

SeaCube Container Leasing Ltd.  
Form S-1/A  
April 30, 2010

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As filed with the Securities and Exchange Commission on April 30, 2010

Registration No. 333-165752

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Amendment No. 1**

to

**FORM S-1**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**SeaCube Container Leasing Ltd.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**7359**  
(Primary Standard Industrial  
Classification Code Number)

**98-0655416**  
(I.R.S. Employer  
Identification No.)

**1 Maynard Drive  
Park Ridge, New Jersey 07656  
(201) 391-0800**

(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)

**Joseph Kwok  
Chief Executive Officer  
SeaCube Container Leasing Ltd.  
1 Maynard Drive  
Park Ridge, New Jersey 07656  
(201) 391-0800**

(Name, Address, Including Zip Code, and Telephone  
Number, Including Area Code, of Agent For Service)

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**Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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Subject to completion, dated April 30, 2010

The information in this prospectus is not complete and may be changed. Neither we nor the Initial Shareholder may sell these securities until the Registration Statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and neither we nor the Initial Shareholder are soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Prospectus

*shares*

**SeaCube Container Leasing Ltd.**

*Common shares*

**\$** *per share*

This is the initial public offering of our common shares. We are selling \_\_\_\_\_ common shares and the Initial Shareholder identified in this prospectus is selling an additional \_\_\_\_\_ common shares in this offering. We will not receive any proceeds from the sale of our common shares by the Initial Shareholder. After this offering, our Initial Shareholder will own approximately \_\_\_\_\_ % of our common shares. Our Initial Shareholder, Seacastle Operating Company Ltd., is indirectly owned by private equity funds that are managed by an affiliate of Fortress Investment Group LLC.

We currently expect the initial public offering price to be between \$ \_\_\_\_\_ and \$ \_\_\_\_\_ per share. We intend to apply to have our common shares listed on the New York Stock Exchange under the symbol "BOX."

**Investing in our common shares involves risks. See "Risk Factors" beginning on page 15.**

None of the Securities and Exchange Commission, any state securities commission, the Minister of Finance and the Registrar of Companies in Bermuda or the Bermuda Monetary Authority have approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<b>Per share</b>	<b>Total</b>
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds to us (before expenses)	\$	\$
Proceeds to the Initial Shareholder (before expenses)	\$	\$

We have granted the underwriters an option to purchase up to \_\_\_\_\_ additional common shares, and the Initial Shareholder has granted the underwriters an option to purchase up to \_\_\_\_\_ additional common shares, in each case at the public offering price less underwriting discounts and commissions, for the purpose of covering over-allotments.

The underwriters expect to deliver the shares to purchasers on or about \_\_\_\_\_, 2010.

**J.P. Morgan Citi Deutsche Bank Securities Wells Fargo Securities**

, 2010



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We are responsible for the information contained in this prospectus and in any free writing prospectus we may authorize to be delivered to you. We have not, and the Initial Shareholder and the underwriters have not, authorized anyone to give you any other information, and take no responsibility for any other information that others may give you. We are not, and the Initial Shareholder and underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus.

We intend to apply for and expect to receive consent under the Exchange Control Act 1972 (and its related regulations) from the Bermuda Monetary Authority for the issue and transfer of our common shares to and between persons resident and non-resident of Bermuda for exchange control purposes, provided our shares remain listed on an appointed stock exchange, which includes the New York Stock Exchange (the "NYSE"). This prospectus will be filed with the Registrar of Companies in Bermuda in accordance with Bermuda law. In granting such consent and in accepting this prospectus for filing, neither the Bermuda Monetary Authority nor the Registrar of Companies in Bermuda accepts any responsibility for our financial soundness or the correctness of any of the statements made or opinions expressed in this prospectus.

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**PROSPECTUS SUMMARY**

*This summary highlights information contained elsewhere in this prospectus. You should read the entire prospectus carefully, including the section entitled "Risk Factors" and our financial statements and the related notes included elsewhere in this prospectus, before making an investment decision to purchase our common shares. Unless the context suggests otherwise, references in this prospectus to "SeaCube" the "Company," "we," "us," and "our" refer to SeaCube Container Leasing Ltd. and its subsidiaries. References in this prospectus to "Fortress" refer to Fortress Investment Group LLC. We use the term "twenty foot equivalent unit," or "TEU," the international standard measure of containers, in describing certain quantities of our containers. All amounts in this prospectus are expressed in U.S. dollars and the financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP").*

**Our Company**

We are one of the world's largest container leasing companies based on total assets. Containers are the primary means by which products are shipped internationally because they facilitate the secure and efficient movement of goods via multiple transportation modes, including ships, rail and trucks. The principal activities of our business include the acquisition, leasing, re-leasing and subsequent sale of refrigerated and dry containers and generator sets. We lease our containers primarily under long-term contracts to a diverse group of the world's leading shipping lines. We employ 78 people in seven offices in four countries, and as of December 31, 2009, we had total assets of \$1.1 billion.

We own or manage a fleet of 542,340 units, representing 842,570 TEUs of containers and generator sets. According to Harrison Consulting, a recognized industry consultant, we are the world's largest lessor of refrigerated containers with approximately 28% market share based on TEUs. As of December 31, 2009, our total utilization was 96.7%, as measured in units. We plan to grow our business by maximizing the profitability of our existing fleet and making additional investments in new containers. We plan to pay quarterly dividends.

We lease three types of assets:

***Refrigerated containers*** ("reefers"), which are used for perishable items such as fresh and frozen foods;

***Dry freight containers***, which are used for general cargo such as manufactured component parts, consumer staples and apparel; and

***Generator sets*** ("gensets"), which are diesel generators used to provide mobile power to reefers.

We lease these assets on a per diem basis on two principal lease types under which the lessee is responsible for all operating costs including taxes, insurance and maintenance:

***Operating leases***, typically with initial terms of five to eight years, under which containers are re-leased or returned to us at expiration of the initial lease; and

***Direct finance leases***, which are typically structured as long-term leases with a bargain purchase option, under which ownership transfers to the lessee at expiration of the lease.

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As of December 31, 2009, approximately 51% of our owned assets were reefers and approximately 90% of our owned assets were on long-term and direct finance lease. The following charts show the percentages of our owned assets by equipment type and by lease type as of December 31, 2009:

**Net Book Value by Equipment Type**

**Net Book Value by Lease Type**

We expect to benefit from the size and growth of the container leasing market and to increase our revenues and earnings by acquiring additional containers. As containerized trade continues to recover, we believe that we will be able to play a significant role in providing new containers to the world's shipping lines. In our view, increased demand for containers, limited supply of existing containers and current capital constraints of our customers due to significant newbuild ship orders should make them more inclined to lease containers to meet their equipment needs.

For the year ended December 31, 2009, we generated total revenue of \$141.9 million, net (loss) of \$(15.0) million, Adjusted net income of \$17.2 million and Adjusted EBITDA of \$206.4 million. For a definition of Adjusted net income and Adjusted EBITDA and a reconciliation of net income to Adjusted net income and Adjusted EBITDA, see "Summary Historical Consolidated Financial Data."

**Competitive Strengths**

We believe that the key competitive strengths that will enable us to execute our strategy include:

***Leading Market Position.*** We are one of the world's largest container lessors and the world's largest lessor of reefers. Reefers have historically demonstrated greater stability in underlying demand, pricing and lease rates than other types of containers. We believe that our strength in the reefer market provides us with certain utilization, cost, marketing and capability advantages relative to other container leasing companies with lower reefer market share.

***High and Stable Utilization.*** Over the last two years, our utilization rate has averaged 97.0% measured in total units. In 2009, during the first period of decline in global container trade since 1980, our utilization rate averaged 96.5% of total units. As of December 31, 2009, approximately 90% of our owned assets based on net book value were on long-term lease to our customers. The average remaining term of our existing lease portfolio, including both short- and long-term operating leases as well as direct finance leases, was approximately 3.8 years. We believe that our focus on reefers as well as our focus on long-term and direct finance leases has enabled us to maintain high and consistent utilization rates.

***Our Assets Generate Significant Cash Flow.*** Our assets generate significant and predictable revenues and operating cash flow that reflects our high and stable asset utilization, low customer defaults and high recovery rates, strong operating profit margins and low working capital



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requirements. As of December 31, 2009, our existing leases provided for \$862 million of contracted cash flow through the life of the remaining leases.

***Long-Standing Relationships with High Quality Customers.*** We have an extensive history with our customers which provides us with strong relationships at senior levels of management. In addition, we have built a reputation for service, reliability and quality. We lease our containers to a diversified customer base of over 160 shipping lines throughout the world, including all of the world's 20 largest international shipping lines. Our top customers include APL, CMA-CGM, CSAV, Hanjin, MSC and Maersk Line. We believe that our customer relationships are some of the best in the industry and will enable us to continue to grow our business.

***Access to Significant Amounts of Capital to Expand our Business.*** Following the completion of this offering, we expect to have over \$ million of available capital to invest in new containers and pursue sale/leaseback transactions. In addition, we have close relationships with a number of third-party owners for whom we currently manage containers and we believe that these relationships will provide us with opportunities to grow our managed fleet. We believe that our access to capital and our relationships with third-party owners will provide us with a competitive advantage and enable us to grow our business.

***Experienced Management, Global and Scaleable Business Platform.*** Our management team has extensive experience in the acquisition, leasing, financing, technical management and sale of containers. Our key officers have an average of 12 years of related industry experience. We operate globally, using modern asset management systems designed for container leasing companies and are capable of handling a significantly larger asset portfolio without a proportional increase in overhead costs.

**Growth Strategy**

We plan to leverage our competitive strengths to grow our fleet and earnings by employing the following business strategies:

***Continue to Invest in New Container Assets.*** We believe that the current industry dynamics support significant growth opportunities. Demand for containers is driven by global trade growth and slow-steaming (running containerships at slower speeds to reduce fuel costs), which means that shipping lines require more containers to deliver the same amount of cargo. Furthermore, due to negative operating performance beginning in late 2008 and the capital required to finance their containership fleets, we believe that a number of shipping lines will increase the percentage of containers they lease rather than own in the near to medium term. Since the beginning of 2004, we and our predecessor have acquired or committed to acquire a total of approximately \$1.8 billion in containers, or an average of over \$300 million per year, demonstrating our ability to originate significant new container investment opportunities.

***Continue to Maintain Disciplined Lease Terms.*** We plan to continue to target attractive returns on our assets over their life cycle by concentrating on long-term leases with a disciplined pricing structure in order to maximize our profitability and fleet utilization. Over the last three years, our renewal rate has averaged 80.6% of total units. Furthermore, we plan to continue to maintain strict underwriting standards as well as proactive credit monitoring to minimize any future credit write-offs. Over the last 6 years, we had net write-offs of less than \$10 million on total billings of approximately \$2.1 billion, representing approximately 0.47%.

***Pursue Container Fleet Acquisitions and Sale/Leaseback Transactions.*** We plan to pursue strategic acquisitions of container fleets, both on an owned and managed basis and sale/leaseback transactions with liner companies to allow us to grow our fleet profitably. In 2009, we completed

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a large container sale/leaseback transaction with one of our top customers and believe that we will be able to execute more of these transactions over time.

***Opportunistically Pursue Strategic Acquisitions.*** We plan to pursue strategic acquisitions of container leasing companies on an opportunistic basis. In 2007, we acquired the container fleet of Interpool, Inc., which added approximately 800,000 TEUs of containers to our owned and managed fleet. We believe that our existing management platform and expertise can support more assets without significant increases to our infrastructure due to the scalable nature of our operations.

**Industry Trends**

The market for container leasing is characterized by the following key trends:

***Strong Growth in Container Trade.*** Container trade is an important component of the movement of goods through the global economy. According to Harrison Consulting, worldwide container trade has grown at an annual rate of more than 8% for over 30 years. In 2009, container trade decreased for the first time in over 30 years, with a decline of approximately 10%. Beginning in late 2009 and into 2010, trade volumes have begun to recover, and Harrison Consulting estimates that worldwide containerized trade will revert to historical levels in the coming years.

***Limited Supply of Existing Containers.*** In late 2008 and throughout 2009, new container production was limited as shipping lines and container leasing companies virtually ceased ordering new equipment. As a result, according to Harrison Consulting, the world fleet of containers shrank by approximately 4%. Furthermore, while reduced demand for containers led to declining utilization rates during the first half of 2009, utilization rates for container leasing companies began to increase in the fourth quarter of 2009, and have continued to increase in early 2010 for several of our peer companies.

***Significant Use of Leased Equipment.*** Approximately 45% of the global container fleet of over 26 million TEUs is owned or managed by container leasing companies according to Harrison Consulting. We believe that this reliance on operating lessors will increase in the near term as our customers look for alternative sources of capital and continue to require operational flexibility.

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**Formation and Corporate History**

We were incorporated by Seacastle Operating Company Ltd. (our "Initial Shareholder") in Bermuda in March 2010. Our Initial Shareholder is a subsidiary of Seacastle Inc. ("Seacastle"). Seacastle is owned by private equity funds that are managed by an affiliate of Fortress Investment Group LLC ("Fortress") and by employees of Seacastle and other shareholders. Container Leasing International, LLC (d/b/a Carlisle Leasing International, LLC and/or Seacastle Container Leasing, LLC), the entity through which we conduct all of our operations ("CLI"), was founded in 1993 and was acquired by an affiliate of our Initial Shareholder in 2006.

In March 2010, in preparation of this offering, we and our Initial Shareholder formed several new entities and entered into a series of intercompany transactions to finalize the separation of our container leasing business from the other businesses of Seacastle and to establish the appropriate organizational structure for us (the "Structure Formation"). In April 2010 certain employees of SeaCube and Seacastle exchanged an aggregate of 826,914 shares of Seacastle common stock for 477,812 of our common shares. As a result of this exchange, the Initial Shareholder currently owns 97.1% of our issued and outstanding common shares and the remaining 2.9% is owned by SeaCube and Seacastle employees. The diagrams below depict our organizational structure immediately prior to the Structure Formation and immediately after the Structure Formation and the completion of this offering.

**Pre-Structure Formation**

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**Post-Structure Formation and Offering**

**Our Principal Shareholder**

Following the completion of this offering, our Initial Shareholder will own approximately % of our outstanding common shares, or % if the underwriters' over-allotment option is fully exercised. After this offering, the Initial Shareholder will own shares sufficient for the election of our directors and the majority vote over fundamental and significant corporate matters and transactions. See "Risk Factors Risks Related to Our Organization and Structure."

**Shareholders Agreement**

Prior to the completion of this offering, we will enter into a shareholders agreement (the "Shareholders Agreement") with the Initial Shareholder. The Shareholders Agreement will provide certain rights to the Initial Shareholder with respect to the designation of directors for nomination and election to our board of directors, as well as registration rights, at any time after days following the consummation of this

offering, for certain of our securities owned by the Initial Shareholder and

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certain other affiliates of Fortress and permitted transferees (referred to in this prospectus, collectively, as the "Fortress Shareholders").

The Shareholders Agreement will also provide that the parties thereto will use their respective reasonable efforts (including voting or causing to be voted all of our voting shares beneficially owned by each) so that no amendment is made to our memorandum of association or bye-laws in effect as of the date of the Shareholders Agreement that would add restrictions to the transferability of our shares by the Initial Shareholder or its permitted transferees which are beyond those provided for in our memorandum of association, bye-laws, the Shareholders Agreement or applicable securities laws, or that nullify the rights set out in the Shareholders Agreement of the Initial Shareholder or its permitted transferees unless such amendment is approved by the Initial Shareholder. See "Certain Relationships and Related Party Transactions Shareholders Agreement."

**Additional Information**

We are a Bermuda exempted company and were incorporated in March 2010 under the provisions of Section 14 of the Companies Act 1981 of Bermuda (the "Companies Act"). Our registered office is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, and our principal executive offices are located at 1 Maynard Drive, Park Ridge, New Jersey 07656. Our main telephone number is (201) 391-0800. Our internet address is [www.seacubecontainer.com](http://www.seacubecontainer.com). Information on, or accessible through, our website is not part of this prospectus.

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**THE OFFERING**

<b>Common shares offered by us</b>	shares
<b>Common shares offered by the Initial Shareholder</b>	shares
<b>Common shares to be issued and outstanding after this offering</b>	shares
<b>Use of proceeds by us</b>	<p>We estimate that the net proceeds to us from the sale of shares in this offering, after deducting underwriting discounts and commissions and offering expenses payable by us, will be approximately \$            million (assuming a per share price equal to the midpoint of the price range set forth on the cover of this prospectus). Our net proceeds will increase by approximately \$            million if the underwriters' over-allotment option is exercised in full. We intend to use the net proceeds to us from this offering for working capital, investment in new containers and other general corporate purposes, which may include the repayment or refinancing of a portion of outstanding indebtedness, as well as potential strategic investments and acquisitions. See "Use of Proceeds."</p>
<b>Use of proceeds by the Initial Shareholder</b>	<p>We will not receive any proceeds from the sale of our common shares by the Initial Shareholder, including any proceeds the Initial Shareholder may receive from the exercise by the underwriters of their over-allotment option. The Initial Shareholder plans to use the net proceeds from the sale of shares in this offering to repay \$            million of indebtedness owed to affiliates of some of the underwriters.</p>
<b>Dividend policy</b>	<p>On April 22, 2010, our board of directors declared a dividend of \$0.175 per common share, or an aggregate of \$2.8 million, which is payable on May 28, 2010 to shareholders of record on April 22, 2010. We declared this dividend so that our Initial Shareholder would receive a distribution for the period prior to this offering. This dividend may not be indicative of the amount of any future dividends. We intend to pay this dividend with cash on hand and, if necessary, with funds available from existing lines of credit. Purchasers in this offering will not be entitled to receive this dividend.</p> <p>We intend to pay regular quarterly dividends to our shareholders. We expect to pay these dividends with cash generated from net operating cash flows and, if necessary, with funds available from existing lines of credit.</p>

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We are a holding company and, as such, our ability to pay dividends to our shareholders will be subject to the ability of our subsidiaries to provide cash to us. The declaration and payment of dividends by us will be at the discretion of our board of directors and will depend on, among other things, cash available for distributions, general economic and business conditions, our strategic plans and prospects, our financial results and condition, contractual, legal and regulatory restrictions on the payment of distributions by us or our subsidiaries, and such other factors as our board of directors considers to be relevant. See "Dividend Policy."

**Proposed New York Stock Exchange symbol**

BOX

**Risk factors**

Please read the section entitled "Risk Factors" beginning on page 15 for a discussion of some of the factors you should carefully consider before deciding to invest in our common shares.

**Tax**

We expect to be treated as a passive foreign investment company. If you are a U.S. person you may be subject to special deferred tax and interest charges and other consequences that could be materially adverse to you. See "Material Tax Considerations Material United States Federal Income Tax Considerations."

The number of common shares to be issued and outstanding after the completion of this offering is based on common shares issued and outstanding as of , 2010, and excludes an additional shares reserved for issuance under our equity incentive plan, all of which remain available for grant.

Except as otherwise indicated, all information in this prospectus:

assumes an initial public offering price of \$ per share, the midpoint of the price range set forth on the cover page of this prospectus;

assumes no exercise by the underwriters of their option to purchase an additional common shares from us and the Initial Shareholder to cover over-allotments;

assumes shares will be issued to certain of our directors after , 2010 but prior to completion of this offering; and

assumes shares will be issued to certain of our employees after , 2010 but prior to completion of this offering.

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**SUMMARY HISTORICAL CONSOLIDATED FINANCIAL DATA**

The summary historical consolidated financial data presented below have been derived from the audited consolidated financial statements, at the dates and for the periods indicated, for Container Leasing International LLC (d/b/a Carlisle Leasing International, LLC and/or Seacastle Container Leasing, LLC) ("CLI") which holds all of our operating subsidiaries and which is an indirect wholly owned subsidiary of SeaCube Container Leasing Ltd.

This prospectus does not include financial statements of SeaCube Container Leasing Ltd. as it has only been recently incorporated for the purpose of effecting this offering and currently does not engage in any operations and holds no material assets other than its indirect interests in CLI. In March 2010, all of the equity interests in CLI were transferred from Seacastle Operating Company Ltd. (our "Initial Shareholder") to an indirect wholly owned subsidiary of SeaCube Container Leasing Ltd.

The summary historical consolidated financial data presented as of December 31, 2005 and for the period from January 1, 2006 through February 14, 2006 (the predecessor period) have been derived from the audited consolidated financial statements from CLI prior to the acquisition by the Initial Shareholder; whereas the summary historical financial data as of and for the remainder of the year ended December 31, 2006 and the years ended December 31, 2007, 2008, and 2009 (the successor period) have been derived from the audited consolidated financial statements from CLI subsequent to the acquisition by the Initial Shareholder.

The following tables summarize the historical consolidated financial information for our business. You should read these tables along with "Selected Historical Consolidated Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," and our consolidated historical financial statements and the related notes included elsewhere in this prospectus.

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	Predecessor			Successor		
	Period from January 1, 2006		Period from February 15, 2006	Year ended December 31,		
	Year ended December 31, 2005	through February 14, 2006	through December 31, 2006	2007	2008	2009
(dollars in thousands, except for share and per share amounts)						
<b>Consolidated Statements of Operations</b>						
<b>Data:</b>						
Total revenue	\$ 150,689	\$ 18,205	\$ 138,422	\$ 208,907	\$ 238,819	\$ 141,873
Direct operating expenses	7,934	790	5,889	9,133	13,780	9,073
Selling, general and administrative expenses	37,390	3,627	20,021	26,339	26,215	21,983
Depreciation expenses	48,461	6,812	55,723	75,179	79,491	37,769
Provision for doubtful accounts				1,256	1,468	4,678
Fair value adjustment for derivative instruments	(10,434)	(3,527)				
Goodwill impairment	38,900					
Interest expense	36,920	5,196	39,490	63,353	81,114	51,922
Loss on terminations and modification of derivative instruments(1)						37,922
Gain on 2009 Sale(1)						15,583
Loss on retirement of debt(1)			7,631		413	1,330
Provision for income taxes			38			248
Net income (loss)	\$ (4,631)	\$ 4,806	\$ 3,614	\$ 30,766	\$ 30,036	\$ (15,004)
Net income (loss) per common share :						
Basic and diluted			\$	\$	\$	\$
Common shares used in computing net income (loss) per common share						
Basic and diluted						
<b>Consolidated Balance Sheet Data (at end of period):</b>						
Cash and cash equivalent	\$ 15,697		\$ 12,088	\$ 11,146	\$ 30,567	\$ 8,014
Restricted cash	7,869		15,962	36,459	30,056	22,060
Net investment in direct finance leases	177,062		171,714	604,303	582,320	555,990
Leasing equipment, net of accumulated depreciation	593,035		843,401	1,003,183	863,730	360,847
Total assets	857,861		1,098,407	1,738,322	1,581,386	1,097,229
Deferred income taxes			38	38	38	120
Debt, current	71,002		68,500	247,199	506,777	131,270
Debt, long-term	546,633		720,667	1,121,573	709,437	666,994
Total liabilities	638,613		853,232	1,457,557	1,327,793	862,885
Total shareholders' equity/members' interest	\$ 219,248		\$ 245,175	\$ 280,765	\$ 253,593	\$ 234,344
<b>Other Operating Data:</b>						
Adjusted net income(2)	\$ 26,743	\$ 1,676	\$ 12,526	\$ 35,737	\$ 38,867	\$ 17,174
Adjusted EBITDA(3)	128,706	13,810	124,017	235,798	312,869	206,442
Distribution to members and affiliates	4,500					60,000
Contribution from member				50,000		
<b>Consolidated Statement of Cash Flows</b>						
<b>Data:</b>						
Cash flows provided by operating activities	\$ 66,130	\$ 5,839	\$ 69,821	\$ 96,667	\$ 127,392	\$ 50,966
Capital expenditures	148,735	4,533	127,300	326,793	108,472	55,304
<b>Selected Fleet Data:</b>						
Average container units(4)	648,517	658,257	611,360	640,305	604,434	550,688
Average utilization	97.0%	95.9%	95.6%	96.1%	97.5%	96.5%

(1)

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Refer to the 2009 Sale described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this prospectus, except for the loss on retirement of debt except in prior periods of 2009.

(2)

Adjusted net income is a measure of financial and operating performance that is not defined by U.S. GAAP and should not be considered a substitute for net income, income from operations or cash flow from operations, as determined in accordance with U.S. GAAP. Adjusted net income is a measure of our operating and financial performance used by management to focus on consolidated financial and operating performance exclusive of income and expenses that relate to non-routine or significant non-cash items of the business.

We define Adjusted net income (loss) as net income before non-cash interest expense related to terminations and modifications of derivative instruments, losses on retirement of debt, fair value adjustments on derivative

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instruments, loss on swap terminations, write-offs of goodwill and gain on the 2009 Sale (refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this prospectus). We use Adjusted net income to assess our consolidated financial and operating performance, and we believe this non-GAAP measure is helpful to management and investors in identifying trends in our performance. This measure helps management make decisions which are expected to facilitate meeting current financial goals as well as achieve optimal financial performance. Adjusted net income provides us with a measure of financial performance of the business based on operational factors including the profitability of assets on an economic basis net of operating expenses and the capital costs of the business on a consistent basis as it removes the impact of certain non-routine and non-cash items from our operating results. Adjusted net income is a key metric used by senior management and our board of directors to review the consolidated financial performance of the business.

Adjusted net income has limitations as an analytical tool and is not a presentation made in accordance with U.S. GAAP and should not be considered in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP, including net income, or net cash from operating activities. For example, Adjusted net income does not reflect (i) our cash expenditures or future requirements for capital expenditures or contractual commitments, or (ii) changes in or cash requirements for our working capital needs. In addition, our calculation of Adjusted net income may differ from the Adjusted net income or analogous calculations of other companies in our industry, limiting its usefulness as a comparative measure. Because of these limitations, Adjusted net income should not be considered a measure of discretionary cash available to us to invest in the growth of our business or to pay dividends. We compensate for these limitations by relying primarily on our U.S. GAAP results and using Adjusted net income only supplementally.

