial portion of our fleet and acquisitions with indebtedness incurred under our existing credit facilities, Notes and capital and operating lease arrangements. We have significant normal course payment obligations under our credit facilities, our Notes and capital and vessel operating lease arrangements, both prior to and at maturity, including as of June 30, 2018 and including the assumption of debt in connection with the acquisition of GCI, of approximately $320.9 million in 2018 and an additional $5.4 billion through 2027. In addition, under our credit facilities and capital and operating lease arrangements, a payment may be required in certain circumstances as a result of events such as the sale or loss of a vessel, a termination or expiration of a charter (where we do not enter into a replacement charter acceptable to the lenders within a required period of time) or termination of a shipbuilding contract. The amount that must be paid may be calculated based on the loan to market value ratio or some other ratio that takes into account the market value of the relevant vessel (with the repayment amount increasing if vessel values decrease), or may be the entire amount of the financing in regard to a credit facility or a pre-determined termination sum in the case of a capital or operating lease.

If we are not able to refinance outstanding amounts at an interest rate or on terms acceptable to us, or at all, we will have to dedicate a significant portion of our cash flow from operations to repay such amounts, which could reduce our ability to satisfy payment obligations related to our securities, our credit facilities, Notes and capital and operating lease arrangements or may require us to delay certain business activities or capital expenditures or cease paying dividends. If we are not able to satisfy these obligations (whether or not refinanced) under our credit facilities, Notes or capital or operating lease arrangements with cash flow from operations, we may have to seek to restructure our indebtedness and lease arrangements, undertake alternative financing plans (such as additional debt or equity capital) or sell assets, which may not be available on terms attractive to us or at all. If we are unable to meet our debt or lease obligations, or if we otherwise default under our credit facilities, Notes or capital or operating lease arrangements, the holders of such debt or lessors could declare all outstanding indebtedness to be immediately due and payable and in the case of (i) our credit facilities and capital or operating lease arrangements, foreclose on the vessels securing such indebtedness and (ii) in the 2025 Notes, foreclose on the equity of GCI, which entity is an intermediate holding

company that owns the equity of a number of our indirect vessel owning subsidiaries. Additionally, most of our debt instruments contain cross-default provisions, which generally cause a default or event of default under each instrument upon a qualifying default or event of default under any other debt instrument. If we are unable to repay outstanding borrowings when due, holders of our secured debt also have the right to proceed against the collateral granted to them that secures the indebtedness. The market values of our vessels, which fluctuate with market conditions, will also affect our ability to obtain financing or refinancing, as our

vessels serve as collateral for loans. Lower vessel values at the time of any financing or refinancing may reduce the amounts of funds we may borrow.

A decrease in the level of export of goods or an increase in trade protectionism will harm our customers' business and, in turn, harm our business, results of operations and financial condition.

Most of our customers' containership business revenue is derived from the shipment of goods from the Asia Pacific region, primarily China, to various overseas export markets, including the United States and Europe. Any reduction in or hindrance to the output of China-based exporters could negatively affect the growth rate of China's exports and our customers' business. For instance, the government of China has implemented economic policies aimed at increasing domestic consumption of Chinese-made goods. This may reduce the supply of goods available for export and may, in turn, result in a decrease in shipping demand.

Our international operations expose us to the risk that increased trade protectionism will harm our business. If global economic challenges exist, governments may turn to trade barriers to protect their domestic industries against foreign imports, thereby depressing shipping demand. In particular, the current U.S. administration recently proposed tariffs on a variety of products exported by China. China has responded in kind which has resulted in further proposals by the current administration to impose tariffs on other Chinese products. In addition, the current U.S. administration has stated that it may seek to implement more protective trade measures not just with respect to China but with respect to other countries in the Asia Pacific region as well. Increasing trade protectionism in the markets that our customers serve has caused and may continue to cause an increase in (a) the cost of goods exported from Asia Pacific, (b) the length of time required to deliver goods from the region and (c) the risks associated with exporting goods from the region. Such increases may also affect the quantity of goods to be shipped, shipping time schedules, voyage costs and other associated costs.

Any increased trade barriers or restrictions on global trade, especially trade with China, would harm our customers' business, results of operations and financial condition and could thereby affect their ability to make timely charter hire payments to us and to renew and increase the number of their time charters with us. This could harm our business, results of operations and financial condition.

Our continuing compliance with the requirements of the Sarbanes-Oxley Act of 2002 will depend, in part, on our ability to integrate effectively the internal controls and procedures of GCI with our own.

In connection with the acquisition of GCI, we may be required to assess and make any necessary adjustments to GCI's internal controls and procedures in order to maintain the overall effectiveness of our internal controls and procedures, to ensure that we continue to deliver accurate and timely financial information and to ensure ongoing compliance with Section 404 of the Sarbanes-Oxley Act of 2002. We have not yet completed our evaluation of GCI's internal controls. Our failure to accomplish this on a timely basis or at all could compromise our compliance with the Sarbanes-Oxley Act of 2002 and the timeliness and accuracy of our financial reporting, which could reduce investor confidence in our publicly reported consolidated financial statements.

We may experience disruption as a result of the recent and pending departures of a number of members of our senior management.

We have recently experienced a number of changes in our senior management.

- Our former chief executive officer, Gerry Wang, retired on November 3, 2017 and formally ceased employment on December 31, 2017. Our new president and chief executive officer, Bing Chen, commenced employment in January 2018.

- Our current chief financial officer, Mr. David Spivak, terminated his employment with us effective June 29, 2018 to pursue other opportunities. Our new chief financial officer, Mr. Ryan Courson, took title on May 6, 2018.
- Our general counsel and chief operating officer, Mark Chu, provided notice he is exercising his right to terminate his employment with us effective August 31, 2018. Mr. Chu will continue with us through to the end of August to facilitate a transition.

Item 2 — Unregistered Sales of Equity Securities and Use of Proceeds

Not Applicable.

Item 3 — Defaults Upon Senior Securities

Not Applicable.

Item 4 — Mine Safety Disclosures

Not Applicable.

Item 5 — Other Information

Not Applicable.

Item 6 — Exhibits

None.