The following table shows the reconciliation of net income (loss), the most directly comparable U.S. GAAP measure to Adjusted net income, for the period ended December 31, 2005 and for the period from January 1, 2006 to February 14, 2006, for the period from February 15, 2006 through December 31, 2006 and for the periods ended December 31, 2007, 2008 and 2009:

	Predecessor			Successor		
	Year ended December 31, 2005	Period from January 1, 2006 through February 14, 2006	Period from February 15, 2006 through December 31, 2006	Year ended December 31,		
				2007	2008	2009
	(dollars in thousands)					
Net income (loss)	\$ (4,631)	\$ 4,806	\$ 3,614	\$ 30,766	\$ 30,036	\$ (15,004)
Non-cash interest expense, net of tax	2,908	397	1,281	4,971	8,418	8,366
Loss on retirement of debt, net of tax			7,631		413	1,317
Loss on terminations and modification of derivative instruments, net of tax						37,922
Fair value adjustment for derivative instruments, net of tax	(10,434)	(3,527)				
Goodwill impairment, net of tax	38,900					
Gain on 2009 Sale, net of tax						(15,427)
Adjusted net income	\$ 26,743	\$ 1,676	\$ 12,526	\$ 35,737	\$ 38,867	\$ 17,174

The decline from 2008 to 2009 in Adjusted net income is primarily attributable to the 2009 Sale, net of tax.

(3)

Adjusted EBITDA is a measure of operating performance that is not defined by U.S. GAAP and should not be considered a substitute for net income, income from operations or cash flow from operations, as determined in accordance with U.S. GAAP. Adjusted EBITDA is a measure of our operating performance used by management to focus on consolidated operating performance exclusive of income and expenses that relate to the financing, income taxes, and capitalization of the business.

We define Adjusted EBITDA as income (loss) from continuing operations before income taxes, interest expenses including loss on retirement of debt, depreciation and amortization, fair value adjustments on derivative instruments, loss on terminations and modification of derivative instruments, gain on sale of assets, and write-offs of goodwill plus principal collections on direct finance lease receivables.



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We use Adjusted EBITDA in a number of ways to assess our consolidated financial and operating performance, and we believe this non-GAAP measure is helpful to management and investors in identifying trends in our performance. This measure provides an assessment of controllable expenses and helps management make decisions that are expected to facilitate meeting current financial goals as well as achieve optimal financial performance. Adjusted EBITDA provides us with a measure of operating performance because it assists us in comparing our operating performance on a consistent basis as it removes the impact of our capital structure (primarily interest charges on our outstanding debt) and asset base (primarily depreciation and amortization) from our operating results. Accordingly, this metric measures our financial performance based on operational factors that management can impact in the short-term, namely the cost structure or expenses of the organization. Adjusted EBITDA is one of the metrics used by senior management and our board of directors to review the consolidated financial performance of the business.

In addition to the uses described above, we use Adjusted EBITDA as an indicator of the amount of cash flow we have available to service our debt obligations. We include principal collections on direct finance lease receivables in Adjusted EBITDA because these collections represent cash that we have available to service our debt obligations that is not otherwise included as income (loss) from continuing operations. As a result, by including principal collections on direct finance lease receivables in Adjusted EBITDA, we believe Adjusted EBITDA is a more accurate indicator of our available cash flow to service our debt obligations.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. For example, Adjusted EBITDA does not reflect (i) our cash expenditures or future requirements for capital expenditures or contractual commitments, (ii) the interest expense or the cash requirements necessary to service interest or principal payments on our debt, or (iii) changes in or cash requirements for our working capital needs. In addition, our calculation of Adjusted EBITDA may differ from the Adjusted EBITDA or analogous calculations of other companies in our industry, limiting its usefulness as a comparative measure. Because of these limitations, Adjusted EBITDA should not be considered a measure of discretionary cash available to us to invest in the growth of our business or to pay dividends. We compensate for these limitations by relying primarily on our U.S. GAAP results and using Adjusted EBITDA only supplementally.

The following table shows the reconciliation of net income (loss), the most directly comparable GAAP measure, to Adjusted EBITDA for the period ended December 31, 2005 and for the period from January 1, 2006 to February 14, 2006, for the period from February 15, 2006 through December 31, 2006 and for the periods ended December 31, 2007, 2008 and 2009:

	Predecessor		Successor			
	Year ended December 31, 2005	Period from January 1, 2006 through February 14, 2006	Period from February 15, 2006 through December 31, 2006	2007	Year ended December 31, 2008	2009
	(dollars in thousands)					
Net Income (loss)	\$ (4,631)	\$ 4,806	\$ 3,614	\$ 30,766	\$ 30,036	\$ (15,004)
Provision for income taxes			38			248
Depreciation expenses	48,461	6,812	55,723	75,179	79,491	37,769
Interest expense, net of interest income	36,581	5,116	38,628	61,694	80,059	49,232
Loss on terminations and modification of derivative instruments						37,922
Gain on 2009 Sale						(15,583)
Loss on retirement of debt			7,631		413	1,330
Fair value adjustments for derivative instruments	(10,434)	(3,527)				
Goodwill impairment	38,900					
Collections on net investment in direct financing leases, net of interest earned	19,829	603	18,383	68,159	122,870	110,528
<b>Adjusted EBITDA</b>	<b>\$ 128,706</b>	<b>\$ 13,810</b>	<b>\$ 124,017</b>	<b>\$ 235,798</b>	<b>\$ 312,869</b>	<b>\$ 206,442</b>

The decline from 2008 to 2009 in Adjusted EBITDA is primarily related to the 2009 Sale.

(4)

Includes our operating fleet (which comprises our owned and managed fleet), the fleet of Interpool Limited for all periods presented and units under finance leases.



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**CONFLICTS OF INTEREST**

Some of the underwriters involved in this offering have conflicts of interest as defined in Financial Industry Regulatory Authority ("FINRA") Rule 2720(f)(5)(C)(i), as they or their affiliates will be receiving 5% or more of the net offering proceeds. Consequently, this offering will be made in compliance with FINRA Rule 2720. No underwriter having a Rule 2720 conflict of interest will be permitted by that rule to confirm sales to any account over which the underwriter exercises discretionary authority without the specific written approval of the accountholder. When a FINRA member with a conflict of interest participates as an underwriter in a public offering, that rule requires that the initial public offering price may be no higher than that recommended by a "qualified independent underwriter," as defined by FINRA. In accordance with this rule, Wells Fargo Securities, LLC has assumed the responsibilities of acting as a qualified independent underwriter. In its role as a qualified independent underwriter, Wells Fargo Securities, LLC has performed a due diligence investigation and participated in the preparation of this prospectus and the registration statement of which this prospectus is a part.

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**RISK FACTORS**

*Investing in our common shares involves a high degree of risk. You should carefully consider the following risk factors, as well as other information contained in this prospectus, before deciding to invest in our common shares. The occurrence of any of the following risks could materially and adversely affect our business, prospects, financial condition, results of operations and cash flow, in which case the trading price of our common shares could decline and you could lose all or part of your investment.*

**Risks Related to Our Business**

***Global economic growth and the volume of world trade are critical factors affecting demand for containerized leasing, and a decline in world trade can adversely affect our business.***

Demand for leasing our containers depends largely on the extent of world trade and economic growth, with U.S. consumer demand being the most critical factor affecting this growth. Economic downturns in one or more countries, particularly in the United States, the European Union and other countries and regions with consumer-oriented economies, have in the past, and in the future could, reduce world trade volume and/or demand by container shipping, rail and trucking lines for leased containers. Cyclical recessions can negatively affect lessors' operating results because during economic downturns or periods of reduced trade, shipping lines tend to lease fewer containers and related assets or lease containers only at reduced rates, and tend to rely more on their own equipment and fleets to satisfy a greater percentage of their requirements. Thus, decreases in the volume of world trade may adversely affect our leased asset utilization and lease rates and lead to reduced revenue, reduced capital investment, increased operating expenses (such as storage and positioning) and reduced financial performance.

The current global recession, which began in 2008 and deepened in 2009, has demonstrated the negative impact that an economic downturn can have on our business. As a result of the current downturn, container trade decreased by approximately 10% during the year ended December 31, 2009, which led to reduced demand for containers and lowered utilization rates and leasing rates and adversely affected our results of operations, during which time we reported a net loss. Although the containerized trade market has begun to show signs of recovery, we cannot assure you that any recovery will continue, and further cannot predict whether, or when, any future downturns will occur. If demand for container shipping does not continue to recover or recovers more slowly than we anticipate, or if demand starts to decrease again, our financial performance may be adversely affected, and the impact to our financial results could be significant.

***The demand for leased containers depends on many economic, political and other factors beyond our control and these factors may adversely affect our business.***

We believe that a substantial amount of our leasing business involves shipments of goods exported from Asia. As a result, a negative change in economic conditions in any Asia Pacific country, particularly in China or Japan, may have an adverse affect on our business and results of operations, as well as our future prospects. In particular, in recent years, China has been one of the world's fastest growing economies in terms of gross domestic product and has become one of the world's largest and fastest growing exporters. We cannot assure you that such growth will be sustained or that the Chinese economy will not experience slower or negative growth in the future, or that trade relations with China will not deteriorate. Moreover, if changes in exchange rates between the Chinese yuan and other currencies were to occur, the growth of Chinese exports could be affected. In addition, from time to time, there have been other disruptions in Asia, such as health scares, including SARS and avian flu, financial markets turmoil, natural disasters and political instability in certain countries. If these events were to occur in the future, they could adversely affect our lessees, a number of whom are entities domiciled in Asian countries, and the general demand for shipping and lead to reduced demand for leased containers or otherwise adversely affect us.

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Other general factors affecting demand, utilization and per diem rates for leased containers include the following:

the available supply and prices of new and used containers;

the availability and terms of equipment financing;

fluctuations in interest rates and foreign currency values;

economic conditions, and competitive pressures and consolidation in the shipping industry;

the globalization of manufacturing;

changes in the operating efficiency of our customers;

fluctuations in supply and demand for products suitable for shipping in containers;

fuel costs and their impact on overall transportation costs;

developments in international trade and shifting trends and patterns of cargo and trucking traffic;

the price of steel and other raw materials;

acts of God such as droughts, storms, or other natural disasters such as the recent earthquake in Chile, which is reported to have damaged shipping ports and disrupted agricultural and fishing operations, flu or other pandemics that result in economic disruptions that may disrupt or interfere with trade or otherwise affect local and global economies;

overcapacity or undercapacity of the container manufacturers;

the lead times required to purchase containers;

the number of containers purchased by competitors and lessees;

increased repositioning by container shipping lines of their own empty containers, as the case may be, to higher-demand locations in lieu of leasing equipment from us;

consolidation or withdrawal of individual lessees in the container shipping industry;

import/export tariffs, trade barriers and restrictions;

customs procedures, foreign exchange controls and other environmental and regulatory developments; and

global and regional economic and political conditions.

All of these factors are inherently unpredictable and beyond our control. These factors will vary over time, often quickly and unpredictably, and any change in one or more of these factors may have a material adverse effect on our business and results of operations. Many of these factors also influence the decision by current and potential customers to lease our containers. Should one or more of these factors influence current and potential customers to buy a larger percentage of the container assets they operate, our utilization rate could decrease, resulting in decreased revenue, increased storage and repositioning costs, and as a result, lower operating cash flow.

***Our ability to grow our business depends on a continuing recovery of global demand for containers.***

Our ability to grow our business depends on a continuing recovery of global demand for containers. Although we began to see signs of recovery in containerized trade volume and our utilization rate at the end of 2009, this recovery may not continue as rapidly and strongly as anticipated or at all. If demand for container shipping does not continue to recover as we expect, or if demand

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starts to decrease again, it is possible we may not be able to grow our business and our results of operations may be adversely affected for several years.

***Adverse developments in the global economy restricting the credit markets may materially and negatively impact our business.***

The recent downturn in the world's major economies and the constraints in the credit markets have heightened or could continue to heighten a number of material risks to our business, cash flows and financial condition, as well as our future prospects. Continued issues involving liquidity and capital adequacy affecting lenders could affect our ability to fully access our credit facilities or obtain additional debt and could affect the ability of our lenders to meet their funding requirements when we need to borrow. Further, the volatility in the equity markets may make it difficult in the future for us to access the equity markets for additional capital at attractive prices, if at all. If we are unable to access existing credit, obtain new credit or access the capital markets, our business could be negatively impacted, as could our ability to pay dividends. See "We intend to incur substantial additional debt and issue substantial additional equity in order to expand our business and pay dividends."

We further believe that many of our customers are reliant on liquidity from global credit markets and, in some cases, require external financing to fund a portion of their operations. As a consequence, if our customers lack liquidity, it would likely negatively impact their ability to pay amounts due to us.

These and other factors affecting the container industry are inherently unpredictable and beyond our control.

***Equipment prices and lease rates may decrease, which may adversely affect our earnings.***

Container lease rates depend on the cost of the container, the type and length of the lease, the type and age of the container equipment, competition, the location of the container being leased, and other factors more fully discussed herein. Because steel is the major component used in the construction of new containers, the price for new containers, as well as prevailing lease rates, are both highly correlated with the price of steel. In the late 1990s, new equipment prices and lease rates declined due to, among other factors, a drop in worldwide steel prices and a shift in container manufacturing from Taiwan and Korea to areas with lower labor costs in mainland China. Such factors, among others, may cause container prices and leasing rates to fall again. In 2009, new equipment prices and lease rates declined due to a lack of demand for containerized cargo.

In addition, lease rates can be negatively impacted by the entrance of new leasing companies, overproduction of new containers by factories and over-buying by shipping lines and leasing competitors. For example, during 2001 and again in the second quarter of 2005, overproduction of new containers, coupled with a build-up of container inventories in Asia by leasing companies and shipping lines, led to decreasing prices and utilization rates. In the event that the container shipping industry were to be characterized by over-capacity in the future, or if available supply of intermodal assets were to increase significantly as a result of, among other factors, new companies entering the business of leasing and selling intermodal equipment, both utilization and lease rates can be expected to decrease, thereby adversely affecting the revenues generated by our container leasing business.

***We face extensive competition in the container leasing industry, and if we are not able to compete successfully, our business will be harmed.***

We may be unable to compete favorably in the highly competitive container leasing business after completion of this offering. We compete with many domestic and foreign container leasing companies, many smaller lessors, financial institutions such as banks, promoters of container ownership, shipping lines, which sometimes lease their excess container stocks, and suppliers of alternative types of equipment for freight transport. Some of these competitors may have large, underutilized inventories of

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containers, which could lead to significant downward pressure on lease rates, asset utilization and operating margins.

Competition among container leasing companies depends upon many factors, including, among others, lease rates, lease terms (including lease duration, drop-off restrictions and repair provisions), customer service, and the location, availability, quality and individual characteristics of equipment as well as quality and experience of an equipment manager. New entrants into the leasing business have been attracted by the high rate of containerized trade growth in recent years, and new entrants have generally been less disciplined, in our opinion, than we are in pricing and structuring leases. As a result, the entry of new market participants together with the already highly competitive nature of our industry, may undermine our ability to maintain a high level of asset utilization or, alternatively, could force us to reduce our pricing and accept lower revenue and profit margins in order to achieve our growth plans.

***Our customers may decide to buy rather than lease containers, which would adversely affect our earnings.***

We, like other suppliers of leased containers, are dependent upon decisions by shipping lines to lease rather than buy their containers. Should shipping lines decide to buy a larger percentage of the containers they operate, our utilization rates would decrease, resulting in decreased leasing revenue, increased storage and repositioning costs and lower operating cash flow. Most of the factors affecting the decisions of our customers, including whether to lease or buy their equipment, are outside our control. See "The demand for leased containers depends on many economic, political and other factors beyond our control and these factors may adversely affect our business."

While the percentage of containers leased compared with the percentage of containers owned by shipping companies has been fairly steady historically, several factors may cause the percentage of leased containers to decrease in the future. These factors include, among other things, access of shipping lines to lower-cost bank financing, the consolidation of the shipping industry and improvements in information technology. The materialization of any of such trends could negatively affect our business.

***Lessee defaults and terminations of agreements by our customers may adversely affect our financial condition, results of operation and cash flow by decreasing revenue and increasing storage, positioning, repair, collection and recovery expenses.***

Our containers are leased to numerous customers. Lease payments and other compensation, as well as indemnification for damage to or loss of leased containers, is generally payable by the end users under leases and other arrangements. Inherent in the nature of the leases and other arrangements for use of the containers is the risk that once a lease is consummated, we may not receive, or may experience delay in realizing, all of the compensation and other amounts to be paid in respect of the leased containers. Furthermore, not all of our customers provide detailed financial information regarding their operations. As a result, customer risk is in part assessed on the basis of our customers' reputation in the market, and there can be no assurance that they can or will fulfill their obligations under the contracts we enter into with them. Our customers could incur financial difficulties, or otherwise have difficulty making payments to us when due for any number of factors which may be out of our control and which we may be unable to anticipate. If a sufficient number of our customers were to default or were to terminate or restructure their agreements with us, in particular one or more of our largest customers, it could have a material adverse effect on our results of operation. We do not maintain any credit insurance with respect to non-payment of receivables by our lessees. A delay or diminution in amounts received under the leases and other arrangements could adversely affect our business and financial prospects and our ability to make payments on our debt or to pay dividends to our shareholders.

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In general, the profitability of our shipping line customers deteriorated significantly in 2008 due to decreasing freight rates caused by excess vessel capacity and most major shipping lines recorded large financial losses in 2009. These adverse conditions may continue for some time. These losses have increased the risk of default by our customers. In addition, the ongoing financial crisis makes lessee defaults more likely since shipping lines may face difficulty in arranging financing for their committed vessel purchases and any operating losses they may incur.

The cash flow from our containers, principally lease rentals, management fees, and proceeds from the sale of owned containers, is affected significantly by the ability to collect payments under leases and other arrangements for the use of the leased equipment and the ability to replace cash flows from terminating leases by re-leasing or selling leased equipment on favorable terms. All of these factors are subject to external economic conditions and the performance by lessees and service providers that will not fully be within our control.

When lessees default, we may fail to recover all of our leased containers, and the containers we do recover may be returned in damaged condition or to locations where we will not be able to efficiently re-lease or sell them. We may have to repair and reposition such recovered containers to other places where we can re-lease or sell them, which could be expensive depending on the locations and distances involved. As a result, we may lose lease or management revenues and incur additional operating expenses in repossessing, repositioning, repairing and storing the equipment.

***We depend on a limited number of customers for a substantial portion of our revenue, and the loss of, or a significant reduction in revenue resulting from a default by, any key customer could significantly reduce our revenue.***

A significant portion of our revenue is derived from a relatively small number of customers. Our ten largest customers accounted for 61% of our revenue in 2009, 64% of our revenue in 2008 and 69% of our revenue in 2007. Although each individual lease covers a distinct group of containers and no single lease with any customer contributed more than 4% of our revenue in 2009, the aggregate revenue from CSAV, our largest customer, accounted for approximately 16% of our revenue in 2009, and aggregate revenue from Mediterranean Shipping accounted for approximately 15% of our revenue in 2009. Our operating results in the foreseeable future will continue to depend on our ability to enter into agreements with these customers. In addition, several of our largest customers have gone through or are currently undertaking significant financial restructurings as a result of large financial losses incurred in 2009. We cannot be certain that they will be successful, and we expect the financial performance and financial condition of these customers will continue to be challenged due to existing market conditions. The loss of, or a significant reduction in revenue from, any of our key customers, or a default by any key customers on its obligations under any contract with us, or the restructuring of lease agreements due to economic circumstances facing our customers would significantly reduce our revenue and adversely affect our business.

In addition, some of the contracts under which we lease our containers contain early termination provisions. Although in the past we have experienced minimal early returns due in part to penalties including early termination fees and costs associated with repairs and repositioning upon return borne by lessees, we cannot assure you that the number of leases that our customers terminate early will not increase in the future. This increase could happen due to any number of factors that are outside of our control, such as financial difficulty or a business downturn experienced by any of our customers. We may also elect to terminate leases with a customer and demand the immediate redelivery of our containers due to non-payment or other defaults, which would significantly reduce our revenue and adversely impact our business.

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***The volatility of the residual value of containers upon expiration of their leases or at the time of their sale could adversely affect our operating results.***

Although our operating results primarily depend upon equipment leasing, profitability is also affected by the residual values (either for sale or re-leasing) of the containers upon expiration of their leases or at the time of their sale. These values, which can vary substantially, depend upon, among other factors:

the age of our equipment;

expenses associated with off-hire, storage, repair, repositioning and re-marketing of returned equipment;

prevailing economic conditions;

supply and demand for similar types of equipment;

the current cost of comparable new equipment, which is partially dependent on raw material costs including steel;

changes in lessees' requirements;

the availability of used equipment;

rates of inflation; and

the obsolescence of certain types of equipment in our fleet.

Most of these factors are outside of our control. Operating leases, under which we derived 52% of our revenue for the twelve months ended December 31, 2009, are subject to greater residual risk than direct finance leases because we own the containers at the expiration of an operating lease term. If the residual value of our assets during any period proves lower than anticipated, our operating results may be adversely affected. Furthermore, we base our decision to invest in new containers in part on our expectations of our ability to sell or re-lease existing assets. To the extent we fail to anticipate the degree to which we need to replace existing assets, we may not have sufficient assets to meet demand and would therefore forgo revenues.

***Changes in market price, availability or transportation costs of equipment manufactured in China could adversely affect our ability to maintain our supply of containers.***

Changes in the political, economic or financial conditions of China, which would increase the market price, availability or transportation costs of containers, could adversely affect our ability to maintain our supply of equipment. China is currently the largest container producing nation in the world. We currently purchase the vast majority of our containers from manufacturers in China. In the event that it were to become more expensive for us to procure containers in China or to transport these containers at a low cost from China to the locations where they are needed, because of changes in exchange rates between the U.S. Dollar and Chinese Yuan, further consolidation among container suppliers, a shift in United States trade policy towards China, increased tariffs imposed by the United States or other governments, increased fuel costs, a significant downturn in the political, economic or financial conditions in China, or for any other reason, we would have to seek alternative sources of supply. We may not be able to make alternative arrangements quickly enough to meet our equipment needs, and any alternative arrangements may increase our costs.



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***We depend on key personnel, and we may not be able to operate and grow our business effectively if we lose the services of any of our key personnel or are unable to attract qualified personnel in the future.***

The success of our business is heavily dependent on our ability to retain our current management and other key personnel and to attract and retain qualified personnel in the future. In particular, we are dependent upon the management and leadership of Joseph Kwok. Competition for senior management personnel is intense, and we may not be able to retain our personnel. The loss of key personnel could affect our ability to run our business effectively. Although we have entered into at will employment agreements with certain of our key personnel, these agreements do not ensure that our key personnel will continue in their present capacity with us for any particular period of time. Although Mr. Kwok also serves as the Vice Chairman of Seacastle Inc., the parent company of our Initial Shareholder, and as the Vice Chairman of Seacastle Holdings LLC, a wholly owned subsidiary of our Initial Shareholder, he is expected, but not required, to devote greater than 80% of his time and attention to our business. We do not have key man insurance for any of our current management or other key personnel. The loss of any key personnel requires the remaining key personnel to divert immediate and substantial attention to seeking a replacement. An inability to find a suitable replacement for any departing executive officer on a timely basis could adversely affect our ability to operate and grow our business.

***The international nature of the industry exposes us to numerous risks.***

Our ability to enforce lessees' obligations under our leases for use of our containers will be subject to applicable law in the jurisdictions in which enforcement is sought or the country of domicile of the lessee. Our containers are manufactured primarily in China and are predominantly used on international waterways, and our lessees are domiciled in many different countries. It is not possible to predict, with any degree of certainty, the jurisdictions in which enforcement proceedings may be commenced. For example, repossession from defaulting lessees may be difficult and more expensive in jurisdictions whose laws do not confer the same security interests and rights to creditors and lessors as those in the United States and in jurisdictions where recovery of equipment from the defaulting lessee is more cumbersome. As a result, the relative success and expedience of enforcement proceedings with respect to the containers in various jurisdictions also cannot be predicted. As more of our business shifts to areas outside of the United States and Europe, such as China, it may become more difficult and expensive to enforce our rights and recover our containers. If the number and size of defaults increases in the future, and if a large percentage of the defaulted containers are located in countries with less developed legal systems, losses resulting from recovery payments and unrecovered containers could be large and could negatively impact our profitability.

We are also subject to risks inherent in conducting business across national boundaries, any one of which could adversely impact our business. These risks include:

regional or local economic downturns;

changes in governmental policy or regulation;

restrictions on the transfer of funds into or out of the country;

potential liabilities relating to foreign withholding taxes;

compliance with U.S. Treasury sanctions regulations restricting doing business with certain nations or specially designated nationals;

compliance with the Foreign Corrupt Practices Act;

import and export duties and quotas;

domestic and foreign customs and tariffs;



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military outbreaks or terrorist attacks;

government instability;

nationalization of foreign assets;

government protectionism;

compliance with export controls, including those of the U.S. Department of Commerce;

compliance with import procedures and controls, including those of the U.S. Department of Homeland Security;

potentially negative consequences from changes in tax laws;

higher interest rates;

requirements relating to withholding taxes on remittances and other payments by subsidiaries;

labor or other disruptions at key ports;

difficulty in staffing and managing widespread operations; and

restrictions on our ability to own or operate subsidiaries, make investments or acquire new businesses in these jurisdictions.

Any one of these factors could impair our current or future international operations and, as a result, harm our overall business, financial condition and results of operations.

***We may incur costs and business disruptions associated with new security regulations regarding our containers.***

We are, and will likely continue to be, subject to regulations promulgated in various countries, including the United States, seeking to protect the integrity of international commerce and prevent the use of containers for international terrorism or other illicit activities. For example, the Container Security Initiative, the Customs-Trade Partnership Against Terrorism and Operation Safe Commerce are among the programs administered by the U.S. Department of Homeland Security that are designed to enhance security for cargo moving throughout the international transportation system by identifying existing vulnerabilities in the supply chain and developing improved methods for ensuring the security of containerized cargo entering and leaving the United States, including pre-screening containers that pose a risk at the port of departure prior to arrival at U.S. ports and/or the use of conveyance security devices. Moreover, the International Convention for Safe Containers, 1972 (CSC), as amended, adopted by the International Maritime Organization, applies to new and existing containers and seeks to maintain a high level of safety of human life in the transport and handling of containers by providing uniform international safety regulations. Inspection procedures can result in the seizure of contents of our containers, delays in the loading, offloading or delivery and, in some instances, the levying of customs duties, fines or other penalties against container operators and owners. Changes to inspection procedures could also impose additional costs and obligations on our lessees and may, in certain cases, render the shipment of certain types of cargo uneconomic or impractical.

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As these regulations develop and change, we may incur increased compliance costs due to the acquisition of new, compliant containers and/or the adaptation of existing containers to meet any new requirements imposed by such regulations. Additionally, certain companies are currently developing or may in the future develop products designed to enhance the security of containers transported in international commerce. Regardless of the existence of current or future government regulations mandating the safety standards of intermodal shipping containers, our competitors may adopt such products or our customers may require that we adopt such products in the conduct of our container

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leasing business. In responding to such market pressures, we may incur increased costs, which could have a material adverse effect on our financial condition and results of operations.

***Terrorist attacks could negatively impact our operations and our profitability and may expose us to liability and reputational damage.***

Terrorist attacks may negatively affect our operations and your investment. Such attacks in the past have caused uncertainty in the world financial markets and economic instability in the United States and elsewhere, and further acts of terrorism, violence or war could similarly affect world financial markets and trade, as well as the industries in which we and our customers operate. In addition, terrorist attacks or hostilities may directly impact ports our containers come in and out of, depots, our physical facilities or those of our suppliers or customers and could impact our sales and our supply chain. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us or at all. A severe disruption to the worldwide ports system and flow of goods could result in a reduction in the level of international trade in which our containers are involved and lower demand for containers. The consequences of any terrorist attacks or hostilities are unpredictable, and we may not be able to foresee events that could have an adverse effect on our operations or your investment.

It is also possible that our containers could be involved in a terrorist attack. Although our lease agreements require our lessees to indemnify us against all damages arising out of the use of our containers, and we carry insurance to potentially offset any costs in the event that our customer indemnifications prove to be insufficient, we may not be fully protected from liability arising from a terrorist attack which utilizes our containers. In addition, any terrorist attack involving any of our containers may cause reputational damage, or other losses, which could be catastrophic to our business.

***Environmental liability may adversely affect our business and financial condition.***

Like other companies, we are subject to federal, state, local and foreign laws and regulations relating to the protection of the environment, including those regulating discharges to air and water, health and safety and the use and disposal of hazardous substances. We and the third party equipment owners could incur substantial costs, including cleanup costs, fines and third-party claims for property damage and personal injury, as a result of violations of or liabilities under environmental laws and regulations in connection with our current or historical operations. Under some environmental laws in the United States and certain other countries, the owner of a leased container may be liable for environmental damage, cleanup or other costs in the event of a spill or discharge of material from a container without regard to the owner's fault. While we maintain insurance and require lessees to indemnify us against certain losses, such insurance and indemnities may not cover or be sufficient to protect us and our third party equipment owners against losses arising from environmental damage.

Moreover, environmental laws are subject to frequent change and have tended to become more stringent over time. For example, the refrigerant specified by virtually all reefer box operators and used in substantially all of our reefers is R134a (also known as HFC134a). R134a, like other refrigerants used before R134a became the industry standard, may, at some point, become due for replacement and phase-out. Market pressure or government regulation of refrigerants and synthetic insulation materials may require reefers using non-conforming substances to be retrofitted with refrigerants deemed to be less destructive to atmosphere ozone at substantial cost to us. Regulatory initiatives in the European Union and California to phase out R134a in automotive cooling systems may in the future increase pressure on the continued use of R134a in reefers. In addition, reefers that are not retrofitted may command lower prices in the market for used containers once we retire these containers from our fleet.

Increased concerns over climate change and current and future regulation of greenhouse gas emissions could have a material effect on our business. Regulatory initiatives at international, national

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and local levels to reduce the emission of greenhouse gasses could increase the cost of container shipping and the demand for our containers. Concerns over climate change could also favor competing local products over products shipped over long distances. In addition, the effects of climate change may produce more variable or severe weather events that can adversely affect marine shipping. Each of these events could increase our cost of operations or affect our profitability.

These or other additional environmental laws and regulations may be adopted that could limit our ability to conduct business or increase the cost of our doing business, which may have a materially negative impact on our business, results of operation and financial condition. New regulations could diminish the resale value or useful lives of our containers, require us to retrofit our assets for continued use, or other operational changes or restrictions. For example, restrictions could be imposed on the use of certain woods in container flooring. Additionally, environmental-related laws and regulations may prohibit or restrict shipment of certain cargos that could impact the use of our containers. For example, the Lacey Act prohibits the importation of certain protected woods into the United States.

***Certain liens may arise on our equipment.***

Substantially all of our container assets currently are subject to liens relating to existing financing arrangements and, in the event of a default under any of those arrangements, the lenders thereunder would be permitted to take possession of or sell our container assets. See "Description of Certain Indebtedness."

In addition, depot operators, repairmen, transporters, vessel mortgagees and other parties may come into possession of our containers from time to time and have sums due to them from the lessees or sublessees of the containers. In many jurisdictions, a maritime lienholder may enforce its lien by arresting a containership through foreclosure proceedings. In the event of nonpayment of those charges by the lessees or sublessees, we may be delayed in, or entirely barred from, repossessing the containers or be required to make payments or incur expenses to discharge such liens on the equipment.

***The lack of an international title registry for containers increases the risk of ownership disputes.***

Although the Bureau International des Containers registers and allocates a unique four letter prefix to every container in accordance with ISO standard 6346 (Freight container coding, identification and marking) there is no internationally recognized system of recordation or filing to evidence our title to containers nor is there an internationally recognized system for filing security interest in containers. While this has not historically been an issue, the lack of a title recordation system with respect to containers could result in disputes with lessees, end-users, or third parties, such as creditors of end-users, who may improperly claim ownership of the containers, especially in countries with less developed legal systems.

***Container investors may elect not to have us manage their containers, which could adversely affect our business, results of operations and financial condition.***

A percentage of our revenue is attributable to management fees earned on services related to the leasing of containers owned by container investors. Our ability to continue to retain and attract management contracts depends upon a number of factors, including our ability to lease and release containers on attractive lease terms, to maintain a high utilization rate for our owned and managed fleets, and to efficiently manage the billing, collection, repositioning, maintenance and repair, storage and disposition of containers. In the event container investors believe another container leasing company can better provide stable and attractive rates of return on their investment, we may lose management contract opportunities in the future, which could adversely affect our business, results of operations and financial condition.

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***We could face litigation involving our management of containers for container investors.***

We manage containers for third-party container owners under management agreements that are negotiated with each container investor. We make no assurances to container investors that they will make any amount of profit on their investment or that our management activities will result in any particular level of income or return of their initial capital, although some of these agreements do contain provisions that permit owners to terminate them if certain performance metrics are not met during relevant time periods. As the number of containers that we manage for container investors increases, the possibility that we may be drawn into litigation relating to these managed containers may also increase. Although our management agreements contain contractual protections and indemnities that are designed to limit our exposure to such litigation, such provisions may not be effective and we may be subject to a significant loss in a successful litigation by a container investor.

***Manufacturers of our equipment may be unwilling or unable to honor manufacturer warranties covering defects in our equipment.***

We obtain warranties from the manufacturers of our equipment. When defects in the containers occur, we work with the manufacturers to identify and rectify the problem. However, there is no assurance that manufacturers will be willing or able to honor warranty obligations. If defects are discovered in containers that are not covered by manufacturer warranties, we could be required to expend significant amounts of money to repair the containers and/or the useful life of the containers could be shortened and the value of the containers reduced, all of which could adversely affect our results of operations.

***We rely on our information technology systems to conduct our business. If these systems fail to adequately perform these functions, or if we experience an interruption in their operation, our business and financial results could be adversely affected.***

The efficient operation of our business is highly dependent on equipment tracking and billing systems. We rely on such systems to track transactions, such as container pick-ups and drop-offs, repairs, and to bill our customers for the use of and damage to our equipment. We also use the information provided by these systems in our day-to-day business decisions in order to effectively manage our lease portfolio and improve customer service. The failure of this system to perform as we anticipate could disrupt our business and results of operation and cause our relationships with our customers to suffer. In addition, our information technology systems are vulnerable to damage or interruption from circumstances beyond our control, including fire, natural disasters, power loss and computer systems failures and viruses. Any such interruption could negatively affect our business.

***Increases in the cost of or the lack of availability of insurance could increase our risk exposure and reduce our profitability.***

Our lessees and depots are required to maintain all risks physical damage insurance, comprehensive general liability insurance and to indemnify us against loss. We also maintain our own contingent liability insurance and off-hire physical damage insurance. Nevertheless, lessees' and depots' insurance or indemnities and our insurance may not fully protect us. The cost of such insurance may increase or become prohibitively expensive for us and our customers, and such insurance may not continue to be available. Other types of industry insurance that we have maintained from time to time based on our evaluation of risk, such as default insurance providing coverage for the cost to recover our containers due to a customer's insolvency, bankruptcy or default may not be available, which could increase our risk. This is the case currently with credit insurance for our lessee's non-payment of receivables, which is not currently available in today's insurance market for our fleet.

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***Our future business prospects could be adversely affected by consolidation within the container shipping industry.***

We primarily lease containers to shipping lines. Over the last several years, there have been several large shipping line acquisitions that have resulted in some consolidation within the container shipping industry, including among some of our customers. This consolidation has reduced the number of large shipping lines and also increased the concentration of business in a smaller number of larger customers. Our future business prospects could be adversely affected if there is a continued reduction in the number of shipping lines in the world. Due to concentration risk and resulting impact on credit risk, we might decide to limit the amount of business exposure we have with any single customer if the exposure were deemed unacceptable, which could negatively impact the volume of equipment we lease and the revenues we would otherwise earn if we had leased assets despite the concentration risk or had the previously separate customers not combined.

***Our strategy to pursue acquisition opportunities may subject us to considerable business and financial risk, and unforeseen integration obstacles or risks.***

In order to grow our business, we expect to employ various strategies, including consummating strategic and complementary acquisitions and joint ventures from time to time. We may not be successful in identifying acquisition opportunities, assessing the value, strengths and weaknesses of these opportunities and consummating acquisitions on acceptable terms. Furthermore, suitable acquisition opportunities may not be made available or known to us. Unanticipated issues may arise in the implementation of these contemplated strategies, which could impair our ability to expand our business as expected. For example:

then-favorable conditions in the equipment leasing and shipping markets, including the rate of world trade and economic growth, could deteriorate;

equipment prices and lease rates could decrease as a result of a variety of factors, including a decrease in worldwide steel prices;

the financial condition of our third party depot operators and other business partners may deteriorate;

turmoil in, or tightening of the credit markets may limit our ability to obtain debt financing for acquisitions;

we may be unable to obtain financing through additional debt facilities or by issuing additional debt or equity, in each case on terms acceptable to us;

our customers could decide to buy rather than lease a larger percentage of the containers they operate; and

we may not be able to execute strategic acquisitions or to integrate such acquired assets successfully into our business.

Any of the above risks could adversely affect our financial position and results of operations and could cause us to abandon some or all of our growth strategies. Furthermore, any acquisitions or joint ventures may expose us to particular business and financial risks that include, but are not limited to:

diverting management's attention;

incurring additional indebtedness and assuming liabilities;

incurring significant additional capital expenditures, transaction and operating expenses and non-recurring acquisition-related charges;

experiencing an adverse impact on our earnings from the amortization or write-off of acquired goodwill and other intangible assets;

failing to integrate the operations and personnel of the acquired businesses;

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acquiring businesses with which we are not familiar;

entering new markets with which we are not familiar;

increasing the scope, geographic diversity and complexity of our operations; and

failing to retain key personnel, suppliers and customers of the acquired businesses.

We may not be able to successfully manage acquired businesses or increase our cash flow from these operations. If we are unable to successfully implement our acquisition strategy or address the risks associated with acquisitions, or if we encounter unforeseen expenses, difficulties, complications or delays frequently encountered in connection with the integration of acquired entities and the expansion of operations, our growth and ability to compete may be impaired, we may fail to achieve acquisition synergies, and we may be required to focus resources on integration of operations rather than on other profitable areas. We anticipate that we may finance acquisitions through cash provided by operating activities, borrowings under our credit facilities and other indebtedness, which would reduce our cash available for other purposes, including the repayment of indebtedness and payment of dividends.

***If we are unable to enter into interest rate swaps on reasonable commercial terms or if a counterparty under our interest rate swap agreements defaults, our exposure associated with our variable rate debt could increase.***

We have typically funded a significant portion of the purchase price of new containers through borrowings under our revolving credit facility and our secured debt facilities. We intend to use borrowings under our revolving credit facility and our secured debt facility for such funding purposes in the future. The amounts outstanding under these facilities are subject to variable interest rates. We have entered into various interest rate swap agreements to mitigate our exposure associated with this variable rate debt. There can be no assurance that these interest rate swaps will be available in the future, or if available, will be available on terms satisfactory to us. If we are unable to obtain such interest rate swaps or if a counterparty under our interest rate swap agreements defaults, our exposure associated with our variable rate debt could increase.

***Storage space for containers may become limited, increasing depot costs for the storage of containers.***

Land in and around many port areas is limited, and nearby depot space could become difficult to find and more costly with limited space and fewer depots in the area. In addition, local communities in port areas may impose regulations that prohibit the storage of containers near their communities, further limiting the availability of storage facilities, and increasing storage, repair costs, and transportation charges relating to the use of our containers. Additionally, depots in prime locations may become filled to capacity based on market conditions, and may refuse additional redeliveries due to space restraints. This could require us to enter into higher cost storage agreements with depot operators in order to accommodate our customers' redelivery requirements, and could result in increased costs and expenses for us.

***Because we are a newly formed company with a limited separate operating history, our historical financial and operating data may not be representative of our future results.***

We are a newly incorporated company with limited separate operating history. Our results of operations, financial condition and cash flows reflected in our consolidated financial statements may not be indicative of the results we would have achieved had we operated as a stand-alone or public entity for all periods presented or of the future results that we may achieve as a publicly traded company.

***Our loan agreements contain restrictive covenants that may limit our liquidity and corporate activities.***

Our loan agreements impose operating and financial restrictions on us. These restrictions may limit our ability to, among other things:

incur additional indebtedness on satisfactory terms or at all;

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incur liens on our assets;

sell capital stock of our subsidiaries;

make investments;

engage in amalgamations, mergers or acquisitions;

pay dividends (following an event of default or our breach of a covenant);

enter into the sale and leaseback of our containers;

make capital expenditures;

compete effectively to the extent our competitors are subject to less onerous financial restrictions; and

sell our containers.

Specifically, as described in "Description of Certain Indebtedness" below, we are required to maintain certain financial ratios. If we are unable to maintain these ratios, our creditors could accelerate our debt, which could materially harm our financial condition and business. Therefore, we may need to seek permission from our lenders in order to engage in certain corporate actions. Our lenders' interests may be different from ours, and we cannot guarantee that we will be able to obtain our lenders' permission when needed. This restriction may prevent us from taking actions that are in our best interest.

***We intend to incur substantial additional debt and may issue substantial additional equity in order to expand our business and pay dividends.***

We plan to expand our business substantially by continuing to acquire containers each year. We intend to fund a portion of this growth with additional borrowings from time to time, which will increase our indebtedness and interest expense. We may also fund a portion of this growth with sales of additional equity securities, and such sales may be significant, which could have a significant dilutive effect on our shareholders. There is no assurance that we will continue to be able to access the debt and equity markets to the extent necessary to fund our plans, or that our cash flow will increase sufficiently to enable us to cover our increased borrowing costs and dividend payments. If our cash flow is insufficient to meet our needs, we may need to restrict our growth or dividend payments, or both, and we could face an increased risk of default. Our ability to fund our plans will depend on market conditions in our industry and in the financial markets as well as on our operating performance, each of which, to a significant extent, is out of our control. The downturn in the world's major economies, constraints in the credit markets and turbulence in the financial markets generally underscore the uncertainty concerning our ability to achieve our plans for growth and dividend payments. In addition, our ability to draw funds under our existing credit facility is subject to our compliance with various covenants and requirements under the facility. See "Description of Certain Indebtedness - Container Revolving Credit Facility".

***Our inability to service our debt obligations or to obtain additional financing as needed would have a material adverse effect on our business, financial condition and results of operations.***

Our ability to meet our debt obligations will depend upon, among other things, our financial and operating performance, which will be affected by prevailing economic conditions and by financial, business, regulatory and other factors affecting our operations. Many of these factors are beyond our control. If our cash flow is insufficient to service our current and future indebtedness and to meet our other obligations and commitments, or if we are unable to obtain new financing on a timely basis, we will be required to adopt one or more alternatives, such as reducing or delaying our business activities, acquisitions, investments, capital expenditures, the payment of dividends or the implementation of our other strategies, refinancing or restructuring our debt obligations, selling intermodal assets, seeking to



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raise additional debt or equity capital or seeking bankruptcy protection. However, we may not be able to effect any of these remedies or alternatives on a timely basis, on satisfactory terms or at all.

**Risks Related to Our Organization and Structure**

*If the ownership of our common shares continues to be highly concentrated, it may prevent you and other minority shareholders from influencing significant corporate decisions and may result in conflicts of interest.*

Following the completion of this offering, the Initial Shareholder, an entity primarily owned by certain private equity funds managed by an affiliate of Fortress, will beneficially own approximately % of our outstanding common shares or % if the underwriters' over-allotment option is fully exercised. As a result, the Initial Shareholder will own shares sufficient for the majority vote over all matters requiring a shareholder vote, including: the election of directors; amalgamations, consolidations or acquisitions; the sale of all or substantially all of our assets and other decisions affecting our capital structure; the amendment of our memorandum of association and our bye-laws, and our winding up and dissolution. This concentration of ownership may delay, deter or prevent acts that would be favored by our other shareholders. The interests of the Initial Shareholder may not always coincide with our interests or the interests of our other shareholders. This concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of us. Also, the Initial Shareholder may seek to cause us to take courses of action that, in its judgment, could enhance its investment in us, but which might involve risks to our other shareholders or adversely affect us or our other shareholders, including investors in this offering. As a result, the market price of our common shares could decline or shareholders might not receive a premium over the then-current market price of our common shares upon a change in control. In addition, this concentration of share ownership may adversely affect the trading price of our common shares because investors may perceive disadvantages in owning shares in a company with significant shareholders. See "Principal and Selling Shareholders" and "Description of Share Capital Anti-Takeover Provisions."

*We are a holding company with no operations and rely on our operating subsidiaries to provide us with funds necessary to meet our financial obligations and to pay dividends.*

We are a holding company with no material direct operations. Our principal assets are the equity interests we directly or indirectly hold in our operating subsidiaries, which own our operating assets. As a result, we are dependent on loans, dividends and other payments from our subsidiaries to generate the funds necessary to meet our financial obligations and to pay dividends on our common shares. Our subsidiaries are legally distinct from us and may be prohibited or restricted from paying dividends or otherwise making funds available to us under certain conditions. If we are unable to obtain funds from our subsidiaries, we may be unable to, or our board may exercise its discretion not to, pay dividends.

*We are a Bermuda exempted company, and it may be difficult for you to enforce judgments against us or our directors and executive officers.*

We are a Bermuda exempted company and, as such, the rights of holders of our common shares will be governed by Bermuda law and our memorandum of association and bye-laws. The rights of shareholders under Bermuda law may differ from the rights of shareholders of companies incorporated in other jurisdictions. A substantial portion of our assets are located outside the United States. As a result, it may be difficult for investors to effect service of process on those persons in the United States or to enforce in the United States judgments obtained in U.S. courts against us or those persons based on the civil liability provisions of the U.S. securities laws. Uncertainty exists as to whether courts in Bermuda will enforce judgments obtained in other jurisdictions, including the United States, against us or our directors or officers under the securities laws of those jurisdictions or entertain actions in Bermuda against us or our directors or officers under the securities laws of other jurisdictions.

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***Our bye-laws restrict shareholders from bringing legal action against our officers and directors.***

Our bye-laws contain a broad waiver by our shareholders of any claim or right of action, both individually and on our behalf, against any of our officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving any fraud or dishonesty on the part of the officer or director. This waiver limits the right of shareholders to assert claims against our officers and directors unless the act or failure to act involves fraud or dishonesty.

***Certain provisions of the Shareholders Agreement and our bye-laws could hinder, delay or prevent a change in control of our company, which could adversely affect the price of our common shares.***

Certain provisions of the Shareholders Agreement and our bye-laws contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors or the Initial Shareholder. These provisions provide for:

a classified board of directors with staggered three-year terms;

provisions in our bye-laws regarding the election of directors, classes of directors, the term of office of directors and amalgamations to be rescinded, altered or amended only upon approval by a resolution of the directors and by a resolution of our shareholders, including the affirmative votes of at least 66% of the votes attaching to all shares in issue entitling the holder to vote on such resolution;

provisions in our bye-laws dealing with the removal of directors and corporate opportunity to be rescinded, altered or amended only upon approval by a resolution of the directors and by a resolution of our shareholders, including the affirmative votes of at least 80% of the votes attaching to all shares in issue entitling the holder to vote on such resolution;

removal of directors only for cause and only with the affirmative vote of at least 80% of the votes attaching to all shares in issue entitling the holder to vote on such resolution (provided, however, that for so long as the Fortress Shareholders beneficially own at least 40% of our issued and outstanding common shares, directors may be removed with or without cause with the affirmative vote of a majority of the votes attaching to all shares in issue entitling the holder to vote on such resolution);

our board of directors to determine the powers, preferences and rights of our preference shares and to issue such preference shares without shareholder approval;

advance notice requirements by shareholders for director nominations and actions to be taken at annual meetings;

the Shareholders Agreement will provide certain rights to the Fortress Shareholders with respect to the designation of directors for nomination and election to our board of directors, including the ability to appoint a majority of the members of our board of directors for so long as the Fortress Shareholders continue to hold at least 40% of our issued and outstanding common shares. See "Certain Relationships and Related Party Transactions Shareholders Agreement";

no provision in our bye-laws for cumulative voting in the election of directors, which means that the holders of a majority of the issued and outstanding common shares can elect all the directors standing for election; and

our bye-laws only permit action by our shareholders outside a meeting by unanimous written consent, provided, however, that for so long as the Fortress Shareholders beneficially own at least 25% of our issued and outstanding common shares, our

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shareholders may act without a meeting by written consent of a majority of our shareholders, such majority being that majority of our shareholders who at the date of the notice of any written consent represent such majority

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of votes as would be required if the resolution had been voted on at a meeting of the shareholders.

In addition, these provisions may make it difficult and expensive for a third party to pursue a tender offer, change in control or takeover attempt that is opposed by our Initial Shareholder, our management and/or our board of directors. Public shareholders who might desire to participate in these types of transactions may not have an opportunity to do so, even if the transaction is considered favorable to shareholders. These anti-takeover provisions could substantially impede the ability of public shareholders to benefit from a change in control or change our management and board of directors and, as a result, may adversely affect the market price of our common shares and your ability to realize any potential change of control premium. See "Description of Share Capital Anti-Takeover Provisions."

***Certain of our shareholders have the right to engage or invest in the same or similar businesses as us.***

The Fortress Shareholders have other investments and business activities in addition to their ownership of us. Under our bye-laws, the Fortress Shareholders have the right, and have no duty to abstain from exercising such right, to engage or invest in the same or similar businesses as us, do business with any of our clients, customers or vendors or employ or otherwise engage any of our officers, directors or employees. In particular, Joseph Kwok, our Chief Executive Officer, served as Chief Executive Officer of Seacastle Inc., the parent company of our Initial Shareholder, until our incorporation in March 2010, and continues to serve as Vice Chairman of Seacastle Inc. Mr. Kwok will receive additional compensation from Seacastle Inc. Two of our directors are individuals affiliated with Fortress, and they also serve on the board of directors of Seacastle Inc. Seacastle Inc. is engaged in the business of acquiring and leasing chassis and containerships, two other types of intermodal equipment that are used in global containerized cargo trade. Mr. Kwok will continue to hold restricted common shares in Seacastle Inc. following the completion of this offering. If the Fortress Shareholders or any of their officers, directors or employees acquire knowledge of a potential transaction that could be a corporate opportunity, they have no duty, to the fullest extent permitted by law, to offer such corporate opportunity to us, our shareholders or our affiliates.

In the event that any of our directors and officers who is also a director, officer or employee of any of the Fortress Shareholders acquires knowledge of a corporate opportunity or is offered a corporate opportunity, provided that this knowledge was not acquired solely in such person's capacity as a director or officer of SeaCube and such person acts in good faith, then to the fullest extent permitted by law such person is deemed to have fully satisfied such person's fiduciary duties owed to us and is not liable to us, if the Fortress Shareholder pursues or acquires the corporate opportunity or if the Fortress Shareholder does not present the corporate opportunity to us. See "Certain Relationships and Related Party Transactions Shareholders Agreement."

**Risks Related to this Offering**

***An active trading market for our common shares may never develop or be sustained.***

We intend to submit an application to have our common shares listed on the NYSE under the symbol "BOX." However, we cannot assure you that our common shares will be approved for listing on the NYSE or, if approved, that an active trading market of our common shares will develop on that exchange or elsewhere or, if developed, that any market will be sustained. Accordingly, we cannot assure you of the likelihood that an active trading market for our common shares will develop or be maintained, the liquidity of any trading market, your ability to sell your shares of common shares when desired, or the prices that you may obtain for your shares.

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***The market price and trading volume of our common shares may be volatile, which could result in rapid and substantial losses for our shareholders.***

Even if an active trading market develops, the market price of our common shares may be highly volatile and could be subject to wide fluctuations. In addition, the trading volume of our common shares may fluctuate and cause significant price variations to occur. The initial public offering price of our common shares will be determined by negotiation between us, the Initial Shareholder and the representatives of the underwriters based on a number of factors and may not be indicative of prices that will prevail in the open market following completion of this offering. If the market price of our common shares declines significantly, you may be unable to resell your shares at or above your purchase price, if at all. We cannot assure you that the market price of our common shares will not fluctuate or decline significantly in the future. Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our common shares include:

variations in our quarterly or annual operating results;

changes in our earnings estimates (if provided) or differences between our actual financial and operating results and those expected by investors and analysts;

the contents of published research reports about us or our industry or the failure of securities analysts to cover our common shares after this offering;

additions or departures of key management personnel;

any increased indebtedness we may incur in the future;

announcements by us or others and developments affecting us;

actions by institutional shareholders;

litigation and governmental investigations;

changes in market valuations of similar companies;

speculation or reports by the press or investment community with respect to us or our industry in general;

increases in market interest rates that may lead purchasers of our shares to demand a higher yield;

announcements by us or our competitors of significant contracts, acquisitions, dispositions, strategic partnerships, joint ventures or capital commitments;

changes or proposed changes in laws or regulations affecting the shipping industry or enforcement of these laws and regulations, or announcements relating to these matters; and

general market, political and economic conditions, including any such conditions and local conditions in the markets in which our lessees are located.

These broad market and industry factors may decrease the market price of our common shares, regardless of our actual operating performance. The stock market in general has from time to time experienced extreme price and volume fluctuations, including periods of sharp decline, as in late 2008 and early 2009. In addition, in the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

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***Future offerings of debt or equity securities by us may adversely affect the market price of our common shares.***

In the future, we may attempt to obtain financing or to further increase our capital resources by issuing additional common shares or offering debt or additional equity securities, including commercial paper, medium-term notes, senior or subordinated notes or preference shares. Issuing additional common shares or other additional equity offerings may dilute the economic and voting rights of our existing shareholders or reduce the market price of our common shares, or both. Upon liquidation, holders of such debt securities and preferred shares, if issued, and lenders with respect to other borrowings, would receive a distribution of our available assets prior to the holders of our common shares. Preferred shares, if issued, could have a preference with respect to liquidating distributions or a preference with respect to dividend payments that could limit our ability to pay dividends to the holders of our common shares. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, holders of our common shares bear the risk of our future offerings reducing the market price of our common shares and diluting their share holdings in us. See "Description of Share Capital."

***The market price of our common shares could be negatively affected by sales of substantial amounts of our common shares in the public markets.***

After this offering, there will be \_\_\_\_\_ common shares issued and outstanding. There will be \_\_\_\_\_ shares issued and outstanding if the underwriters exercise their over-allotment option in full. Of our issued and outstanding shares, all the common shares sold in this offering will be freely transferable, except for any shares held by our "affiliates," as that term is defined in Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"). Following completion of the offering, approximately \_\_\_\_\_ % of our issued and outstanding common shares (or \_\_\_\_\_ % if the underwriters' over-allotment option is exercised in full) will be held by the Initial Shareholder and members of our management and employees, and can be resold into the public markets in the future in accordance with the requirements of Rule 144. See "Shares Eligible For Future Sale."

We and our executive officers, directors and the Initial Shareholder (who will hold in the aggregate approximately \_\_\_\_\_ % of our issued and outstanding common shares immediately after the completion of this offering) have agreed with the underwriters that, subject to limited exceptions, for a period of \_\_\_\_\_ days after the date of this prospectus, we and they will not directly or indirectly offer, pledge, sell, contract to sell, sell any option or contract to purchase or otherwise dispose of any common shares or any securities convertible into or exercisable or exchangeable for common shares, or in any manner transfer all or a portion of the economic consequences associated with the ownership of common shares, or cause a registration statement covering any common shares to be filed, without the prior written consent of \_\_\_\_\_. \_\_\_\_\_ may waive these restrictions at their discretion. Common shares held by our employees, other than our officers who are subject to the lockup provisions, are not subject to these restrictions and may be sold without restriction at any time.

Pursuant to our Shareholders Agreement that we will enter into prior to completion of this offering, the Initial Shareholder and certain of its affiliates and permitted third-party transferees will have the right, in certain circumstances, to require us to register their approximately \_\_\_\_\_ common shares under the Securities Act for sale into the public markets. Upon the effectiveness of such a registration statement, all shares covered by the registration statement will be freely transferable. See "Certain Relationships and Related Party Transactions Shareholders Agreement."

In addition, following the completion of this offering, we intend to file a registration statement on Form S-8 under the Securities Act to register an aggregate of \_\_\_\_\_ common shares reserved for

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issuance under our incentive plans. We may increase the number of shares registered for this purpose at any time. Subject to any restrictions imposed on the shares and options granted under our incentive plans, shares registered under the registration statement on Form S-8 will be available for sale into the public markets subject to the \_\_\_\_\_-day lock-up agreements referred to above.

The market price of our common shares may decline significantly when the restrictions on resale by our existing shareholders lapse. A decline in the price of our common shares might impede our ability to raise capital through the issuance of additional common shares or other equity securities.

***The future issuance of additional common shares in connection with our incentive plans, acquisitions or otherwise will dilute all other shareholdings.***

After this offering, assuming the exercise in full by the underwriters of their over-allotment option, we will have an aggregate of \_\_\_\_\_ common shares authorized but unissued and not reserved for issuance under our incentive plans. We may issue all of these common shares without any action or approval by our shareholders, subject to certain exceptions. We also intend to continue to actively pursue acquisitions of containers and container businesses and may issue common shares in connection with these acquisitions. Any common shares issued in connection with our incentive plans, our acquisitions, the exercise of outstanding share options or otherwise would dilute the percentage ownership held by the investors who purchase common shares in this offering.

***We may not be able to pay or maintain dividends, or we may choose not to pay dividends, and the failure to pay or maintain dividends may adversely affect our share price.***

We intend to pay regular quarterly dividends to the holders of our common shares. Our ability to pay dividends, if any, will depend on, among other things, our cash flows, our cash requirements, our financial condition, cash available under our existing credit facilities, contractual restrictions binding on us, legal restrictions on the payment of dividends, including a statutory dividend test and other limitations under Bermuda law, and other factors that our board of directors may deem relevant. See "Description of Share Capital Dividend Rights" for a description of related Bermuda law. Because we intend to use funds available under our existing credit facilities from time to time as an efficient source to pay a portion of any future dividends, our ability to pay dividends will depend, in part, on our ability to maintain credit facilities or other external sources of financing with favorable terms. In addition, our loan agreements contain certain restrictions on our ability to make dividend payments if an event of default under a loan agreement has occurred and is continuing, or would result therefrom, or upon the occurrence of specified amortization events. See "Description of Certain Indebtedness" for a description of these covenants. There can be no assurance that we will generate sufficient cash from continuing operations or external sources of financing in the future, or have sufficient surplus or net profits, as the case may be, under the laws of Bermuda or jurisdictions where our subsidiaries are located, to pay dividends on our common shares. Our dividend policy is based upon our directors' current assessment of our business and the environment in which we operate and that assessment could change based on a number of factors, including competitive developments (which could, for example, increase our need for capital expenditures), market conditions or new growth opportunities. Our board of directors may, in its discretion, amend or repeal this dividend policy to decrease the level of dividends or entirely discontinue the payment of dividends. The reduction or elimination of declaring and paying dividends may negatively affect the market price of our common shares.

Under Bermuda law a company may not declare or pay dividends if there are reasonable grounds for believing that: (i) the company is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) that the realizable value of its assets would thereby be less than the sum of its liabilities and its issued share capital (par value) and share premium accounts (share premium being the amount of consideration paid for the subscription of shares in excess of the par value of those shares). As a result, in future years, if the realizable value of our assets decreases, our ability to pay

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dividends may require our shareholders to approve resolutions reducing our share premium account by transferring an amount to our contributed surplus account.

***Investors in this offering will suffer immediate and substantial dilution.***

The initial public offering price of our common shares will be substantially higher than the as adjusted net tangible book value per share issued and outstanding immediately after this offering. Our net tangible book value per share as of December 31, 2009 was approximately \$ [redacted] and represents the amount of book value of our total tangible assets minus the book value of our total liabilities, excluding deferred gains, divided by the number of our common shares then issued and outstanding. Investors who purchase common shares in this offering will pay a price per share that substantially exceeds the net tangible book value per common share. If you purchase common shares in this offering, you will experience immediate and substantial dilution of \$ [redacted] in the net tangible book value per share, based upon the initial public offering price of \$ [redacted] per share (the midpoint of the price range set forth on the cover of this prospectus). Investors who purchase common shares in this offering will have purchased [redacted] % of the shares issued and outstanding immediately after the offering, but will have paid [redacted] % of the total consideration for those shares.

***We will have broad discretion in the use of a significant part of the net proceeds from this offering and may not use them effectively.***

Our management currently intends to use the net proceeds from this offering in the manner described in "Use of Proceeds" and will have broad discretion in the application of a significant part of the net proceeds from this offering. The failure by our management to apply these funds effectively could affect our ability to operate and grow our business.

***As a public company we will incur additional costs and face increased demands on our management.***

As a public company with shares listed on a U.S. exchange, we will need to comply with an extensive body of regulations that did not apply to us previously, including provisions of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), regulations of the U.S. Securities and Exchange Commission (the "SEC"), and requirements of the NYSE. We expect these rules and regulations to increase our legal and financial compliance costs and to make some activities more time-consuming and costly. For example, as a result of becoming a public company, we intend to add independent directors, create additional board committees and adopt certain policies regarding internal controls and disclosure controls and procedures. In addition, we will incur additional costs associated with our public company reporting requirements and maintaining directors' and officers' liability insurance. We are currently evaluating and monitoring developments with respect to these rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. Furthermore, our management will have increased demands on its time in order to ensure we comply with public company reporting requirements and the compliance requirements of the Sarbanes-Oxley Act, as well as the rules subsequently implemented by the SEC and the applicable stock exchange requirements of the NYSE.

***We will be required by Section 404 of the Sarbanes-Oxley Act to evaluate the effectiveness of our internal controls by the end of fiscal 2011, and we cannot predict the outcome of that effort.***

As a U.S.-listed public company, we will be required to comply with Section 404 of the Sarbanes-Oxley Act by December 31, 2011. Section 404 will require that we evaluate our internal control over financial reporting to enable management to report on, and our independent auditors to audit as of the end of the next fiscal year, the effectiveness of those controls. While we have begun the lengthy process of evaluating our internal controls, we are in the early phases of our review and will not complete our review until well after this offering is completed. We cannot predict the outcome of our review at this time. During the course of our review, we may identify control deficiencies of varying degrees of

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severity, and we may incur significant costs to remediate those deficiencies or otherwise improve our internal controls. As a public company, we will be required to report control deficiencies that constitute a "material weakness" in our internal control over financial reporting. We would also be required to obtain an audit report from our independent auditors regarding the effectiveness of our internal controls over financial reporting. If we fail to implement the requirements of Section 404 in a timely manner, we may be subject to sanctions or investigation by regulatory authorities, including the SEC or the NYSE. Furthermore, if we discover a material weakness or our auditor does not provide an unqualified audit report, our share price could decline, our reputation could be significantly harmed and our ability to raise capital could be impaired.

**Risks Related to Taxation**

*We expect to be a passive foreign investment company ("PFIC") and may be a controlled foreign corporation ("CFC") for U.S. federal income tax purposes.*

We expect to be treated as a PFIC and may be a CFC for U.S. federal income tax purposes. If you are a U.S. person and do not make certain elections with respect to your investment, unless we are a CFC and you own 10% of our voting shares, you would be subject to special deferred tax and interest charges with respect to certain distributions on our common shares, any gain realized on a disposition of our common shares and certain other events. The effect of these deferred tax and interest charges could be materially adverse to you. Alternatively, if you are such a shareholder and make one of such elections, or if we are a CFC and you own 10% or more of our voting shares, you will not be subject to those charges, but could recognize taxable income in a taxable year with respect to our common shares in excess of any distributions that we make to you in that year, thus giving rise to so-called "phantom income" and to a potential out-of-pocket tax liability.

Distributions made to a U.S. person that is an individual will not be eligible for taxation at reduced tax rates generally applicable to dividends paid by certain United States corporations and "qualified foreign corporations" on or prior to December 31, 2010. The more favorable rates applicable to regular corporate dividends could cause individuals to perceive investment in our shares to be relatively less attractive than investment in the shares of other corporations, which could adversely affect the value of our shares.

*We may become subject to unanticipated tax liabilities that may have a material adverse effect on our results of operations.*

We may be subject to income, withholding or other taxes in other jurisdictions by reason of our activities and operations, where our containers are used, or where the lessees of our containers (or others in possession of our containers) are located, and it is also possible that taxing authorities in any such jurisdictions could assert that we are subject to greater taxation than we currently anticipate. A portion of our income is treated as effectively connected with our conduct of a trade or business within the U.S., and is accordingly subject to U.S. federal income tax. It is possible that the U.S. Internal Revenue Service could assert that a greater portion of our income is effectively connected income that should be subject to U.S. federal income tax. If we become subject to a significant amount of unanticipated tax liabilities, our business would be adversely affected and decreased earnings would be available for distribution to our shareholders.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Some of the statements under "Prospectus Summary," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Industry," "Business" and elsewhere in this prospectus may contain forward-looking statements that reflect our current views with respect to, among other things, future events and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as "outlook," "believes," "expects," "potential," "continues," "may," "will," "should," "could," "seeks," "approximately," "predicts," "intends," "plans," "estimates," "anticipates," "target," "projects," "contemplates" or the negative version of those words or other comparable words.

These forward-looking statements include, without limitation, statements about the following matters:

The expectation that container trade growth will revert to historical levels in coming years (and the possibility that such growth could reach 8% in 2010 and 9% in 2011);

The outlook for the container leasing industry as described in the last subsection of "Industry";

Our expectation that utilization rates will revert to higher historical levels in the coming years;

Our expectation that shipping lines will meet more of their container needs through leasing rather than owning for a period of time going forward;

Our expectation that we will benefit from the size and growth of the container leasing market, and will increase our revenue and earnings through the acquisition of additional containers and the investment of substantial funds;

Our belief that our customer relationships and relationships with third-party container owners will enable us to continue to grow our leasing and management business, including by pursuing investment opportunities;

Our plans to pursue container fleet acquisitions (on both an owned and managed basis) and strategic acquisitions;

Our belief that our assets generate significant and predictable revenues and operating cash flow, reflecting high end stable asset utilization, low container default, and high recovery rates, strong operating profit margins and low working capital requirements;

Our plan to maintain disciplined lease terms to manage profitability and utilization and manage credit write-offs;

Our belief that our facilities, systems and personnel currently in place can support an increased revenue and asset base without a proportional increase in overhead costs;

Our belief that we have or will be able to generate or otherwise obtain sufficient capital to support our growth strategy and pay dividends to holders of our common shares as contemplated by our dividend policy; and

Our expectation that our cash flows from operations, principal collections on direct finance leases, existing facilities and sales of older equipment will be sufficient to meet our liquidity needs, including debt service and repayment.

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Any forward-looking statements contained in this prospectus are based upon our historical performance and on our current plans, estimates and expectations in light of information currently available to us. The inclusion of this forward-looking information should not be regarded as a representation by us, Fortress, the Initial Shareholder, the underwriters or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking

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statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements. We believe that these factors include, but are not limited to, a decrease in the overall demand for leased container assets, the economic condition of the global container asset leasing industry and the ability of our lessees and potential lessees to make operating lease payments to us, the condition of the global economy and world financial markets, changes in the values of our assets, acquisition risks, competitive pressures within the industry, risks related to the geographic markets in which we and our lessees operate, our ability to retain key personnel, the impact of new or existing regulations and other factors described in the section entitled "Risk Factors" beginning on page 15 of this prospectus. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this prospectus. The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made. We do not undertake any obligation to publicly update or review any forward-looking statement except as required by law, whether as a result of new information, future developments or otherwise.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from what we may have expressed or implied by these forward-looking statements. We caution that you should not place undue reliance on any of our forward-looking statements. You should specifically consider the factors identified in this prospectus that could cause actual results to differ before making an investment decision to purchase our common shares. Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect us.

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**USE OF PROCEEDS**

The net proceeds to us from the sale of common shares by us in this offering are estimated to be approximately \$            million, assuming an initial public offering price of \$            per share (the midpoint of the price range set forth on the cover page of this prospectus) and after deducting the estimated underwriting discounts and commissions and offering expenses payable by us. Our net proceeds will increase by approximately \$            million if the underwriters' over-allotment option is exercised in full. We intend to use the net proceeds to us from this offering for investment in new containers, working capital, and other general corporate purposes, as well as potential strategic investments and acquisitions. We have not identified, or entered into negotiations regarding, any specific strategic investments or acquisitions, but generally plan to pursue strategic acquisitions of container fleets and container leasing companies, as more fully described in "Business Growth Strategy."

We will not receive any proceeds from the sale of our common shares by the Initial Shareholder, including any shares sold by the Initial Shareholder pursuant to the underwriters' over-allotment option. The Initial Shareholder plans to use the net proceeds from the sale of shares in this offering to repay \$            million of indebtedness owed to affiliates of some of the underwriters under the Amended Seacastle Credit Facility. Upon such repayment in full, CLI's guaranty thereunder, and the pledge of certain collateral (including equity interests in CLI) by SeaCube Container Investment LLC and our Initial Shareholder to the lenders thereunder, will terminate.

A \$1.00 increase (decrease) in the assumed initial public offering price of \$            per share (the midpoint of the price range set forth on the cover page of this prospectus) would increase (decrease) the net proceeds to us from this offering by \$            million, assuming the number of common shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us.

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**DIVIDEND POLICY**

On April 22, 2010, our board of directors declared a dividend of \$0.175 per common share, or an aggregate of \$2.8 million, which is payable on May 28, 2010 to shareholders of record on April 22, 2010. We declared this dividend so that our Initial Shareholder would receive a distribution for the period prior to this offering. This dividend may not be indicative of the amount of any future dividends. We intend to pay this dividend with cash on hand and, if necessary, with funds available from existing lines of credit. Purchasers in this offering will not be entitled to receive this dividend.

We intend to pay regular quarterly dividends to our shareholders. We expect to pay these dividends with cash generated from net operating cash flows and, if necessary, with funds available from existing lines of credit. By paying dividends to our shareholders, rather than investing our earnings in future growth, we risk slowing the pace of our growth or not having a sufficient amount of cash on hand to fund unanticipated capital expenditures, should they arise.

Our dividend policy is subject to certain risks and limitations. We are a holding company and, as such, our ability to pay dividends to holders of our common shares is further subject to the ability of our subsidiaries to provide cash to us. Moreover, our ability to pay dividends, if any, will depend on, among other things, our cash flows, our cash requirements (including requirements to service or repay our indebtedness), cash available under our credit facilities, general economic and business conditions, our strategic plans and prospects, our financial results and condition, contractual restrictions binding on us, legal restrictions on the payment of dividends, including a statutory dividend test and other limitations under Bermuda law and regulations and other factors that our board of directors considers to be relevant. Because we intend to use funds available under our credit facilities from time to time as an efficient source to pay a portion of any future dividends, our ability to pay dividends will depend, in part, on our ability to maintain credit facilities or other external sources of financing with favorable terms. In addition, our loan agreements contain certain restrictions on our ability to make dividend payments if an event of default under a loan agreement has occurred and is continuing, or would result therefrom, or upon the occurrence of specified amortization events. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Description of Certain Indebtedness" for more information. There can be no assurance that we will generate sufficient cash from continuing operations or external sources of financing in the future, or have sufficient surplus or net profits, as the case may be, under the laws of Bermuda or other jurisdictions where our subsidiaries are located, to pay dividends on our common shares.

Our dividend policy is based upon our directors' current assessment of our business and the environment in which we operate and that assessment could change based on a number of factors, including competitive developments (which could, for example, increase our need for capital expenditures), market conditions or new growth opportunities. Our board of directors may, in its discretion, amend or repeal our dividend policy at any time to decrease the level of dividends or entirely discontinue the payment of dividends. The reduction or elimination of dividends may negatively affect the market price of our common shares.

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization as of December 31, 2009:

on an actual basis; and

on an as adjusted basis to give effect to the sale of common shares by us in this offering, at an assumed offering price of \$ per share (the midpoint of the price range set forth on the cover page of this prospectus), after deducting the underwriters' discounts and commissions and estimated offering and other expenses payable by us.

This table contains unaudited information and should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our historical consolidated financial statements and the accompanying notes that appear elsewhere in this prospectus.

	As of December 31, 2009	
	Actual (in thousands except per share data)	As Adjusted
Cash and cash equivalents	\$ 8,014	
Container Asset-Backed Securitizations:		
Series 2006-1 Notes	414,469	
CLI Funding III Credit Facility	383,795	
<b>Total debt</b>	<b>798,264</b>	
Member's interests/Shareholders' equity:		
Member's interests	276,390	
Common shares, \$0.01 par value, shares authorized, shares issued and outstanding, actual; and shares authorized, shares issued and outstanding (as adjusted)(1)		
Additional paid-in capital		
Retained earnings		
Accumulated other comprehensive income (loss)	(42,046)	
<b>Total member's interest/shareholders' equity</b>	<b>234,344</b>	
<b>Total capitalization</b>	<b>\$ 1,032,608</b>	

- (1) Includes restricted common shares issued to employees after December 31, 2009, and common shares to be issued to certain of our directors prior to completion of the offering.

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**DILUTION**

If you invest in our common shares, your ownership interest will be diluted to the extent of the difference between the initial public offering price in this offering per share and the pro forma as adjusted net tangible book value per share upon consummation of this offering. Net tangible book value per share represents the book value of our total tangible assets less the book value of our total liabilities divided by the number of common shares then issued and outstanding.

Our net tangible book value as of December 31, 2009, was approximately \$ \_\_\_\_\_ million, or approximately \$ \_\_\_\_\_ per share, based on the \_\_\_\_\_ common shares issued and outstanding as of such date. After giving effect to our sale of common shares in this offering at the initial public offering price of \$ \_\_\_\_\_ per share (the midpoint of the price range set forth on the cover page of this prospectus), and after deducting estimated underwriting discounts and estimated expenses related to this offering, our pro forma as adjusted net tangible book value as of December 31, 2009 would have been \$ \_\_\_\_\_ million, or \$ \_\_\_\_\_ per share (assuming no exercise of the underwriters' over-allotment option). This represents an immediate and substantial dilution of \$ \_\_\_\_\_ per share to new investors purchasing common shares in this offering. Sales of shares by the Initial Shareholder in this offering do not effect our net tangible book value. The following table illustrates this dilution per share:

Assumed initial public offering price per share
Net tangible book value per share as of December 31, 2009
Increase in net tangible book value per share attributable to this offering

Pro forma as adjusted net tangible book value per share after giving effect to this offering

Dilution per share to new investors in this offering
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A \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share (the midpoint of the price range set forth on the cover page of this prospectus) would increase (decrease) our net tangible book value by \$ \_\_\_\_\_ million, the pro forma net tangible book value per share after this offering by \$ \_\_\_\_\_ per share and the net tangible book value to new investors in this offering by \$ \_\_\_\_\_ per share, assuming the number of common shares offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering and other expenses payable by us.

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The following table summarizes, on a pro forma basis as of December 31, 2009, the differences between the number of common shares purchased from us, the total price and the average price per share paid by existing shareholders and by the new investors in this offering, before deducting the underwriting discounts and commissions and estimated offering expenses payable by us, at an assumed initial public offering price of \$ \_\_\_\_\_ per share (the midpoint of the price range set forth on the cover page of this prospectus).

	Shares Purchased		Total Contribution		Average Price Per Share
	Number	Percent	Amount	Percent	
	(In thousands)		(In thousands)		
Existing Shareholders					
New Investors					
Total					

A \$1.00 increase (decrease) in the assumed initial public offering price of \$ \_\_\_\_\_ per share (the midpoint of the price range set forth on the cover page of this prospectus) would increase (decrease) total consideration paid by new investors in this offering, total consideration paid by all shareholders and the average price per share paid by all shareholders by \$ \_\_\_\_\_ million, \$ \_\_\_\_\_ million and \$ \_\_\_\_\_ per share, respectively, assuming the number of common shares offered by us, as set forth on the cover page of this prospectus, remains the same, and after deducting underwriting discounts and commissions and estimated offering and other expenses.

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**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The selected historical consolidated financial data presented below have been derived from the audited consolidated financial statements, at the dates and for the periods indicated, for Container Leasing International LLC (d/b/a Carlisle Leasing International, LLC and/or Seacastle Container Leasing, LLC) ("CLI") which holds all of our operating subsidiaries and which is an indirect wholly-owned subsidiary of SeaCube Container Leasing Ltd.

This prospectus does not include financial statements of SeaCube Container Leasing Ltd. as it has only been recently incorporated for the purpose of effecting this offering and currently does not engage in any operations and holds no material assets other than its indirect interests in CLI. In March 2010, all of the equity interests in CLI were transferred from Seacastle Operating Company Ltd. (our "Initial Shareholder") to an indirect wholly owned subsidiary of SeaCube Container Leasing Ltd.

The selected historical consolidated financial data presented as of December 31, 2005 and for the period from January 1, 2006 through February 14, 2006 (the predecessor period) have been derived from the audited consolidated financial statements from CLI prior to the acquisition by the Initial Shareholder; whereas the selected historical financial data for the period from February 15, 2006 through December 31, 2006, and as of and for the years ended December 31, 2006, 2007, 2008, and 2009 (the successor period) have been derived from the audited consolidated financial statements from CLI subsequent to the acquisition by the Initial Shareholder.

The following tables summarize the historical consolidated financial information for our business. You should read these tables along with "Selected Historical Consolidated Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Business," and our consolidated historical financial statements and the related notes included elsewhere in this prospectus:

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	Predecessor			Successor		
	Year ended December 31, 2005	Period from January 1, 2006 through February 14, 2006	Period from February 15, 2006 through December 31, 2006	2007	2008	Year ended December 31, 2009
(dollars in thousands, except for share and per share amounts)						
<b>Consolidated Statements of Operations Data:</b>						
Total revenue	\$ 150,689	\$ 18,205	\$ 138,422	\$ 208,907	\$ 238,819	\$ 141,873
Direct operating expenses	7,934	790	5,889	9,133	13,780	9,073
Selling, general and administrative expenses	37,390	3,627	20,021	26,339	26,215	21,983
Depreciation expenses	48,461	6,812	55,723	75,179	79,491	37,769
Provision for doubtful accounts				1,256	1,468	4,678
Fair value adjustment for derivative instruments	(10,434)	(3,527)				
Goodwill impairment	38,900					
Interest expense	36,920	5,196	39,490	63,353	81,114	51,922
Loss on terminations and modification of derivative instruments(1)						37,922
Gain on 2009 Sale(1)						15,583
Loss on retirement of debt(1)			7,631		413	1,330
Provision for income taxes			38			248
Net income (loss)	\$ (4,631)	\$ 4,806	\$ 3,614	\$ 30,766	\$ 30,036	\$ (15,004)
Net income (loss) per share of common stock:						
Basic and diluted			\$	\$	\$	\$
Common shares used in computing net income (loss) per common share						
Basic and diluted						
<b>Consolidated Balance Sheet Data (at end of period):</b>						
Cash and cash equivalent	\$ 15,697		\$ 12,088	\$ 11,146	\$ 30,567	\$ 8,014
Restricted cash	7,869		15,962	36,459	30,056	22,060
Net investment in direct finance leases	177,062		171,714	604,303	582,320	555,990
Leasing equipment, net of accumulated depreciation	593,035		843,401	1,003,183	863,730	360,847
Total assets	857,861		1,098,407	1,738,322	1,581,386	1,097,229
Deferred income taxes			38	38	38	120
Debt, current	71,002		68,500	247,199	506,777	131,270
Debt, long-term	546,633		720,667	1,121,573	709,437	666,994
Total liabilities	638,613		853,232	1,457,557	1,327,793	862,885
Total shareholders' equity/members' interest	219,248		245,175	280,765	253,593	234,344
<b>Other Operating Data:</b>						
Distribution to members and affiliates	4,500					60,000
Contribution from member				50,000		
<b>Consolidated Statement of Cash Flows Data:</b>						
Cash flows provided by operating activities	\$ 66,130	\$ 5,839	\$ 69,821	\$ 96,667	\$ 127,392	\$ 50,966
Capital expenditures	\$ 148,735	\$ 4,533	\$ 127,300	\$ 326,793	\$ 108,472	\$ 55,304
<b>Selected Fleet Data:</b>						
Average container units(2)	648,517	658,257	611,360	640,305	604,434	550,688
Average utilization	97.0%	95.9%	95.6%	96.1%	97.5%	96.5%

(1) Refer to the 2009 Sale described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere in this prospectus, except for the loss on retirement of debt except in prior periods of 2009.

(2) Includes our operating fleet (which comprises our owned and managed fleet), the fleet of Interpool Limited for all periods presented and units under finance leases.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*This management's discussion and analysis of financial condition and results of operations contains forward-looking statements that involve risks and uncertainties. Please see "Special Note Regarding Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions associated with these statements. You should read the following discussion in conjunction with our historical consolidated financial statements and the notes thereto appearing elsewhere in this prospectus as well as the rest of the information in this prospectus, including "Capitalization," "Summary Historical Consolidated Financial Data" and "Selected Historical Consolidated Financial Data." The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods, and our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those listed under "Risk Factors" and included elsewhere in this prospectus.*

**Overview**

We are one of the world's largest container leasing companies based on total assets. Containers are the primary means by which products are shipped internationally because they facilitate efficient movement of goods via multiple transportation modes including ships, rail and trucks. The principal activities of our business include the acquisition, leasing, re-leasing and subsequent sale of refrigerated and dry containers and generator sets. We lease our containers primarily under long-term contracts to a diverse group of the world's leading shipping lines. We employ 78 people in seven offices in four countries and as of December 31, 2009, we had total assets of \$1.1 billion.

We were incorporated by our Initial Shareholder in Bermuda in March 2010. Our Initial Shareholder is a subsidiary of Seacastle Inc. ("Seacastle"). Seacastle is owned by private equity funds that are managed by an affiliate of Fortress and by employees of Seacastle and other shareholders. Container Leasing International, LLC (d/b/a Carlisle Leasing International, LLC and/or Seacastle Container Leasing, LLC), the entity through which we conduct all of our operations ("CLI"), was founded in 1993 and was acquired by an affiliate of our Initial Shareholder in 2006. In March 2010, all of the equity interests in CLI were transferred to one of our wholly owned subsidiaries in connection with the Structure Formation described in "Prospectus Summary Formation and Corporate History."

**Assets**

Our fleet of equipment consists of three types of assets: refrigerated and dry containers and generator sets. These assets are either owned or managed by us on behalf of other third party owners. As of December 31, 2009, we owned or managed a fleet of 542,340 containers and generator sets, representing 842,570 TEUs. As of December 31, 2009, the average age of our owned container fleet was 5.4 years.

*Refrigerated Containers.* Refrigerated containers ("reefers") are insulated containers that include an integrated cooling machine. These containers are typically used to carry perishable cargo such as fresh and frozen produce, meat, poultry, fish and other temperature sensitive products. As of December 31, 2009, our fleet included 76,158 reefers.

*Dry Containers.* A dry container is essentially a steel box with a set of doors on one end. Dry containers are the least expensive type of intermodal container and are used to carry most types of freight. As of December 31, 2009, our fleet included 458,936 dry containers.

*Generator Sets.* Generator sets ("gensets") are portable diesel fueled generators used to power reefers. They can be used when reefers are transported by trucks. When a reefer is carried on a containership, it is usually plugged in to the containership's main power supply. As of December 31, 2009, our fleet included 7,246 gensets.

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**Our Business**

We generate revenues by leasing our equipment to a diversified customer base of the world's leading shipping lines. The vast majority of our revenues are generated from the per diem lease rates that we charge our customers for the units that are on hire at any given time. We also generate certain other revenues including service revenues from on- and off-hire fees, income earned from maintenance and repair fees charged to our lessees, and management fees earned for the management of units by us on behalf of third-party owners.

Approximately 90% of our owned units are subject to long-term and direct finance leases, typically with initial lease terms of five to eight years. Long-term leases provide us with stable cash flows and minimize direct operating expenses associated with shorter-term operating leases. As of December 31, 2009, approximately 47.5% of our total units on lease were classified as operating leases and 52.5% were classified as direct finance leases. Our long-term operating leases may contain an early termination provision allowing the lessee to return equipment prior to the expiration of the lease upon payment of an early termination fee or a retroactively applied increase in per diem lease payments. We have experienced minimal early returns of our equipment under our long-term leases, primarily because of the penalties involved.

Our lease terms generally require that operating costs including maintenance, insurance and other specified costs be paid by the lessee. All of our leases require the lessee to maintain the equipment in good operating condition, defend and indemnify us from liabilities relating to container contents and handling and return the containers to specified drop-off locations.

Our operating costs generally consist of direct operating costs, selling, general and administrative costs, capital costs associated with our equipment (depreciation and interest expense) as well as other costs. Our direct operating costs include costs paid to container depots including on- and off-hire fees, maintenance and repair expenses, storage charges and other miscellaneous costs. As noted above, a number of these costs are charged back to our lessees including the on- and off-hire fees and a portion of the maintenance and repair expenses. Our selling, general and administrative expenses reflect the cost of our personnel including our senior management, sales, operations, finance and accounting staff as well as our information technology infrastructure. Our capital costs include depreciation of our equipment and the interest expense on the debt we have borrowed to finance the acquisition of such equipment.

**Primary Operating Performance Metrics**

Revenue growth for our business is driven by the size of our fleet, utilization of our equipment and average lease rates. We plan to grow our fleet by investing in new container assets. Our utilization rates are determined by the percentage of our total fleet that is on hire excluding assets held for sale and production units at the factory. As of December 31, 2008 and 2009, our utilization rates were 97.6% and 96.7%, respectively. Equipment lease rates are a function of several factors, including new equipment prices, which are primarily influenced by the price of steel, interest rates and the number of available container units in the market. Average lease rates will gradually change as lease terms expire and new rates are set.

Our direct operating costs are a function of our leasing activity and utilization. As more units are turned in and leased out, our on- and off-hire costs increase. Maintenance and repair expenses increase or decrease depending on the volume of repairs that we authorize. Storage charges for our units increase as our utilization declines and decrease as our utilization increases. Our selling, general and administrative expenses are driven by the size of our fleet and the complexity of our operations. Since our systems can handle significantly more units than they do today, we believe that we can significantly increase the size of our fleet and our operations without materially increasing our overhead costs. Our capital costs are primarily driven by the size of our fleet, the price we pay for our assets and the cost of the debt associated with the purchase of those assets.

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**Industry Trends**

The demand for containers is principally a function of the growth in worldwide containerized trade and the growth in containership supply. According to Harrison Consulting, worldwide container trade has grown at an annual rate of more than 8% for over 30 years. In the last 10 years growth has been underpinned by globalization and the emergence of China as the world's leading manufacturing base, and has grown at approximately three times the world GDP growth rate. For the first time in its history, container trade declined in 2009 by approximately 10%, but Harrison Consulting estimates that volumes have already begun to recover and container trade growth will revert to historical levels in the coming years.

Similar to containerized trade, refrigerated container trade has benefited from the increasing affluence of consumers globally, along with their increased preference for a variety of fresh foods year-round. This, along with the shift of refrigerated cargos from the older conventional (non-containerized) refrigerated vessels to containerized refrigerated vessels and the infrastructural developments in the global transportation network, all have contributed to and promoted intermodal transport and containerized trade. In contrast to dry cargo trades, refrigerated trades have a higher tendency to run in north-south trades due to the reversal of seasons in the Southern versus Northern Hemispheres enabling countries such as Chile and South Africa to supply a variety of fresh produce to Northern Hemisphere consumer markets in their winter season. The North-South seasonality factor, as well as demand during the holiday season, tends to drive refrigerated trade upwards starting in the fourth quarter and running through Chinese New Year in Asia, creating a higher demand for both new and existing units in the first and fourth quarters of the year.

The dry container market is affected by GDP growth as well as other factors. The dry container market is also subject to macroeconomic trends over time. As much of this cargo consists of consumer goods, the demand for transportation of these goods is propelled by the need for manufacturers to supply stock to retailers in time for holiday demand. As just-in-time inventory management techniques have improved, the supply of cargo flows has tended to start later in summer and fall months, although stress on congested port facilities and inland transportation modes such as railroad lines, has restricted the shippers' ability to push this schedule further back in the year.

According to Harrison Consulting, the size of the world container fleet as of December 31, 2009, was approximately 26 million TEU, approximately 45% of which was owned or managed by container lessors. It is common for the shipping lines to utilize several container leasing companies to meet their container equipment needs.

Over the last few years, there have been several large shipping line acquisitions that have resulted in consolidation within the container shipping industry, including among some of our customers. This has resulted in a reduction of the number of large shipping lines and also in an increase in concentration of business in a smaller number of larger customers.

**Segment Reporting**

Prior to the acquisition of CLI by an affiliate of our Initial Shareholder, and currently, CLI manages the business through a single set of product metrics and profitability measures that did not seek to allocate costs amongst the individual products. CLI employed a single sales force that sold each product and the back office functions were not allocable in total or in part to a single product. We expect to continue to operate our business as a single reportable segment.

***Interpool Container Acquisition (the "Interpool Acquisition")***

On July 19, 2007, we acquired substantially all of the assets and liabilities of Interpool Limited's business (the "Interpool Containers"). Interpool Containers and its subsidiaries were in the business of leasing intermodal dry freight containers. The results of operations of Interpool Containers from July 19, 2007 through December 31, 2007 are included in our consolidated financial statements. The acquisition of Interpool Containers was accounted for in accordance with Financial Accounting

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Standards Board ("FASB") Topic 805, using the purchase method of accounting. Under the purchase method of accounting, the assets acquired and liabilities assumed from Interpool Containers were recorded at the date of acquisition, at their respective fair values. The purchase price plus acquisition costs exceeded the fair values of acquired assets and assumed liabilities resulting in the recognition of goodwill in the amount of \$7.2 million, which is not tax deductible. The factors that contributed to a purchase price that resulted in the recognition of goodwill include (i) a growing global perishable and dry goods market and (ii) consumer demand to have access to these goods regardless of the season.

***2009 Sale of Containers (the "2009 Sale")***

On January 20, 2009, we entered into sale agreements with an unrelated third party investor group for the sale of approximately 65,000 containers and gensets for cash consideration of \$454.2 million. The leasing assets sold had a book value of approximately \$427.7 million, and we also sold accounts receivable with a carrying value of \$10.9 million. This transaction resulted in a gain of approximately \$15.6 million which was recorded in our 2009 consolidated financial statements. In conjunction with the sale of these assets, we signed an Administrative Services Agreement, whereby, for a ten-year term subject to a maximum 3 year extension at the option of the container owner, we have agreed to operate, lease and re-lease the containers and to act on the owners' behalf as so directed. Under the agreement, the Company does not retain any risk of ownership. The Administrative Services Agreement is subject to an early termination right of the container owner if certain performance targets are not met. Management fees will be paid by the owners to us depending upon the type of lease that the equipment is under (term, master lease or direct finance lease). We will collect lease receivables on behalf of the owners and remit amounts to the owners after deducting the applicable management fees. These fees are recorded in other revenue in the consolidated statements of operations.

The containers and gensets and associated lease interests that were sold in the 2009 Sale were a representative sample of our total operating lease fleet with regard to equipment type, customer mix, age, and utilization. The principal reasons why we entered into the 2009 Sale were (i) to provide us with an opportunity to establish a new relationship with a third-party capital provider, (ii) to allow us to mitigate some customer credit and residual risk of ownership to a third party, thereby reducing our aggregate risk exposure to several customers, and (iii) to provide us with additional revenue in the form of management fees from the long-term Administrative Services Agreement that we entered into at the time of the sale.

**Basis of Presentation**

Our consolidated statements of operations are presented for the years ended December 31, 2007, 2008 and 2009. The 2007 results of operations include the results of the Interpool Acquisition for the period from July 19, 2007 through December 31, 2007.

Table of Contents**Results of Operations****Comparison of the Year Ended December 31, 2008 to the Year Ended December 31, 2009**

	Year ended December 31, 2008	Year ended December 31, 2009	Prior Period Change Change	%
<b>Revenues:</b>				
Equipment leasing revenue	\$ 168,868	\$ 74,268	\$ (94,600)	-56%
Finance revenue	58,803	54,198	(4,605)	-8%
Other revenue	11,148	13,407	2,259	20%
<b>Total revenues (a)</b>	<b>238,819</b>	<b>141,873</b>	<b>(96,946)</b>	<b>-41%</b>
<b>Expenses:</b>				
Direct operating expenses (b)	13,780	9,073	(4,707)	-34%
Selling, general and administrative expenses	26,215	21,983	(4,232)	-16%
Depreciation expenses	79,491	37,769	(41,722)	-52%
Provision for doubtful accounts	1,468	4,678	3,210	219%
Impairment of leasing equipment held for sale	6,688	5,974	(714)	-11%
Interest expense	81,114	51,922	(29,192)	-36%
Interest income	(1,055)	(2,690)	(1,635)	155%
Loss on terminations and modification of derivative instruments		37,922	37,922	N/A
Gain on 2009 Sale		(15,583)	(15,583)	N/A
Loss on retirement of debt	413	1,330	917	222%
Other expenses	669	4,251	3,582	535%
<b>Total expenses (c)</b>	<b>208,783</b>	<b>156,629</b>	<b>(52,154)</b>	<b>-25%</b>
<b>Income (loss) before income tax</b>	<b>\$ 30,036</b>	<b>\$ (14,756)</b>	<b>\$ (44,792)</b>	<b>-149%</b>
Provision for income taxes		248	248	N/A
<b>Net income (loss) (d)</b>	<b>\$ 30,036</b>	<b>\$ (15,004)</b>	<b>\$ (45,040)</b>	<b>-150%</b>
Non-cash interest expense, net of tax	8,418	8,366	(52)	-1%
Loss on retirement of debt, net of tax	413	1,317	904	219%
Loss on terminations and modification of derivative instruments, net of tax		37,922	37,922	N/A
Gain on the 2009 Sale, net of tax		(15,427)	(15,427)	N/A
<b>Adjusted net income* (e)</b>	<b>\$ 38,867</b>	<b>\$ 17,174</b>	<b>\$ (21,693)</b>	<b>-56%</b>

\*

Adjusted net income is a measure that is not defined by U.S. GAAP; for a further discussion of Adjusted net income refer to "Summary Historical Consolidated Financial Data" included elsewhere in this prospectus.

We have provided adjusted results below that illustrate the impact of the 2009 Sale on total revenues, direct operating expenses, total expenses, net income (loss) and adjusted net income as if it had occurred as of December 31, 2007. Our adjustments were made to equipment leasing revenue, finance revenue, depreciation and direct operating expenses. These adjustments were based upon actual data for each container that was sold in 2009. We estimated management fees for 2008 and for the 19 day period of January 1 through January 19, 2009 based upon the actual results of the managed assets in 2009. Interest expense associated with the sold units was estimated based upon proceeds available to reduce outstanding debt.

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The adjusted results provided below are not a presentation made in accordance with U.S. GAAP, and should not be considered in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. The adjusted results are a measure of our operating performance used by management to focus on the consolidated performance exclusive of income and expenses relating to the 2009 Sale. We believe this non-GAAP measure provides additional insight and understanding to management and investors of our results of operations on a comparative basis in identifying trends in our performance by removing the operational impact of the containers that were subject to the 2009 Sale.

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Our calculation of the adjusted results may differ from analogous calculations of other companies in our industry, limiting its usefulness as a comparative measure. Because of these limitations, the adjusted results should not be considered a measure of our consolidated results. We compensate for these limitations by relying primarily on our U.S. GAAP results and using the adjusted results only supplementally.

The following presents the adjusted results as if the 2009 Sale had occurred as of December 31, 2007:

- (a) Total revenues for the years ended December 31, 2008 and 2009 would have been \$158.4 million and \$137.8 million, respectively, a decrease of \$20.6 million or 13%.
- (b) Direct operating expenses for the years ended December 31, 2008 and 2009 would have been \$11.6 million and \$9.1 million, respectively, a decrease of \$2.5 million or 21%.
- (c) Total expenses for the years ended December 31, 2008 and 2009 would have been \$148.2 million and \$129.9 million, respectively, a decrease of \$18.3 million or 12%.
- (d) Net income (loss) would have been \$10.3 million and \$7.8 million for the years ended December 31, 2008 and 2009, respectively, a decrease of \$2.5 million or 24%.
- (e) Adjusted net income would have been \$18.9 million and \$16.2 million for the years ended December 31, 2008 and 2009, respectively, a decrease of \$2.7 million or 14%.

**Revenues**

Total revenue was \$238.8 million for the year ended December 31, 2008 compared to \$141.9 million for the year ended December 31, 2009, a decrease of \$96.9 million or 41%. Equipment leasing revenue decreased \$94.6 million or 56%, finance revenue decreased \$4.6 million or 8% and other revenue increased \$2.3 million or 20%.

Equipment leasing revenue decreased due to the sale of operating container units. As part of the 2009 Sale, we sold 55,000 container units which were classified as operating leases to our lessees, which represented 43% of our total units subject to operating leases at the time. The leased equipment that was sold had a book value of \$415.4 million, which represented 48% of the book value of our leased equipment at the time. In 2008, the units sold generated approximately \$82.5 million of equipment leasing revenue. In 2009, the units sold generated \$4.0 million in equipment leasing revenue before the sale and therefore the 2009 Sale accounted for \$78.5 million of the decrease in equipment leasing revenue. The remainder of the average on-hire fleet decreased by approximately 32,000 units (of which an average of 19,000 units were renewed and reclassified as direct finance leases during the year) combined with a 4% decrease in existing container per diems resulted in a decrease in equipment leasing revenue of \$16.1 million. The revenue related to refrigerated containers, dry containers, and gensets are based on the acquisition cost of the leased equipment. Since reefers, dry freight containers and gensets all have different acquisition costs, they have corresponding different lease rates (per diems). We experienced overall weak demand for containers and gensets due to poor worldwide economic conditions throughout the entire year in 2009.

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Finance revenue decreased by \$4.6 million or 8% as a result of a lower average investment of \$42.8 million in direct finance leases. As part of the 2009 Sale, we sold \$12.5 million in direct finance receivables (approximately 10,000 containers). The impact of this transaction on finance revenue was a decrease of \$1.5 million in 2008 and \$1.4 million year over year. The remaining \$3.2 million decrease in finance revenue was due to the amortization of the current portfolio in excess of new investments made in 2009 including amounts reclassified from operating leases.

Other revenue, which includes Management fee revenue and rebillable costs, primarily for repairs and maintenance to our lessees, increased by \$2.3 million or 20%. The increase is primarily related to the increase in management fee revenue of \$4.3 million due to increased management services related to the 2009 Sale which was partially offset by a \$2.0 million reduction in service revenues. The decrease in service revenue is primarily due to the 2009 Sale as the sale of containers and gensets led to a decrease of \$1.1 million in service revenues as 16% less units were returned in 2009 as compared to 2008. The remaining decrease of \$0.9 million is primarily due to a lower average cost of repairs rebilled to our lessees.

***Direct Operating Expenses***

Direct operating expenses were \$13.8 million for the year ended December 31, 2008 compared to \$9.1 million for the year ended December 31, 2009, a decrease of \$4.7 million, or 34%. There are two primary reasons for the decrease in costs. The first is the 2009 Sale which led to a 16% decrease in the number of owned units turned in by our lessees. We estimate that the sale of approximately 55,000 units reduced our operating costs by approximately \$2.2 million in 2008 and year over year. Secondly, costs decreased due to a reduced level of container recovery activity which resulted from fewer lessee defaults and lower costs relating to recovery of our equipment. These costs decreased by \$2.5 million year over year.

***Selling, General and Administrative Expenses***

Selling, general and administrative expenses were \$26.2 million for the year ended December 31, 2008 compared to \$22.0 million for the year ended December 31, 2009, a decrease of \$4.2 million or 16%. We instituted several cost reduction measures in 2009. Reductions in staff and staff-related spending caused a year over year decrease of \$1.6 million. We also decreased consulting and professional fees by \$1.7 million through either renegotiation of fees or by reducing our reliance upon outside consultants. Facilities costs decreased by \$0.6 million as we reduced the size of our office in San Francisco and general expense levels decreased by \$0.3 million.

***Depreciation Expenses***

Depreciation of leasing equipment was \$79.5 million for the year ended December 31, 2008 compared to \$37.8 million for the year ended December 31, 2009, a decrease of \$41.7 million or 52%. The reduction of leasing equipment attributed to the 2009 Sale reduced depreciation expenses by \$37.6 million in 2008 and \$1.9 million in 2009, which together contributed \$35.7 million to the overall decrease in depreciation expense year over year, approximately in line with the overall reduction in the magnitude of book value sold. Also, during the year we reclassified \$34.0 million of book value of equipment to a direct finance lease receivable thereby decreasing depreciation expense by \$1.8 million. The remaining reduction in expense of \$4.2 million was related to equipment reaching the end of their depreciable lives and the sales of equipment in the normal course of business.

***Provision for Doubtful Accounts***

Provision for doubtful accounts increased by \$3.2 million from \$1.5 million for the year ended December 31, 2008 to \$4.7 million for the year ended December 31, 2009 as one of our key customers experienced financial difficulties which resulted in the increase of delinquent and past due accounts.

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***Impairment of Leasing Equipment Held for Sale***

We recorded an impairment of leasing equipment held for sale of \$6.7 million for the year ended December 31, 2008 as compared to \$6.0 million for the year ended December 31, 2009, a decrease of \$0.7 million or 11%. We evaluate the recovery of our containers and gensets designated for sale and record a loss if the ultimate sales value is expected to be below the current carrying cost. The evaluation of the expected ultimate sales price is performed on a quarterly basis. The majority of our impairments occur at the conclusion of an operating lease when our equipment is older and has incurred a certain amount of damage that the lessee is responsible for. The decision to sell the container is based upon a discounted cash flow model which includes rebillable costs. These rebillable costs are recorded as other revenues and are not recorded as a reduction in the impairment of leasing equipment held for sale. In 2009, we designated fewer reefer units for sale in anticipation of a future shortage in the market due to a lack of production. Reefer impairments accounted for \$0.9 million of the decrease. Impairments on dry containers increased by \$0.2 million due to a greater volume of units designated for sale due to the oversupply in the marketplace in 2009.

***Interest Expense***

Interest expense was \$81.1 million for the year ended December 31, 2008 compared to \$51.9 million for the year ended December 31, 2009, a decrease of \$29.2 million or 36%. In connection with the 2009 Sale, we repaid the outstanding amount of \$365.6 million on our Container asset-backed securitization Series 2006-2 note, reduced our Series 2006-1 note by \$48.0 million, and paid swap related termination and modification fees of \$37.9 million. This had a year over year impact of reducing interest costs by \$19.7 million. The remainder of the \$9.5 million decrease is primarily related to further repayments of our Series 2006-1 notes offset by additional borrowings in our CLI Funding III credit facility. The weighted average debt outstanding decreased by \$493.1 million and the average interest rate increased from 6.17% to 6.32%.

***Interest Income***

Interest income was \$1.1 million for the year ended December 31, 2008 compared to \$2.7 million for the year ended December 31, 2009, an increase of \$1.6 million. The increase is primarily attributable to an \$89.1 million loan with our Initial Shareholder in 2009, which is separately disclosed as a note receivable from affiliate in our Consolidated Balance Sheet of CLI included in this prospectus. The loan bears interest at the annual rate of 4% and is payable upon demand. A total of \$2.6 million of interest income was recorded on this note. The offsetting decrease of \$1.0 million in interest income was attributable to lower average interest rates and lower average outstanding cash balances.

***Loss on Terminations and Modification of Derivative Instruments***

In January 2009, we incurred \$37.9 million of one time losses on swap terminations and modification. Upon completion of the 2009 Sale, we extinguished the debt related to the containers sold and accordingly terminated and modified related swap agreements. Those one time terminations and modification required us to recognize previously deferred losses in the value of the swaps.

***Gain on 2009 Sale***

In January 2009, we received net proceeds of \$454.2 million related to the 2009 Sale. The leasing assets sold had a book value of approximately \$427.7 million, and we also sold accounts receivable at the amount of \$10.9 million. This transaction resulted in a gain of approximately \$15.6 million (or \$15.4 million net of tax).

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***Loss on Retirement of Debt***

Losses on retirements of debt obligations were \$0.4 million in 2008 and \$1.3 million in 2009. These losses occurred when we wrote off previously capitalized debt issuance costs related to the pay off of the CLI Funding II Credit Facility in July 2008 and the pay off of our 2006-2 asset-backed securitization in January 2009.

***Other Expense, Net***

Other expense, net, was \$0.7 million for the year ended December 31, 2008 compared to \$4.3 million for the year ended December 31, 2009, an increase in net expense of \$3.6 million. The increase in expense is due to a \$3.3 million write off of equipment that has not been recovered from defaulted lessees and other losses on sales of equipment of \$1.0 million offset by a default insurance recovery of \$0.7 million.

***Provision for Income Taxes***

Provision for income taxes was \$0.2 million in 2009. No provision was recorded in 2008. The increase in Provision for income taxes is due to an increase in liabilities in foreign jurisdictions.

***Net Income***

Net income was \$30.0 million for the year ended December 31, 2008 as compared to a \$15.0 million net loss for the year ended December 31, 2009, a decrease of \$45.0 million or 150%. The decrease in net income was attributable to the items above and specifically the 2009 Sale and the overall weaker demand for containers in 2009. On an adjusted basis for the effects of the 2009 Sale, net income would have been \$10.3 million for the year ended December 31, 2008 as compared to \$7.8 million, a decrease of \$2.5 million or 24%.

***Adjusted Net Income***

Adjusted net income decreased from \$38.9 million for the year ended December 31, 2008 to \$17.2 million for the year ended December 31, 2009, a decrease of \$21.7 million or 56%. This change was due to all of the items listed above and in 2008, the add back of \$8.4 million of non-cash interest. The 2009 adjustments included the after tax add back to 2009 income of \$1.3 million of loss on retirement of debt, \$37.9 million for losses on terminations and modification of derivative instruments, \$8.4 million of non-cash interest and the subtraction of the \$15.4 million gain on the 2009 Sale. On an adjusted basis for the effects of the 2009 Sale, Adjusted net income would have decreased from \$18.9 million in 2008 to \$16.2 million in 2009, a decrease of 14%.

Adjusted net income is a measure of financial and operational performance that is not defined by U.S. GAAP. See Note 1 in the "Summary Historical Consolidated Financial Data." for a discussion of Adjusted net income as a non-GAAP measure and a reconciliation of it to net income included elsewhere in this prospectus.

Table of Contents**Comparison of the Year Ended December 31, 2007 to the Year Ended December 31, 2008**

	Year Ended December 31, 2007	Year Ended December 31, 2008	Prior Period Change	
			\$ Change	% Change
(dollars in thousands)				
<b>Revenue:</b>				
Equipment leasing revenue	\$ 166,362	\$ 168,868	\$ 2,506	2%
Finance revenue	34,211	58,803	24,592	72%
Other revenue	8,334	11,148	2,814	34%
<b>Total revenue</b>	<b>\$ 208,907</b>	<b>\$ 238,819</b>	<b>\$ 29,912</b>	<b>14%</b>
<b>Expenses:</b>				
Direct operating expenses	9,133	13,780	4,647	51%
Selling, general and administrative expenses	26,339	26,215	(124)	0%
Depreciation expenses	75,179	79,491	4,312	6%
Provision for doubtful accounts	1,256	1,468	212	17%
Impairment of leasing equipment held for sale	1,039	6,688	5,649	544%
Interest expense	63,353	81,114	17,761	28%
Interest income	(1,659)	(1,055)	604	-36%
Loss on retirement of debt		413	413	N/A
Other expense/(income), net	3,501	669	(2,832)	-81%
<b>Total expenses</b>	<b>178,141</b>	<b>208,783</b>	<b>30,642</b>	<b>17%</b>
Income before income taxes	\$ 30,766	\$ 30,036	\$ (730)	(2)%
Provision for income taxes				N/A
<b>Net income</b>	<b>\$ 30,766</b>	<b>\$ 30,036</b>	<b>\$ (730)</b>	<b>(2)%</b>
Loss on retirement of debt, net of tax		413	413	N/A
Non-cash interest, net of tax	4,971	8,418	3,447	70%
<b>Adjusted net income</b>	<b>\$ 35,737</b>	<b>\$ 38,867</b>	<b>\$ 3,130</b>	<b>9%</b>

**Revenues**

Total revenue was \$208.9 million for year ended December 31, 2007 compared to \$238.8 million for the year ended December 31, 2008, an increase of \$29.9 million or 14%. Equipment leasing revenue increased \$2.5 million or 2% while finance revenue increased \$24.6 million or 72%, and Other revenue increased \$2.8 million or 34%.

Equipment leasing revenue increased from \$166.4 million in 2007 to \$168.9 million in 2008, an increase of \$2.5 million or 2%. The increase in equipment leasing revenue was primarily attributable to the full year impact of the Interpool Acquisition. The Interpool Acquisition closed on July 19, 2007 and the related revenues were included in the remainder of the year ended December 31, 2007 as opposed to the full year-ended December 31, 2008. We acquired a fleet of 537,000 units of which 52,000 were on operating lease, 275,000 were on direct finance leases, 190,000 were managed containers and 20,000 were in inventory. The impact was an approximately \$8.1 million increase in equipment leasing revenues. In addition to the impact of the Interpool Acquisition, there was a net increase in the remainder of the average on-hire fleet of approximately 11,300 units. The net increase in the number of units on hire did not impact revenue as an increase in dry boxes and generator sets were offset by a decrease in reefers. Per diem rates declined for reefers, dry containers and gensets. The per diem decreases led to a decrease in equipment leasing revenue of \$5.6 million.

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Finance revenue increased from \$34.2 million in 2007 to \$58.8 million in 2008, a \$24.6 million increase or 72%. The Interpool Acquisition added 275,000 containers on direct finance leases. The direct finance receivable related to the Interpool Acquisition was \$385.8 million. The full year impact of this investment accounted for \$20.1 million of the increase in Finance revenue. The remainder of the increase of \$4.5 million was due to the additional investment of \$101.3 million during 2008.

Other revenue increased from \$8.3 million in 2007 to \$11.1 million in 2008, a \$2.8 million increase or 34%. The primary causes of the increase were due to the full year impact of management fee revenues attributable to the Interpool Acquisition of \$1.7 million and the \$1.1 million increase in rebillable maintenance and repair costs.

***Direct Operating Expenses***

Direct operating expenses were \$9.1 million in 2007 compared to \$13.8 million in 2008, an increase of \$4.7 million or 51%. The increase is primarily attributable to \$4.0 million of recovery costs of containers that were on lease to lessees that have defaulted on payment terms. The remainder of the increase of \$0.7 million is related to the off-hire and on-hire activities related to the increase in our overall fleet due to the Interpool Acquisition and capital investments made throughout 2008.

***Selling, General and Administrative Expenses***

Selling, general and administrative expenses were \$26.3 million in 2007 compared to \$26.2 million in 2008, a decrease of \$0.1 million. The decrease was driven by a decrease of \$1.2 million in professional fees, employee related costs and miscellaneous other expenses partially offset by a \$0.5 million increase in facilities costs related to larger offices in San Francisco and a \$0.6 million increase in insurance costs.

***Depreciation Expenses***

Depreciation expenses were \$75.2 million in 2007 compared to \$79.5 million in 2008. The increase of \$4.3 million or 6% was driven by the full year impact of a net increase of \$136.0 million in leasing equipment acquired due to the Interpool Acquisition which contributed approximately \$3.8 million to the increase. The remainder of the \$0.5 million increase is due to the additional capital spent throughout 2008, offset by assets reaching the end of their depreciable life.

***Provision for Doubtful Accounts***

Provision for doubtful accounts increased from \$1.3 million in 2007 to \$1.5 million in 2008, an increase of \$0.2 million or 17%. The increase was due to an increase in defaults in accounts with small amounts of equipment on lease.

***Impairment of Leasing Equipment Held for Sale***

Impairments of leasing equipment held for sale in 2007 were \$1.0 million compared to \$6.7 million in 2008, an increase of \$5.7 million. The increase was primarily due to an increase in the number of containers designated for sale in 2008. We began to aggressively market older containers in 2008 due to a decrease in per diems and as a means to limit storage costs. We evaluate the recovery of our containers and gensets designated for sale and record a loss if the ultimate sales value is expected to be below the current carrying cost. The evaluation of the expected ultimate sales price is performed on a quarterly basis.

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***Interest Expense***

Interest expense was \$63.3 million in 2007 compared to \$81.1 million in 2008, an increase of \$17.8 million or 28%. The increase was primarily due to a \$297.9 million increase in the average balance of debt outstanding. This increase led to an increase in interest expense of \$18.4 million. Offsetting the increase in total debt outstanding was a slight decrease in the weighted average interest rate from 6.23% in 2007 to 6.17% in 2008. This decrease in rate accounted for a \$0.6 million decrease in interest expense. The primary reason for the increase in average debt outstanding was the debt incurred as part of the financing of the assets purchased in the Interpool Acquisition. On July 19, 2007, we, through our wholly owned subsidiary, CLI Funding II LLC, entered into a \$405 million term loan credit agreement. The borrowings under this facility were secured by certain of our direct finance leases, most of which were acquired in the Interpool Acquisition. At December 31, 2007, \$383.6 million was outstanding under this facility.

***Interest Income***

Interest income was \$1.7 million in 2007 compared to \$1.1 million in 2008, a decrease of \$0.6 million, or 36%. The decrease was primarily attributable to a decrease in interest earning cash balances and lower rates of interest earned.

***Loss on Retirement of Debt***

Loss on retirements of debt obligations were \$0.4 million in 2008. This loss occurred when the Company wrote off previously capitalized debt issuance costs related to the pay off of the CLI Funding II Credit Facility in July 2008. No loss on retirement of debt was incurred in 2007.

***Other Expense/(Income), Net***

Other expense/(income), net was \$3.5 million in 2007 compared to \$0.7 million in 2008, a decrease in net expense of \$2.8 million or 81%. The decrease in net expense primarily relates to a reduction in losses on sales of equipment of \$2.8 million in 2008 as compared to 2007. In 2008, we sold significantly more dry containers at gains than in the previous year and received higher proceeds on the sale of reefer containers than in 2007.

***Net Income***

Net income was \$31.0 million for the year ended December 31, 2007 as compared to \$30.0 million for the year ended December 31, 2008, a decrease of \$1.0 million or 2%. The decrease in net income was attributable to the items above including the overall increase in outstanding debt and related interest expenses.

***Adjusted Net Income***

Adjusted net income increased from \$35.7 million for the year ended December 31, 2007 to \$38.9 million for the year ended December 31, 2008, an increase of \$3.2 million, or 9%. This change was due to all of the items listed above and the addition of \$5.0 million of non-cash interest in 2007 and \$8.4 million in 2008, respectively.

**Liquidity and Capital Resources**

We have historically met our liquidity requirements primarily from the following sources:

Revenues including operating lease revenues, total finance lease collections, billings to lessors for repairs and maintenance, and asset management fees. Cash flows from operating activities

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including the principal collections on finance leases were \$164.8 million, \$250.3 million and \$161.5 million for the years ended December 31, 2007, 2008 and 2009, respectively.

Lines of credit and other secured borrowings, under which \$798.3 million was outstanding and \$25.0 million was available for borrowing as of December 31, 2009. At December 31, 2008, \$1,216.2 million was outstanding and there was \$50.0 million available to be drawn on our revolving credit facility.

Sales of our older leasing equipment.

The decline in our revenue and cash provided by operating activities, including principal collections on finance leases in 2009 as a result of the 2009 Sale, coincided with a corresponding reduction in our liquidity requirements, specifically with regard to our debt obligations and cash interest expense. Our total liabilities have decreased by 35% from \$1,327.8 million at December 31, 2008 to \$862.9 million at December 31, 2009, which is consistent with the decrease in our total assets by 31% from \$1,581.4 million to \$1,097.2 million during the same period.

As of December 31, 2009, we had approximately \$131.3 million of scheduled debt amortization throughout 2010. These amounts do not include \$24.8 million of other contractual obligations existing as of December 31, 2009 maturing by December 31, 2010.

We expect that our cash flows from our operations, principal collections on direct finance leases, existing credit facilities and sales of older equipment will be sufficient to meet our liquidity needs. Our current projections of cash flows from operations and the availability of funds under our revolving credit agreement are expected to be sufficient to fund our maturing debt and contractual obligations in the next several years. We will need to borrow funds to finance the purchases of new assets we intend to buy to expand our business in the next few years. No assurance can be made that we will be able to meet our financing and other liquidity needs as currently contemplated. See "Risk Factors Our inability to service our debt obligations or to obtain additional financing as needed would have a material adverse effect on our business, financial condition and results of operations." included elsewhere in this prospectus.

On January 26, 2010, we amended the terms of our revolving credit facility agreement to increase the amount available under the revolver from \$25 million to \$40 million. The revolver will mature on January 25, 2011. Contemporaneous with the completion of this offering, we expect to amend and restate this facility to increase the size and term to \$150 million and three years, respectively.

***Liquidity Needs to Acquire Equipment to be Leased***

The acquisition of leasing assets fuels our growth. As a result, we expect to invest substantial funds to acquire containers and gensets, although there can be no assurances as to the timing and amount of such acquisitions. Since the beginning of 2004, we and our predecessor, including pre-acquisition spending by Interpool, have acquired an average of more than \$300 million per year in containers and gensets. It is our intention to continue buying leasing equipment and funding such purchases through cash flow from our operations, collections of principal on direct finance leases, new issuances of equity and debt securities and new and existing lines of credit.

We expect that our largest single cash expenditure over the next several years will be the purchase of containers. Depending upon the volume of demand in the market for new containers, we will actively seek to enter into new debt facilities with greater borrowing capacity to expand and/or replace our existing facilities, although there can be no assurance that we will be able to obtain any additional facilities. We believe that we will be able to generate or otherwise obtain sufficient capital to support our growth strategy that will enable us to pay dividends to holders of our common shares as contemplated by our dividend policy. However, deterioration in our performance, the credit markets or our inability to obtain additional financing on attractive terms, or at all, could limit our access to

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funding or drive the cost of capital higher than our current cost. In addition, any equity financing we may seek could have a dilutive effect on our shareholders. These factors, as well as numerous other factors detailed above in "Risk Factors," could limit our ability to raise funds, further the growth of our business or pay dividends.

**Cash Flow****Cash Flow Information for the Years Ended December 31, 2007, 2008 and 2009**

The following table sets forth certain historical cash flow information for the years ended December 31, 2007, December 31, 2008 and December 31, 2009.

Cash Flows:	Year Ended December 31, 2007	Year Ended December 31, 2008	Year Ended December 31, 2009
	(dollars in thousands)		
Net cash provided by operating activities	\$ 96,667	\$ 127,392	\$ 50,966
Net cash (used in) provided by investing activities	(663,983)	50,778	443,058
Net cash provided by (used in) financing activities	574,077	(159,070)	(516,541)
Effect of changes in exchange rates on cash and cash equivalents	59	321	(36)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>\$ 6,820</b>	<b>\$ 19,421</b>	<b>\$ (22,553)</b>

**Comparison of the Year Ended December 31, 2008 to the Combined Year Ended December 31, 2009**

Net cash provided by operating activities was \$127.4 million and \$51.0 million for the year ended December 31, 2008 and the year ended December 31, 2009, respectively, a \$76.4 million decrease. The decrease was primarily due to the 2009 Sale which lowered our gross profits by \$74.1 million. Offsetting the lower gross profit amounts was a reduction in cash interest paid of \$27.8 million. The remaining decrease in cash from operating activities of \$30.1 million is attributable to other changes in working capital caused primarily by additional declines in gross profits, longer collection cycles in accounts receivable and the timing of payments made to owners of equipment that we manage.

Net cash provided by investing activities was \$50.8 million and \$443.1 million for the year ended December 31, 2008 and the year ended December 31, 2009, respectively, a \$392.3 million increase. Cash flows provided by investing activities for the year ended December 31, 2009 includes \$454.2 million of cash proceeds from the 2009 Sale. We also reduced our investment in leasing assets over prior year levels by \$52.3 million reflecting the weakening of demand for new containers in 2009 as a result of the general worldwide economic slowdown. We also had reductions in cash flows provided by investing activities primarily due to our \$89.1 million loan to our Initial Shareholder under a demand note bearing interest at 4% per annum. We received \$15.2 million less in proceeds from sales of leasing equipment due to the reduction in the overall size of our fleet after the 2009 Sale. Additionally, we received \$12.3 million less in principal repayments on direct finance lease receivables due in part to the 2009 Sale and an increase in our direct finance lease portfolio coming from \$34.0 million in lease agreements reclassified from operating leases and new investments of \$55.2 million. New investments in direct finance leases amortize the principal balances more slowly than the outstanding receivables in our existing portfolio. The remaining increase of \$2.4 million is primarily the result of decreases in our restricted cash balances due to having lower required cash balances as our debt balances were also reduced in 2009.

Net cash used by financing activities was \$159.1 million and \$516.5 million for the year ended December 31, 2008 and the year ended December 31, 2009, respectively, a \$357.4 million increase to cash flow. Although we reduced our outstanding debt in both 2008 and 2009, debt was reduced by an additional \$260.6 million in 2009 over the 2008 reductions. The net reduction was primarily due to the

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2009 Sale. Additionally, in connection with the 2009 Sale and the retirement of the related debt, we terminated certain interest rate swap agreements and modified certain other swap agreements thereby requiring us to pay \$37.9 million in termination and modification fees. We also paid \$60.0 million in dividends to our Initial Shareholder during 2009 following the 2009 Sale. Fees paid for debt issuance cost decreased by \$0.5 million from prior year levels.

**Comparison of the Year Ended December 31, 2007 to the Year Ended December 31, 2008**

Net cash provided by operating activities was \$96.7 million and \$127.4 million for the years ended December 31, 2007 and 2008, respectively, a \$30.7 million increase. The increase in net cash from operating activities was primarily attributable to a \$18.4 million improvement in cash from working capital, including improved collections as we had lower levels of accounts receivable despite an increase of \$29.9 million in revenues and improved timing of the payment of expenses.

Net cash (used in) provided by investing activities was \$(664.0) million and \$50.8 million for the years ended December 31, 2007 and 2008, respectively, a \$714.8 million increase. The primary causes for the increase in net cash (used in) provided by investing activities was the \$420.1 million of net cash paid for the Interpool Acquisition in 2007, reduced capital spending of \$218.3 million, increased principal repayments of direct finance lease receivables of \$54.7 million attributable to the Interpool Acquisition, \$19.1 million less cash required to be restricted from reduced debt levels and \$2.5 million more cash proceeds from sales of leasing assets.

Net cash (used for) provided by financing activities was \$574.1 million and \$(159.1) million for the years ended December 31, 2007 and 2008, respectively, a \$733.2 million decrease. The year over year change in net cash flow provided by financing activities was primarily due to \$697.9 million less of an increase in overall debt levels. Additionally, we received a \$50.0 contribution from members in 2007 while no such contribution was received in 2008. Offsetting these decreases was \$11.9 million of swap termination costs incurred in 2007 while only \$0.5 million incurred in 2008. The company paid \$4.6 million in debt issuance costs in 2007 and \$1.2 million in 2008.

**Contractual Obligations and Commitments**

The following table summarizes our various contractual obligations in order of their maturity dates as of December 31, 2009. For a discussion of certain financing activities and purchase commitments since December 31, 2009, which affect the amounts shown in the table below, see "Liquidity and Capital Resources" above. The terms of our credit facilities are more fully described under "Description of Certain Indebtedness" elsewhere in this prospectus.

	Maturity in Years						
	As of December 31, 2009	Less than 1 Year	2 Years	3 Years	4 Years	5 Years	Thereafter
Container Revolving Credit Facility							
Container Asset-Backed Securitizations	\$ 414,469	\$ 62,170	\$ 62,170	\$ 62,170	\$ 62,170	\$ 62,170	\$ 103,619
CLI Funding III Credit Facility	383,795	69,100	62,949	55,479	50,341	75,859	70,067
Lease Asset Purchase Commitments	24,152	24,152					
Interest Payments	123,140	35,251	28,221	22,434	16,673	11,415	9,146
Operating Leases	2,008	668	590	479	227	44	
<b>Total</b>	<b>\$ 947,564</b>	<b>\$ 191,341</b>	<b>\$ 153,930</b>	<b>\$ 140,562</b>	<b>\$ 129,411</b>	<b>\$ 149,488</b>	<b>\$ 182,832</b>

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Our contractual obligations consist of principal and interest payments related to our revolving credit facilities and our asset-backed securitizations, container purchase commitments, and operating lease payments for our facilities. Interest payments are based upon the net effect of swapping our variable interest rate payments for fixed rate payments consistently applied and in accordance with our policy. We also had obligations to purchase containers of \$24.2 million at December 31, 2009.

**Container Revolving Credit Facility**

CLI had a two-year senior secured revolving credit facility, which it refers to as the Container Revolving Credit Facility, which allowed for maximum borrowings of \$100.0 million. The agreement included a \$10.0 million sub-limit for letters of credit. On August 19, 2008, the facility was renewed for a term of one year and reduced the total facility size to \$50.0 million. On August 19, 2009, this facility was reduced to \$25.0 million and renewed for a term of one year. On January 26, 2010, the facility was amended to increase the amounts available to \$40.0 million. The terms of the agreement include a declining advance rate and an increased interest rate spread depending upon the amounts drawn. Proceeds of loans under the Container Revolving Credit Facility are available to be used by us for working capital and general corporate purposes. In order to draw funds under this facility we must be in compliance with various financial covenants and requirements as described in "Description of Certain Indebtedness Container Revolving Credit Facility." The revolver matures on January 25, 2011.

Contemporaneous with the completion of this offering, we expect to amend and restate the Container Revolving Credit Facility to increase the size of the facility to \$150 million.

CLI pledged certain assets for the benefit of the secured parties as collateral security for the payment and performance of obligations under the facility, under other loan documents and under the guaranty. The pledged assets included, among other things, marine and intermodal containers, gensets and equity interests in certain subsidiaries and all proceeds of any and all of the foregoing. As of December 31, 2008, the facility was un-drawn upon. Balances borrowed during 2009 were repaid and there was no balance outstanding at December 31, 2009. The weighted-average interest rate for the years ended December 31, 2008 and 2009 was 4.61% and 4.34% excluding unused fees and the amortization of up-front costs, respectively.

**Container Asset-Backed Securitizations**

On August 24, 2006, CLI entered into the Container Asset-Backed Securitizations (as defined below). CLI contributed certain eligible containers, together with related leases, to CLI Funding LLC, a special purpose entity ("SPE") whose primary business activity is to issue asset-backed notes. The SPE is one of our wholly owned subsidiaries. These borrowings are an obligation of the SPE, and the lenders' recourse in respect of the borrowings is generally limited to the collections that the 2006 SPE receives on the assets.

The Series 2006-1 Notes (as defined below) bear interest at the rate of one-month LIBOR plus a margin. The Series 2006-2 Notes (as defined below), which were repaid in full on January 20, 2009 upon the culmination of the 2009 Sale, bore interest at (i) a rate equal to the sum of the commercial paper rate (determined in accordance with the Series 2006-2 Supplement) and a margin, if the advance has been funded through the issuance of commercial paper, (ii) a rate equal to the quotient of (a) LIBOR divided by (b) the Federal Reserve's Eurodollar Reserve Rate plus a margin, if the advance is funded utilizing a source of funds for which interest is determined by reference to LIBOR or (iii) the greater of (a) the prime rate as set forth by the agent under the agreement plus a margin or (b) the Federal Funds Rate plus a margin, if the advance is funded utilizing a source of funds for which interest is determined by reference to some rate other than LIBOR and is not funded with commercial paper. The SPE paid a commitment fee in connection with the Series 2006-2 Notes to each note holder on the total available commitments of such note holder.

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At no time shall the outstanding amount of the Series 2006 Notes exceed the asset base, which at any time is the sum in the aggregate of 85% of the net book value of eligible containers that are not then subject to a direct finance lease, plus 85% of the net value of the direct finance lease receivables of all eligible containers that are then subject to a direct finance lease, plus the amount then on deposit in the restricted cash account. If the outstanding loans exceed the asset base at any time, the SPE will be required to repay the excess for application toward repayment of the amount of the Series 2006 Notes. Failure by the SPE to repay such excess amount within 90 days is an event of default. The Container Securitization Documents contain typical representations and covenants for indebtedness of this type. The unpaid principal amount of the Series 2006-1 Notes, together with interest and all other related amounts, is scheduled to be repaid in full in August 2016, and is otherwise due and payable in full in August 2021.

At December 31, 2008, there was \$525.2 million outstanding on the Series 2006-1 Notes and \$365.6 million outstanding on the Series 2006-2 Notes. The entire \$365.6 million of the Series 2006-2 Notes and \$48.0 million of the Series 2006-1 Notes were repaid in conjunction with the 2009 Sale on January 20, 2009. See Note 1 to the audited consolidated financial statements included elsewhere in this prospectus.

At December 31, 2008 and 2009, the amount outstanding under this facility was \$890.8 million and \$414.5 million, respectively. The weighted-average interest rate for the years ended December 31, 2008 and 2009 was 5.60% and 5.47%, respectively.

**CLI Funding III Credit Facility**

On October 31, 2007, our wholly owned subsidiary CLI Funding III LLC, a special purpose vehicle incorporated under the laws of Delaware, entered into a \$300.0 million senior secured credit facility to finance a portfolio of container finance leases and certain new container finance leases acquired in the future. The facility was amended on April 22, 2008, increasing the facility size to \$400.0 million. The facility had a two-year revolving period, during which additional finance leases could be added to the portfolio, followed by a term-out period not to exceed ten years during which the facility amortizes. Borrowings under the facility are limited to a maximum of 85% of the present value of finance lease receivables throughout the facility's 12-year term and bear interest at a rate equal to LIBOR or a Cost of Funds rate (as defined in the agreement) plus a margin. CLI has guaranteed the payment obligations of CLI Funding III LLC.

At December 31, 2008 and 2009, the amount outstanding under this facility was \$325.4 million and \$383.8 million, respectively. The weighted-average interest rate for the years ended December 31, 2008 and 2009 was 5.47% and 5.87%, respectively.

**Covenants**

Under our debt instruments, we are required to maintain certain financial covenants (as defined in each agreement). As of December 31, 2009, we were in compliance with all covenants. Refer to "Description of Certain Indebtedness" included elsewhere in this prospectus.

**Commitments**

*Container Purchase Commitments*

The container purchase commitments are related to purchase orders we place for containers, both refrigerated and dry, and complementary equipment in the normal course of business. We do not bear the risks and rewards of ownership and therefore have not recorded an asset or a liability related to these commitments. We had commitments for the purchase of containers of \$24.2 million as of December 31, 2009.

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***Operating Leases***

We are a party to various operating leases relating to office facilities and certain other equipment with various expiration dates through 2014. Minimum rent payments under our material leases were \$2.0 million as of December 31, 2009.

***Assumption of Swap Contracts***

During the third quarter of 2007, certain of Seacastle's shareholders entered into novation agreements with subsidiaries of Seacastle pursuant to which the obligations under nineteen swap agreements to which the Seacastle shareholders were a party were transferred to certain Seacastle subsidiaries. These swaps were originally executed by the Seacastle shareholders for the purpose of hedging variable rate debt. It is consistent with the Seacastle shareholders' risk management policies to hedge debt at the time of commitment rather than at the time of funding which is Seacastle's policy. As such, the novations took place after the Seacastle subsidiaries had received the committed funds under the relevant debt facilities. Each of the novated swap agreements was directly related to obligations of certain Seacastle subsidiaries. In certain of the swap agreements, the Seacastle shareholders had access to derivative markets that would likely not have been available to Seacastle or its subsidiaries at that time. At the time of these novations, the value of the swaps was \$3.0 million of liabilities. No consideration was paid by the Seacastle shareholders for the assumption by the Seacastle subsidiaries of these liabilities. Seacastle also recorded a corresponding reduction of retained earnings.

***Inflation***

Management believes that inflation has not had a material adverse effect on the results of our operations. In the past, the effects of inflation on administrative and operating expenses have been largely offset through economies of scale achieved through expansion of the business.

**Critical Accounting Policies**

Our consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the amounts reported in the financial statements. We base our estimates on historical experiences and assumptions believed to be reasonable under the circumstances and re-evaluate them on an ongoing basis. Those estimates form the basis for our judgments that affect the amounts reported in the financial statements. Actual results could differ from our estimates under different assumptions or conditions. Our significant accounting policies, which may be affected by our estimates and assumptions, are more fully described in Note 2 "Summary of Significant Accounting Policies" to our audited consolidated financial statements that appear elsewhere in this prospectus.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements.

Although we believe the policies summarized below to be the most critical, other accounting policies also have significant effect on our financial statements and certain of these policies also require the use of estimates and assumptions.

***Revenue Recognition***

Our primary sources of equipment leasing revenue are derived from operating leases and revenue earned on direct finance leases.

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***Revenue Recognition Equipment Leasing Revenue***

We generate equipment leasing revenue through short-term and long-term leases with shipping lines and ocean carriers. In the majority of our transactions, we act as the lessor of leasing equipment for a specified period of time and at a specified per diem rate. Revenue is recognized on a straight-line basis over the life of the respective lease.

***Revenue Recognition Direct Finance Revenue***

We enter into direct finance leases as lessor of equipment that we own. In most instances, the leases include a bargain purchase option to purchase the leased equipment at the end of the lease term. The Net investment in direct finance leases represents the receivables due from lessees, net of unearned income. The lease payments are segregated into principal and interest components similar to a loan. Unearned income is recognized on an effective interest basis over the life of the lease term and is recorded as finance revenue in the Consolidated Statements of Operations. The principal component of the lease payment is reflected as a reduction to the Net investment in finance leases.

***Revenue Recognition Other Revenue***

Other revenue includes fees that our customers are contractually obligated to pay to return equipment to a leasable condition as well as fees for third party positioning of equipment. In accordance with *Revenue-Revenue Recognition Principal Agent Considerations* Topic 605 of the FASB Accounting Standards Codification (the "Codification"), we recognize billings to customers for damages incurred and certain other pass-through costs as revenue. We recognize gross revenues from these pass-through costs as we are the primary obligor with respect to purchasing goods and services from third parties; we generally have the discretion in selection of the repair service provider; and we generally have the credit risk because the services are purchased prior to reimbursement being received.

Other revenue includes fees earned on the management of container equipment for third party owners.

***Leasing Equipment***

As of December 31, 2009, Leasing equipment includes refrigerated and dry containers and gensets, which are stated at cost less accumulated depreciation. Residual values are evaluated annually or sooner if market conditions cause our estimates to change significantly. We estimate residual values based on fair market values and prior history. We account for initial direct costs in the acquisition of leases in accordance with the *Leases* FASB Topic 840. In certain circumstances, we will prepay commissions to sales agents when they have closed equipment lease transactions. For both operating and direct finance leases, we capitalize those commission payments and amortize them over the initial lease term or the earliest date that the lease may be terminated.

***Containers***

Containers are recorded at cost and depreciated to an estimated residual value on a straight-line basis over the estimated useful life of the equipment. The estimated useful life for our reefers is 15 years from the date of service and 12.5 years for dry containers. Residual values for reefers are estimated to be 10% of their original cost and dry containers residual values are estimated to be 37% of their original cost. Cost incurred to place the new equipment into service, including costs to transport the equipment to its initial on-hire location, are capitalized. We recognize repair and maintenance costs that do not extend the lives of our assets as incurred and include them in Direct operating expenses in the Consolidated Statements of Operations.

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***Gensets***

Gensets are recorded at cost and depreciated to an estimated residual value on a straight-line basis over the estimated useful life of the equipment. Gensets are depreciated over a 12 year life from the date of service. Residual values for gensets are estimated to be 10% of their original cost.

***Direct Finance Leases***

Direct finance leases are recorded at the aggregated future minimum lease payments, including any bargain or economically compelled purchase options granted to the customer, less unearned income. Management performs annual reviews of the estimated residual values.

***Accounting for Customer Defaults***

We have sought to reduce credit risk by maintaining insurance against loss of equipment (and to a limited extent, loss of lease revenue) due to customer insolvency. We cease the recognition of lease revenues for amounts billable to the lessee after the lease default date at the time we determine that such amounts are not probable of collection from the lessee. In connection with the accounting for the insurance policy, we record a reduction to our expenses in the period when the insurance proceeds are received.

***Leasing Equipment Held for Sale***

In accordance with the *Property, Plant and Equipment* FASB Topic 360, leasing equipment held for sale are stated at the lower of carrying value or fair value less estimated costs to sell. Leasing assets held for sale are not depreciated and related deferred costs are not amortized. Leasing assets held for sale are recorded at the lower of cost or fair market value. The majority of our impairments occur at the conclusion of an operating lease whereby our equipment is of an advanced age with a certain amount of damage that the lessee is responsible for. The decision to categorize the equipment as "held for sale" is based upon a discounted cash flow model which includes costs rebillable to the lessee. These costs are recorded as Other revenues and are not recorded as a reduction of the impairment on leasing assets.

***Sales of Leasing Equipment***

We record the gains and losses from the sales of leasing equipment as part of Other expense, net on the Consolidated Statement of Operations. Gains and losses are recognized upon completion of the sale based upon the sales price and the book value of the equipment.

***Impairment of Leasing Equipment***

In accordance with the *Property, Plant and Equipment* FASB Topic 360, "Accounting for the Impairment or Disposal of Long-Lived Assets", we review our leasing equipment for impairment when events or changes in circumstances indicate that the carrying amount of the asset group as a whole may not be recoverable. Impairment exists when the carrying value of leasing assets taken as a whole exceeds the sum of the related undiscounted cash flows. Our review for impairment includes considering the existence of impairment indicators including third party appraisals of our equipment, adverse changes in market conditions for specific long-lived assets and the occurrence of significant adverse changes in general industry and market conditions that could affect the fair value of our equipment. When indicators of impairment suggest that the carrying value of our leasing assets may not be recoverable, we determine whether the impairment recognition criteria have been met by evaluating whether the carrying value of the leasing assets taken as a whole exceeds the related undiscounted future cash flows expected to result from the use and eventual disposition of the asset group. The preparation of the related undiscounted cash flows requires the use of assumptions and estimates,

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including the level of future rents, the residual value expected to be realized upon disposition of the assets estimated downtime between re-leasing events and the amount of re-leasing costs.

In 2009, we determined that market conditions warranted testing our equipment under lease for impairment. This test was completed by equipment type and showed that the future undiscounted cash flows substantially exceeded our carrying value for all equipment types.

Additionally, we test our equipment for impairment when equipment comes off lease and a determination is made as to whether the carrying value of the equipment exceeds its estimated future undiscounted cash flows.

If we determine that the carrying value may not be recoverable, we will assess the fair values of the assets. In determining the fair value of the assets, we consider market trends, published values for similar assets, recent transactions of similar assets and quotes from third party appraisers. If the carrying amount of the equipment coming off lease exceeds its fair value, an impairment charge is recognized in the amount by which the carrying amount exceeds the fair value.

***Provision for Doubtful Accounts***

Our allowance for doubtful accounts is based upon a periodic review of the collectability of our receivables on a customer-by-customer basis for those accounts which we believe may be experiencing difficulties in meeting their payment terms or have had such difficulties in the past. The determination of the amount of the allowance for the doubtful account for each of these customers is based upon several factors including: their credit rating, their prior payment history, discussions with the customers' management, and current events we are involved in that could have financial implications. For all remaining accounts, we apply a delinquency factor based upon prior history to the total amount due in order to determine the allowance for doubtful accounts. The delinquency factor represents the best estimate of those accounts that will become uncollectible. Changes in economic conditions may require a reassessment of the risk and could result in additions or deductions to the allowance for doubtful accounts. We believe our allowance for doubtful accounts is adequate to provide for credit losses inherent in our existing receivables. However, actual losses could exceed the amounts provided for in certain periods.

***Income Taxes***

As a newly-formed corporation, we provide for income taxes for our taxable subsidiaries, under the provisions of FASB Topic 740 *Accounting for Income Taxes*. FASB Topic 740 requires an asset and liability based approach in accounting for income taxes. Deferred income tax assets and liabilities are recognized for the future tax consequences attributed to differences between the U.S. GAAP and tax basis of existing assets and liabilities using enacted rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is established when necessary to reduce deferred tax assets to the amount we estimated to be realizable.

***Business Combinations***

A component of our growth strategy has been to acquire and integrate businesses that complement our existing operations. We account for business combinations in accordance with FASB Topic 805. Under FASB Topic 805, we allocate the purchase price of acquired companies to the tangible and intangible assets acquired and liabilities assumed based upon their estimated fair value at the date of purchase. The difference between the purchase price and the fair value of the net assets acquired is recorded as goodwill.

The fair value of acquired businesses is determined based on valuations performed by independent valuation specialists under management's supervision, if necessary. We believe the estimated fair values

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determined for our acquisitions and allocated to assets acquired and liabilities assumed are based on reasonable assumptions. Such assumptions are not certain and may not be indicative of actual performance. Therefore, actual results could differ from those estimates.

***Goodwill***

Goodwill represents the excess of purchase price and related costs over the value assigned to the net tangible and identifiable intangible assets of businesses acquired. In accordance with Intangibles Goodwill and Other Topic of the FASB Topic 805, goodwill is not amortized, but instead is tested for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired. We evaluate the recoverability of goodwill using a two-step impairment test approach. Management has determined that we have one reporting unit.

In the first step, the fair value is compared to its carrying value including goodwill. Fair value is estimated using a discounted free cash flow analysis which is based on current operating budgets and long range projections. The assumptions for the projections are based on management's historical experience as well as their future expectations of market conditions. Free cash flow is discounted based on market comparable weighted-average cost of capital rates derived from the capital asset pricing model. The inputs to the model were primarily derived from publicly available market data.

If the fair value is less than the carrying value, a second step is performed which compares the implied fair value of the goodwill to the carrying value of the goodwill. The implied fair value of the goodwill is determined based on the difference between the fair value of the reporting unit and the net fair value of the identifiable assets and liabilities. If the implied fair value of the goodwill is less than the carrying value, the difference is recognized as an impairment charge.

We performed our impairment assessment of goodwill using consistent methodologies and concluded that fair value substantially exceeded carrying value and no impairment existed for the years ended December 31, 2007, 2008 and 2009.

***Derivatives Instruments and Hedging Activities***

We account for derivative instruments in accordance with the *Derivatives and Hedging* FASB Topic 815, which requires that all derivative instruments be recorded on the balance sheet at their fair value and establishes criteria for both the designation and effectiveness of hedging activities.

In order to reduce interest rate risk, we have and may enter into interest rate swap agreements from time to time where we would receive floating rate payments in exchange for fixed rate payments, effectively converting a floating rate borrowing to fixed rate. We intend to hedge only the risk related to changes in the benchmark interest rate (LIBOR). We do not enter into other derivative financial instruments for trading or speculative purposes.

We face credit risk if the counterparties to these transactions are unable to perform their obligations. However, we seek to minimize this risk by entering into transactions with counterparties that are major financial institutions with high credit ratings.

***New Accounting Pronouncements***

Effective June 30, 2009, we adopted the interim disclosure provisions about the fair value of financial instruments as required by the *Fair Value Measurement and Disclosures* Topic 820 of the FASB ASC. The adoption had no impact on our consolidated financial statements besides certain additional disclosures. See Note 2 Nature of Operations and Summary of Significant Accounting Policies Fair Value of Financial Instruments in our audited consolidated financial statements.

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Effective June 30, 2009, we adopted the subsequent event provisions as required by the *Subsequent Events* FASB Topic 855. The adoption had no impact on our audited consolidated financial statements besides the additional disclosure of the date through which we evaluated subsequent events.

Effective January 1, 2009, we adopted enhanced disclosures about how and why we use derivative instruments, how they are accounted for, and how they affect our financial performance as required by the *Derivative and Hedging* FASB Topic 815. The adoption had no impact on our consolidated financial statements besides certain additional disclosures. See Note 6 Derivatives and Hedging Activities in our audited consolidated financial statements.

*Pending Adoption*

In June 2009, the FASB issued authoritative guidance on the accounting for transfers of financial assets, which is effective for reporting periods beginning after November 15, 2009. The new requirement eliminates the concept of a qualifying special-purpose entity, creates more stringent conditions for reporting a transfer of a portion of a financial asset as a sale, clarifies other sale-accounting criteria, and changes the initial measurement of a transferor's interest in transferred financial assets. We do not expect the adoption of this update to the accounting standards to our consolidated financial position or results to have a material impact.

In January 2010, the FASB issued authoritative guidance on accounting for the *Fair Value Measurements and Disclosure; Improving Disclosures about Fair Value Measurements* FASB Topic 820. This pronouncement requires additional information to be disclosed principally with respect to Level 3 fair value measurements and transfers to and from Level 1 and Level 2 measurements. In addition, enhanced disclosure is required concerning inputs and valuation techniques used to determine Level 2 and Level 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Earlier application is permitted. We are currently assessing the potential impact of adoption, if any, on our consolidated financial statements.

No other new accounting pronouncements issued or effective during 2009 had or is expected to have a material impact on our consolidated financial statements.

**Off-Balance Sheet Arrangements**

In the ordinary course of business, we execute contracts involving indemnifications standard in the industry and indemnifications specific to a transaction such as an assignment and assumption agreement. These indemnifications might include claims related to any of the following: tax matters and governmental regulations, and contractual relationships. Performance under these indemnities would generally be triggered by a breach of terms of the contract or by a third party claim. We regularly evaluate the probability of having to incur costs associated with these indemnifications and have concluded that none are probable. The principal types of indemnifications for which payment are possible are as follows:

*Taxes*

In the ordinary course of business, we provide various tax-related indemnifications as part of transactions. The indemnified party typically is protected from certain events that result in a tax treatment different from that originally anticipated. Our liability typically is fixed when a final determination of the indemnified party's tax liability is made. In some cases, a payment under a tax indemnification may be offset in whole or in part by refunds from the applicable governmental taxing authority. We are party to numerous tax indemnifications and many of these indemnities do not limit

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potential payment; therefore, we are unable to estimate a maximum amount of potential future payments that could result from claims made under these indemnities.

**Quantitative and Qualitative Disclosures about Market Risk**

*Exchange Rate Risk*

While our leasing per diems are billed and paid to us in U.S. dollars, we are subject to exchange gains and losses for local currency expenditures. We record the effect of non-U.S. dollar currency transactions when we translate the non-U.S. subsidiaries' financial statements into U.S. dollars using exchange rates as they exist at the end of each month.

We have a division located in Denmark, with the functional currency of the Danish Krone. The effect of fluctuations in Danish Krone was not material in any period presented.

*Interest Rate Risk*

We have long-term debt obligations that accrue interest at variable rates. Interest rate changes may therefore impact the amount of interest payments, future earnings and cash flows. We have entered into interest rate swap agreements to mitigate the impact of changes in interest rates that may result from fluctuations in the variable rates of interest accrued by our long-term debt obligations. Based on the debt obligation payable as of December 31, 2009, we estimate that cash flows from interest expense relating to variable rate debt and the relevant interest rate swap agreement would increase (decrease) by \$0.03 million on an annual basis in the event interest rates were to increase (decrease) by 10%.

*Credit Risk*

We are subject to concentrations of credit risk with respect to amounts due from customers. We seek to limit our credit risk by performing ongoing credit evaluations and, when deemed necessary, require letters of credit, guarantees or collateral. Our credit policy sets different maximum exposure guidelines for each customer. Credit criteria may include, but are not limited to, customer trade route, country, social and political climate, assessments of net worth, asset ownership, bank and trade credit references, credit bureau reports, operational history and financial strength.

We seek to reduce credit risk by maintaining insurance coverage against customer insolvency and related equipment losses. We maintain contingent physical damage, recovery and loss of revenue insurance, which provides coverage in the event of a customer's insolvency, bankruptcy or default giving rise to our demand for return of all of our equipment. Subject to the policy's deductible and other terms and conditions, it covers the cost of recovering our equipment, damage to the equipment, loss of equipment and, to a limited extent, lost revenues. This coverage automatically renews for one additional one-year term on the anniversary of the commencement date subject to maintaining a certain claim experience rate.

Our hedging transactions using derivative instruments have counterparty credit risk. The counterparties to our derivative arrangements and repurchase agreements are major financial institutions with high credit ratings. As a result, we do not anticipate that any of these counterparties will fail to meet their obligations. However, there can be no assurance that we will be able to adequately protect against this risk and will ultimately realize an economic benefit from our hedging strategies or recover the full value of the securities underlying our repurchase agreements in the event of a default by a counterparty.

*Provision for Doubtful Accounts*

The provision for doubtful accounts includes our estimate of allowances necessary for receivables on both operating and direct financing lease receivables. The provision for doubtful accounts is

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developed based on two key components (1) specific reserves for receivables which are impaired for which management believes full collection is doubtful and (2) reserves for estimated losses inherent in the receivables based upon historical trends. We believe our provision for doubtful accounts is adequate to provide for credit losses inherent in our accounts receivable. The provision for doubtful accounts requires the application of estimates and judgments as to the outcome of collection efforts and the realization of collateral, among other things. In addition, changes in economic conditions or other events may necessitate additions or deductions to the provision for doubtful accounts. Direct financing leases are evaluated on a case-by-case basis. When evaluating our operating and direct financing lease receivables for impairment, we consider, among other things, the level of past due amounts of the respective receivable, the borrower's financial condition, credit quality indicators of the borrower, the value of underlying collateral and third party credit enhancements such as guarantees and insurance policies. Once a direct financing lease is determined to be non-performing, our procedures provide for the following events to take place in order to evaluate collectability:

The past due amounts are reclassified to accounts receivable,

The equipment value supporting such direct financing lease is reclassified to leasing equipment, and

Collectability is evaluated, taking into consideration equipment book value and the total outstanding receivable, as well as the likelihood of collection through the recovery of equipment.

The adequacy of our provision for doubtful accounts is provided based upon a monthly review of the collectability of our receivables. This review is based on the risk profile of the receivables, credit quality indicators such as the level of past-due amounts and economic conditions, as well as the value of underlying collateral in the case of direct financing lease receivables.

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**INDUSTRY**

*This section entitled "Industry," including all statistical and other information set forth below, has been prepared by Harrison Consulting and has been included in this prospectus in reliance on the authority of Harrison Consulting as an expert in statistical and other analysis of the container leasing industry. See "Experts." Harrison Consulting has informed us that it has derived the information set forth in this section from publicly available data, and that its estimates of future container trade growth are based on assumptions about the world economy and trade flows as of March 2010.*

**Containerization**

Since its beginnings in the late 1960s, containerization has become an integral part of the global economy. The use of containers in global trade has resulted in considerable productivity and efficiency gains. The primary benefits of containerization are improved productivity, security and efficiency. Figure 1 below describes these benefits in more detail.

*Figure 1 Benefits of Containerization*

<b>Containerization</b>	<b>Intermodality</b>	<b>Standardization</b>
Loading 20-30 tons of cargo on a ship (a morning's work for a team of dockworkers by conventional means) today takes one crane driver about 45 seconds.	Cargo is loaded at origin and moved by truck, rail, barge and ship to its ultimate destination without the need for intermediate handling, significantly reducing loss, pilferage, and security risks.	Standard-dimension containers can be handled and transported rapidly and safely with standardized handling equipment throughout the world.

Today over 5,000 container ships transport 1.3 billion tons of containerized cargo a year, accounting for approximately 25% of all dry-cargo shipments and 16% of total seaborne trade. This generates approximately 500 million 20 foot-equivalent ("TEU") container moves through the world's container ports, and yields annual revenues of \$200 billion for the container shipping lines.

**Containers**

Containers are large standardized steel boxes built to International Standardization Organization (ISO) norms and used for intermodal freight transportation. They are constructed with a steel frame and steel corner castings and are fully or partially enclosed with steel panels and doors. Containers used in international trade are generally 8 feet wide, 8 feet and 6 inches (standard) or 9 feet and 6 inches (high-cube) high, and 20 feet, 40 feet or 45 feet long.

As of December 31, 2009 the size of the world container fleet was approximately 26 million TEU, 55% of which was owned by the shipping lines and other operators, and 45% of which was owned or managed by the container lessors. For the first time in history, the container fleet shrank by approximately 4% in 2009, but is expected to resume its growth in line with expanding container trade.

*Figure 2 World Container Fleet 1977-2009 (Millions of TEU)*

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Containers can be divided into four main categories:

*Dry-freight containers* Dry-freight standard containers are fitted with steel roof, end and side panels, wooden floors and steel doors. Dry-freight containers make up approximately 90% of the container fleet by TEUs and are used to carry a wide range of semi-finished and finished manufactured goods, raw materials and agricultural produce.

*Dry-freight specials* Dry-freight special containers are similar to dry-freight standard containers but modified in some way for specific cargos or uses. These include open-top, flat-rack, bulk, super-ventilated and open-side containers.

*Refrigerated* Refrigerated (reefer) containers have insulated stainless steel side and roof panels, composite floors, and an external temperature-control unit affixed to the front of the container by which the internal temperature of the container is controlled. Reefers carry frozen and chilled food produce such as meat, fish, fruit and vegetables.

*Tanks* Tank containers consist of a stainless steel cylinder set within an ISO steel frame. Tanks are used for the carriage of industrial chemicals in liquid form and potable liquids such as fruit juices and wines.

Figure 3 World Container Fleet by Container Type, 2010

Container Types	TEU	Percentage of Total Fleet US\$ Replacement Cost	Sample Cargos
Dry-freight standard	89%	60%	Manufactured goods, furniture, appliances, clothing
Dry-freight special	4%	7%	Sheet glass; large machinery, vehicles; grains
Reefer	6%	23%	Frozen/chilled meat, fish, fruit and vegetable
Tank	1%	10%	Industrial chemicals and potable liquids

**Container Trade**

Container trade has grown at an annual rate of more than 8% for over 30 years. In the last 10 years, growth has been underpinned by globalization and the emergence of China as the world's leading manufacturing base, and it has grown at approximately three times the world GDP growth rate over the period. Figure 4 below compares cumulative historical world GDP, seaborne trade and container trade growth.

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*Figure 4 Cumulative World GDP, Seaborne Trade and Container Trade Growth (1980-2009)*

Figure 5 compares recent year-on-year growth in world GDP with growth in global container trade and shows that container trade has expanded at a multiple of GDP growth. During the period 2001 through 2008, global container trade grew at 3.3 times the rate of global GDP on average. Figure 5 also shows an illustrative scenario for container trade growth in 2010 and 2011. It is not a prediction of growth. Rather it is provided as an illustrative example to show how container trade growth could relate to GDP growth if the former were to increase at a multiple of the latter as it has done in previous years. Under this scenario, if world GDP grew at an annual rate of 3.9% in 2010 and 4.3% in 2011 (which reflect International Monetary Fund estimates as of January 26, 2010), and if container trade grew at a multiple of 2.0x GDP in each of those years, then container trade would grow by approximately 8% in 2010 and 9% in 2011. Global GDP growth depends on many factors and current estimates for such growth in the next two years vary. Similarly, the actual relationship between container trade and GDP growth varies from year to year and could be greater or less than 2.0x in the coming years.

*Figure 5 Container Trade Growth vs. GDP (2001-2011)*

Container trade growth multiple of GDP growth										
2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011
1.1x	7.0x	4.9x	3.9x	3.0x	2.3x	3.0x	1.6x	n/a	2.0x	2.0x

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Expectations of a return to sustained growth are based on the following:

Trade indices derived from more detailed data show that container traffic has increased 20% to 30% from its low point in the first quarter of 2009 (Figure 6).

First-quarter 2010 data indicate that China and other developing-Asian economies are growing strongly and that consumer demand in the developed world is recovering.

Improving living standards and increases in disposable income in Brazil, Russia, India, China and other developing economies are expected to contribute to growth in container trade.

The figure below compares various container-trade-related indices from January 2008 through December 2009.

*Figure 6 Container-Trade-Related Indices, January 2008 - December 2009 (July 2008 = 100%)*

**Container Shipping**

Container shipping has developed in parallel with the growth in container trade to become a sizeable global business. It is dominated by the 20 largest lines who between them account for approximately 80% of total carrying capacity. The five largest lines alone Maersk Line (Denmark), Mediterranean Shipping (Switzerland), CMA CGM (France), Evergreen Marine (Taiwan) and APL (Singapore) account for over 40% of capacity.

Annual container trade growth of 10-15% each year from 2002 to 2007 and long lead times for new vessel deliveries led to an accumulation of new containership orders which, by the end of 2007, amounted to over 60% of the then-deployed vessel fleet. When trade growth slowed in 2008 and then declined in 2009, containership owners and operators faced a chronic over-supply of tonnage, which adversely affected their earnings and led to the virtual cessation of capital investment in container shipping. In 2008, the top 20 lines generated approximately 100 million TEU of loaded container moves and \$155 billion of revenues. For 2009, container volumes are expected to be down by about 10% and revenues to be down by 30-40%.

In spite of the heavy losses experienced in 2009, container lines were generally supported by their shareholders and/or national governments, and completed capital-raising and debt-restructuring measures enabled all top 20 lines to remain in business.

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**Container Leasing**

Approximately 45% of the global container fleet is owned or managed by container lessors with the balance owned directly by container shipping lines and other operators. Operators such as container shipping lines and other freight transport companies lease a significant portion of their container fleets for several reasons:

*Alternative source of financing* Container lessors provide an alternative source of capital for the shipping lines and other freight transport companies that operate in a high-growth and capital-intensive business. The leased percentage of the world fleet is likely to increase in the medium term as shipping lines currently have more limited access to capital for investment in new containers.

*Operational flexibility* Leased containers can be used to cover short-term peaks in demand, unplanned requirements in specific locations, or the provisioning of potentially temporary new services. Leased containers can also be used to supply high-demand locations where operators have frequent equipment shortages.

*Operational cost savings* Shipping lines can reduce their imbalance costs by picking up containers in demand locations and redelivering them in surplus locations.

*Fleet mix flexibility* The availability of leased containers facilitates operators' constant need to adjust the type, age, owned percentage and geographical disposition of their fleets.

The concentration of the 11.5 million TEU leased container fleet in the hands of the top lessors has increased in the last three years as a result of a series of acquisitions and fleet mergers:

Textainer took over management of Gateway, Capital Lease, Capital Intermodal, Xines and Amficon.

SeaCube acquired Carlisle Leasing International, Interpool and leases previously managed by Magnum Lease.

CAI acquired Consent Leasing.

Cronos took over the fleet of UES in Hamburg.

As a result of this acquisition and fleet merger activity, and organic growth by Florens, Dong Fang (DFIL) and Beacon, the top five container lessors now account for 62% of the leased container fleet, and the top 15 for 95% of it. Figure 7 ranks the top lessors by the size of their reefer container fleets, and also shows the total fleet size of each lessor.

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Figure 7 Top 15 Container Lessors' Fleet Size as of December 31, 2009

Lessors		Reefer Fleet (TEU)	Share of Reefer Fleet	Total Fleet (TEU)
SeaCube	USA	141,000	28%	842,570
GE SeaCo	Singapore	115,000	23%	970,000
Triton	USA	65,000	13%	1,425,000
TAL	USA	60,000	12%	1,060,000
Florens	Hong Kong	43,000	8%	1,600,000
Textainer	USA	23,000	5%	2,285,000
Cronos	UK	22,000	4%	650,000
Beacon	USA	15,000	3%	125,000
Dong Fang	China	7,000	1%	350,000
CAI	USA	5,000	1%	770,000
Gold	France	0	0%	500,000
UES	Hong Kong	0	0%	250,000
Blue Sky	UK	0	0%	100,000
CARU	Netherlands	0	0%	90,000
Waterfront	USA	0	0%	70,000
Other		10,000	2%	450,000
<b>Total</b>		<b>506,000</b>		<b>11,537,570</b>

Figure 8 shows the market share of the top lessors, firstly in terms of their reefer container fleets measured in TEU, secondly in terms of the replacement cost of their total container fleets measured in U.S. dollars.

Figure 8 Market Share of Top 10 Container Lessors as of December 31, 2009

**Top 10 Reefer Lessors  
by Fleet Size (TEU)**

**Top 10 Lessors  
by Replacement Cost of Fleet (\$)**

As part of a diversified container leasing portfolio, reefer container fleets have historically been attractive to lessors for several reasons:

*More stable demand* Because of the types of cargo carried in reefers (predominantly food produce), this market segment has been characterized by stable long-term growth, largely unaffected by the marked cyclicity of most other shipping sectors.

*Less equipment price volatility* Linked to the stability of demand, new reefer container prices have been less volatile than those of dry-freight containers.

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*Economies of scale* Because the value of a reefer container is six to eight times the value of a 20 foot dry-freight container (depending on the size of the reefer) major operating costs such as storage, handling, positioning and inspection are considerably lower in proportion to the revenue it generates. If fleet utilization falls because of a downturn in demand, the proportionately lower cost of storing idle reefer containers can be an important factor.

*Less commoditized market sector* Shipping lines have shown some preference for reefer lessors who can demonstrate a track record of reliability, provide high levels of technical and operational expertise, and who have the ability to partner with them to provide technical and marketing support for the development of new reefer trades. This facet of the business makes it more difficult for new entrants to take market share from well-established lessors.

*Lessee credit quality* The reefer container shipping market is dominated by a few major operators, with five shipping lines controlling some 50% of reefer container-vessel capacity. Reefer container leasing is predominantly (although not exclusively) with these lines and other operators of comparable standing.

In addition to the above, future demand for reefer containers will be driven by technological advances making it possible to carry a wider range of food produce over longer distances, by fast-growing populations in food-importing regions such as the Middle East, and by the switching of reefer cargo from conventional reefer ships to reefer containers.

***Container Prices and Lease Rates***

The price of a 20 foot standard dry-freight container, which serves as a benchmark for other types of dry-freight containers, currently ranges from \$2,100 to \$2,200.

Reefer container prices, which are approximately six to eight times that of a 20 foot dry-freight container (depending on the size of the reefer), have also trended downward over the last 20 years. However, because of the greater stability in underlying demand for this equipment type, the combination of a refrigeration machine and the box, average annual reefer prices over the same period have been more stable than dry-freight container prices. Since 1998, reefer prices have not exceeded \$19,250 or fallen below \$16,500, a variation of less than 15%.

*Figure 9 New 20 foot Standard and 40 foot Reefer Container Prices (1990 to 2010)*

Container lessors typically offer new containers to their customers under three to five year fixed-term leases. Per-diem rates on new container leases are typically a function of the container lessor's required rate of return and the then-prevailing new container price. As a result of the price differential between reefers and dry-freight containers, per-diems for reefers are approximately six to eight times that of a dry-freight container. The per-diem rates charged by lessors for used containers at depots are typically a function of several factors such as the location and age of the equipment, the price of new containers and the overall balance of supply and demand of used containers.

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Demand for equipment in the secondary (predominantly non-marine) market remains consistent with historical levels. Average realized prices for 12 to 15 year-old dry-freight containers in 2009 were consistent with long-term historical averages and are trending higher as rising utilization in the primary marine market reduces the supply of equipment to the secondary market.

***Supply and Demand***

The delivery lead time for new containers is 30 to 90 days and is significantly shorter than the two to four year delivery lead time for container ships. As a result, changing market conditions result in changes in the container fleet far more quickly than changes in the containership fleet. When trade demand slowed in the second half of 2008, container lessors and operators ceased ordering new containers, causing a 95% reduction in production of new containers, and essentially no new units were added to the fleet in 2009. Figure 10 below shows 10 years of historical container production volumes.

*Figure 10 Historical Production Volume in Millions of TEUs (2000 - 2009)*

In contrast to this, containership owners and operators are still taking delivery of vessels ordered in the trade boom of 2006-07. Figure 11 illustrates that while the container fleet shrank through normal attrition in 2009, the containership fleet continued to grow. Figure 11 also illustrates that the current container order book is insignificant in comparison with the containership order book.

*Figure 11 Comparison of Containership and Container Box Fleet Size and Order Book*

	Container Ships (TEU Slots)	Container Boxes (TEU)
Fleet size (December 2008)	12,700,000	27,000,000
Fleet size (December 2009)	13,150,000	26,000,000
2008 to 2009 change in fleet size	4%	(4)%
Order book (March 2010)	4,300,000	300,000
Order book as percentage of fleet	33%	1%

While containership over-capacity is likely to persist in the medium term, container utilization is increasing. Figure 12 shows the average quarterly utilization rate for leading container lessors Textainer, TAL International and CAI since the first quarter of 2008. This indicates that lessor fleet utilization has been rising in response to the upturn in trade since mid-2009 and is expected to continue improving in 2010.

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Figure 12 Textainer, TAL International and CAI Container Fleet Utilization (Q1 2008 - Q1 2010)

**Outlook for Container Leasing**

The data considered above indicate a favorable outlook for the container leasing industry as a whole over the next several years for the following reasons:

*Virtual cessation of new production* The near complete cessation of new container production and the effect of normal fleet attrition in 2009 meant that equipment surpluses began to decrease in the second half of 2009.

*Reduced production capacity* Container manufacturers closed several factories and significantly reduced their workforces in 2009. It will likely be months before those factories are re-opened, production lines are re-stocked and workforces are re-trained. Analysts estimate that production in 2010 will be sufficient to replace fleet retirements but is not likely to result in overall fleet growth.

*Growing demand for containers* Demand for containers is increasing because of renewed trade growth and the progressive introduction of slow steaming, which means that operators require more containers in their system to deliver the same amount of cargo.

*Container shipping lines' restricted access to capital* Due to significant losses incurred by container shipping lines in 2009 and the capital required to finance their vessel order book, shipping lines have limited capacity to finance new container purchases. While liners have historically relied on container lessors for approximately 45% of their container equipment needs, it is likely that they will rely more heavily on leased containers to meet trade growth in the near to medium term.

*Increased cost of capital* Capital for new container acquisition programs is more limited and more expensive than prior to the 2008-09 economic crisis. Lessors should therefore be in a position to improve lease margins on both new equipment from factory and on used equipment from depots.

The outlook for container leasing is subject to many unpredictable factors that could cause actual results to differ substantially from the matters described above. See "Special Note Regarding Forward-Looking Statements."

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**BUSINESS**

**Our Company**

We are one of the world's largest container leasing companies based on total assets. Containers are the primary means by which products are shipped internationally because they facilitate the secure and efficient movement of goods via multiple transportation modes, including ships, rail and trucks. The principal activities of our business include the acquisition, leasing, re-leasing and subsequent sale of refrigerated and dry containers and generator sets. We lease our containers primarily under long-term contracts to a diverse group of the world's leading shipping lines. We employ 78 people in seven offices in four countries, and as of December 31, 2009, we had total assets of \$1.1 billion.

We own or manage a fleet of 542,340 units, representing 842,570 TEUs of containers and generator sets. According to Harrison Consulting, a recognized industry consultant, we are the world's largest lessor of reefers with approximately 28% market share based on TEUs. As of December 31, 2009, our total utilization was 96.7%, as measured in units. We plan to grow our business by maximizing the profitability of our existing fleet and making additional investments in new containers. We plan to pay quarterly dividends.

We lease three types of assets:

*Reefers*, which are used for perishable items such as fresh and frozen foods;

*Dry freight containers*, which are used for general cargo such as manufactured component parts, consumer staples and apparel; and

*Gensets*, which are diesel generators used to provide mobile power to reefers.

We lease these assets on a per diem basis on two principal lease types under which the lessee is responsible for all operating costs including taxes, insurance and maintenance:

*Operating leases*, typically with initial terms of five to eight years, under which containers are re-leased or returned to us at expiration of the initial lease; and

*Direct finance leases*, which are typically structured as long-term leases with a bargain purchase option, under which ownership transfers to the lessee at expiration of the lease.

As of December 31, 2009, approximately 51% of our owned assets were reefers and approximately 90% of our owned assets were on long-term and direct finance lease. The following charts show the percentages of our owned assets by equipment type and by lease type as of December 31, 2009:

**Net Book Value by Equipment Type**

**Net Book Value by Lease Type**

We expect to benefit from the size and growth of the container leasing market and to increase our revenues and earnings by acquiring additional containers. The current container market comprises over

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26 million TEUs of containers, approximately 55% of which are owned by the shipping lines and the balance of which are owned or managed by container leasing companies. According to Harrison Consulting, over the last 30 years, containerized trade has grown by more than 8% per year and has outpaced world GDP growth by more than three times on average. In 2009, container trade declined by approximately 10%, but volumes have already begun to recover, and Harrison Consulting estimates that container trade growth will revert to historical levels in the coming years.

As containerized trade continues to recover, we believe that we will be able to play a significant role in providing new containers to the world's shipping lines. In our view, increased demand for containers, limited supply of existing containers and current capital constraints of our customers due to significant newbuild ship orders should make them more inclined to lease containers to meet their equipment needs. We plan to continue to focus on acquiring reefers as we believe that these assets are supported by strong and consistent customer demand. Furthermore, we plan to continue to focus on leasing our equipment on long-term leases. We believe that this strategy enables us to maintain high utilization rates and to achieve more stable and predictable operating results.

For the year ended December 31, 2009, we generated total revenue of \$141.9 million, net (loss) of \$(15.0) million, Adjusted net income of \$17.2 million and Adjusted EBITDA of \$206.4 million. For a definition of Adjusted net income and Adjusted EBITDA and a reconciliation of net income to Adjusted net income and Adjusted EBITDA, see "Summary Historical Consolidated Financial Data."

**Competitive Strengths**

We believe that the key competitive strengths that will enable us to execute our strategy include:

***Leading Market Position.*** We are one of the world's largest container lessors and the world's largest lessor of reefers with approximately 28% of the refrigerated container market share based on TEUs as of December 31, 2009. Reefers have historically demonstrated greater stability in underlying demand, pricing and lease rates than other types of containers. We believe that our strength in the reefer market provides us with certain utilization, cost, marketing and capability advantages relative to other container leasing companies with lower reefer market share.

***High and Stable Utilization.*** Over the last two years, our utilization rate has averaged 97.0% and is currently 96.7% measured in total units. In 2009, during the first period of decline in global container trade since 1980, our utilization rate averaged 96.5% of total units. As of December 31, 2009, approximately 90% of our owned assets based on net book value were on long-term lease to our customers. The average remaining term of our existing lease portfolio, including both short- and long-term operating leases as well as direct finance leases, was approximately 3.8 years. We believe that our focus on reefers as well as our focus on long-term and direct finance leases has enabled us to maintain high and consistent utilization rates.

***Our Assets Generate Significant Cash Flow.*** Our assets generate significant and predictable revenues and operating cash flow that reflects our high and stable asset utilization, low customer defaults and high recovery rates, strong operating profit margins and low working capital requirements. As of December 31, 2009, our existing leases provided for \$862 million of contracted cash flow through the life of the remaining leases.

***Long-Standing Relationships with High Quality Customers.*** We have an extensive history with our customers which provides us with strong relationships at senior levels of management. In addition, we have built a reputation for service, reliability and quality. We lease our containers to a diversified customer base of over 160 shipping lines throughout the world, including all of the world's 20 largest international shipping lines. Our top customers include APL, CMA-CGM, CSAV, Hanjin, MSC and Maersk Line. We believe that our customer relationships are some of the best in the industry and will enable us to continue to grow our business.

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***Access to Significant Amounts of Capital to Expand our Business.*** Following the completion of this offering, we expect to have over \$ million of available capital to invest in new containers and pursue sale/leaseback transactions. In addition, we have close relationships with a number of third-party owners for whom we currently manage containers, and we believe that these relationships will provide us with opportunities to grow our managed fleet. We believe that our access to capital and our relationships with third-party owners will provide us with a competitive advantage and enable us to grow our business.

***Experienced Management, Global and Scaleable Business Platform.*** Our management team has extensive experience in the acquisition, leasing, financing, technical management and sale of containers. Our key officers have an average of 12 years of related industry experience. We operate globally, using modern asset management systems designed for container leasing companies and are capable of handling a significantly larger asset portfolio without a proportional increase in overhead costs.

**Growth Strategy**

We plan to leverage our competitive strengths to grow our fleet and earnings by employing the following business strategies:

***Continue to Invest in New Container Assets.*** We believe that the current industry dynamics support significant growth opportunities. Demand for containers is driven by global trade growth and slow-steaming (running containerships at slower speeds to reduce fuel costs), which means that shipping lines require more containers to deliver the same amount of cargo. Furthermore, due to negative operating performance beginning in late 2008 and the capital required to finance their containership fleets, we believe that a number of shipping lines will increase the percentage of containers they lease rather than own in the near- to medium-term. Since the beginning of 2004, we and our predecessor have acquired or committed to acquire a total of approximately \$1.8 billion in containers, or an average of over \$300 million per year, demonstrating our ability to originate significant new container investment opportunities.

***Continue to Maintain Disciplined Lease Terms.*** We plan to continue to target attractive returns on our assets over their life cycle by concentrating on long-term leases with a disciplined pricing structure in order to maximize our profitability and fleet utilization. Over the last three years, our renewal rate has averaged 80.6% of total units. Furthermore, we plan to continue to maintain strict underwriting standards as well as proactive credit monitoring to minimize any future credit write-offs. Over the last 6 years, we had net write-offs of less than \$10 million on total billings of approximately \$2.1 billion, representing approximately 0.47%.

***Pursue Container Fleet Acquisitions and Sale/Leaseback Transactions.*** We plan to pursue strategic acquisitions of container fleets, both on an owned and managed basis and sale/leaseback transactions with liner companies to allow us to grow our fleet profitably. In 2009, we completed a large container sale/leaseback transaction with one of our top customers and believe that we will be able to execute more of these transactions over time.

***Opportunistically Pursue Strategic Acquisitions.*** We plan to pursue strategic acquisitions of container leasing companies on an opportunistic basis. In 2007, we acquired the container fleet of Interpool, which added approximately 800,000 TEUs of containers to our owned and managed fleet. We believe that our existing management platform and expertise can support more assets without significant increases to our infrastructure due to the scalable nature of our operations.

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**Industry Trends**

The market for container leasing is characterized by the following key trends:

***Strong Growth in Container Trade.*** Container trade is an important component of the movement of goods through the global economy. According to Harrison Consulting, worldwide container trade has grown at an annual rate of more than 8% for over 30 years. In 2009, container trade decreased for the first time in over 30 years, with a decline of approximately 10%. Beginning in late 2009 and into 2010, trade volumes have begun to recover, and Harrison Consulting estimates that worldwide containerized trade will revert to historical levels in the coming years.

***Limited Supply of Existing Containers.*** In late 2008 and throughout 2009, new container production was limited as shipping lines and container leasing companies virtually ceased ordering new equipment. As a result, according to Harrison Consulting, the world fleet of containers shrank by approximately 4%. Furthermore, while reduced demand for containers led to declining utilization rates during the first half of 2009, utilization rates for container leasing companies began to increase in the fourth quarter of 2009, and have continued to increase in early 2010 for several of our peer companies.

***Significant Use of Leased Equipment.*** Approximately 45% of the global container fleet of over 26 million TEUs is owned or managed by container leasing companies according to Harrison Consulting. We believe that this reliance on operating lessors will increase in the near term as our customers look for alternative sources of capital and continue to require operational flexibility.

**Formation and Corporate History**

We were incorporated by our Initial Shareholder in Bermuda in March 2010. Our Initial Shareholder is a subsidiary of Seacastle. Seacastle is owned by private equity funds that are managed by an affiliate of Fortress and by employees of Seacastle and other shareholders. Container Leasing International, LLC (d/b/a Carlisle Leasing International, LLC and/or Seacastle Container Leasing, LLC), the entity through which we conduct all of our operations, or CLI, was founded in 1993 and was acquired by an affiliate of our Initial Shareholder in 2006. In March 2010, all of the equity interests in CLI were transferred to one of our wholly owned subsidiaries in connection with the Structure Formation described in "Prospectus Summary Formation and Corporate History."

**Our Assets**

Our fleet of equipment consists of three types of container assets: refrigerated containers, dry freight containers and generator sets. These assets are either owned or managed by us on behalf of other third party owners. We lease our equipment to a diversified customer base of the world's leading shipping lines. As of December 31, 2009, we operated approximately 542,340 containers and generator sets, representing 842,570 TEU of containers and generator sets. As of December 31, 2009, the average age of our owned container fleet is 5.4 years.

***Refrigerated Containers.*** Refrigerated containers, or reefers, are insulated containers that include an integrated cooling machine. These containers are typically used to carry perishable cargo such as fresh and frozen produce, meat, poultry, fish and other temperature sensitive products. As of December 31, 2009, our fleet included 76,158 reefers.

***Dry Containers.*** A dry container is essentially a steel box with a set of doors on one end. Dry containers are the least-expensive type of intermodal container and are used to carry most types of freight. As of December 31, 2009, our fleet included 458,936 dry containers.

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*Generator Sets.* Generator sets, or gensets, are portable diesel fueled generators used to power reefers. They can be used when reefers are transported by trucks. When a reefer is carried on a containership, it is usually plugged in to the containership's main power supply. As of December 31, 2009, our fleet included 7,246 gensets.

Our containers are either owned by us or owned by third-parties and managed by us. The table below summarizes the composition of our total fleet by the type of unit as of December 31, 2009:

#### Container Fleet by Units

	Refrigerated	Dry	Gensets	Total
Operating Leases	27,519	27,588	2,807	57,914
Direct Finance Leases	17,378	255,006	2,902	275,286
<b>Total Owned</b>	<b>44,897</b>	<b>282,594</b>	<b>5,709</b>	<b>333,200</b>
Managed	31,261	176,342	1,537	209,140
<b>Total Fleet</b>	<b>76,158</b>	<b>458,936</b>	<b>7,246</b>	<b>542,340</b>

The table below summarizes the composition of our owned fleet by net book value as of December 31, 2009:

#### Container Fleet by Net Book Value (\$ in millions)

	Refrigerated	Drys	Gensets	Total
Operating Leases	\$ 304	\$ 41	\$ 16	\$ 361
Direct Finance Leases	172	366	18	556
<b>Total Fleet</b>	<b>\$ 476</b>	<b>\$ 407</b>	<b>\$ 34</b>	<b>\$ 917</b>

### **Lease Overview**

We focus on leasing our containers on long-term leases. Substantially all of our new equipment is initially leased for terms of five to eight years and approximately 90% of our owned assets were on long-term and direct finance leases as measured by net book value. Approximately 6.4% of our assets as measured by net book value are leased on a short-term basis to satisfy customers' peak or seasonal requirements, generally at higher rates than under long-term leases to reflect the added flexibility that short-term leases provide to our customers. As of December 31, 2009, the average remaining duration of the leases on our owned containers was 3.8 years, and our existing leases provided for total contractual cash flow of \$862 million (assuming early terminations only for which there are no penalties and no renewals).

We offer our customers both long-term operating leases as well as direct finance leases. Long-term operating leases are triple net leases (lessee pays rent as well as taxes, insurance and maintenance expenses that arise from the use of the leased equipment) with fixed per diems and typically have an initial term of five to eight years. Under operating leases, we bear the re-leasing and residual value risks. Long-term operating leases for our assets can contain an early termination provision allowing the lessee to return equipment prior to expiration of the lease upon payment of an early termination fee or a retroactively applied increase in lease payments. We have experienced minimal early returns of our equipment under our long-term leases, primarily because of the penalties involved. Additionally, customers may bear substantial costs related to repositioning and repair upon return of the equipment.

Under a direct finance lease, the customer commits to a fixed lease term and typically receives a bargain purchase option at the expiration of the lease. Under this type of lease, the substantive risks and rewards of equipment ownership are transferred to the lessee. The lease payments are segregated

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into principal and interest components similar to a loan. The interest component, calculated using the effective interest method over the term of the lease, is recognized by us as finance revenue. The principal component of the lease payments is reflected as a reduction to the net investment in the direct finance lease asset in our cash flow statement. As a result, we do not bear utilization or residual value risk for assets that are subject to direct finance leases.

Frequently, a lessee will retain long-term leased equipment well beyond the initial lease term. In these cases, long-term leases will be renewed at the then prevailing market rate, for one to five- year periods or as a direct finance lease. Over the last three years, our renewal rate averaged 80.6% of total units.

We believe that our fleet of reefers as well as our portfolio of long-term and direct finance leases has enabled us to maintain high and consistent historical utilization rates. The average utilization rate for our total fleet as measured in units for the two years ended December 31, 2009 was 97.0% and was 96.7% as of December 31, 2009.

**Utilization (Units)**

	Q1	Q2	Q3	Q4	Year
2009	97.4%	96.7%	95.6%	96.3%	96.5%
2008	97.1%	97.1%	97.9%	97.9%	97.5%

Lease rentals are typically calculated on a per diem basis, regardless of the term of the lease. Our leases generally provide for monthly billing and require payment by the lessee within 60 days after presentation of an invoice. Typically, the lessee is responsible for payment of all taxes, handling charges and other charges arising out of use of the equipment and must carry specified amounts of insurance to cover physical damage to and loss of equipment, as well as bodily injury and property damage to third parties. In addition, our leases usually require lessees to repair any damage to the containers other than normal wear and tear. Lessees are also required to indemnify the lessor of the equipment against losses arising from accidents and other occurrences involving the leased equipment. All of our operating leases, both short-term and long-term, generally set forth a list of locations where lessees may return equipment, along with any monthly quantity return limits. In addition, our containers typically remain on-hire at the contractual per diem rate for an additional six to twelve months beyond the end of the contractual lease term due to the logistical requirements of our customers having to return containers to specific drop-off locations.

**Marketing and Customer Service**

We lease our containers to a diversified customer base of over 160 shipping lines throughout the world, including all of the world's 20 largest international shipping lines. Our global sales and customer service force is responsible for developing and maintaining relationships with senior operations staff at our shipping line customers, negotiating lease contracts and maintaining day-to-day coordination with operating level staff at our customers. This close customer communication allows us to negotiate lease contracts that satisfy both our financial return requirements and our customers' operating needs and ensures that we are aware of our customers' potential equipment shortages and that they are aware of our available container inventories.

**Operations**

All container equipment, whether owned or managed, is operated as a single fleet. We are responsible for providing marketing, billing and collection services as well as arranging for the repair of all equipment in the fleet that is not on lease. To the extent that equipment is managed for other third party investors, these investors bear the risks of equipment ownership. We remit the revenues earned by their equipment, net of any operating expenses and bad debts related to their equipment. In

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addition, they receive the proceeds from the sale of their equipment at the end of its useful life. In return for these management services, we earn management fees based on the net operating income of the fleet.

*Depots.* We have relationships with 193 depot facilities and operate in all major containerized transportation markets throughout the world. Depots are facilities owned by third parties at which containers and other items of transportation equipment are stored, maintained and repaired. We utilize independent agents/depots to handle and inspect containers delivered to, or returned by lessees, as well as to store containers that are not leased and to perform maintenance and repairs. Some agents are paid a fixed monthly retainer to defray recurring operating expenses and some are paid a minimum level of commission income. In addition, we generally reimburse our agents for incidental expenses.

*Repositioning and Other Operating Expenses.* If lessees return a large number of units to a location with a larger supply than demand, we, as the owner of equipment, may incur additional expenses in repositioning the equipment to a more favorable location. In addition, there are other operating expenses associated with the containers, such as costs of maintenance and repairs not required to be made by lessees, agent fees, depot expenses for handling, inspection and storage, and insurance coverage in excess of that maintained by the lessee.

*Maintenance, Repairs and Refurbishment.* As containers age, the need for maintenance increases. Our customers are generally responsible for maintenance and repairs of equipment other than normal wear and tear. When normal wear and tear or other damage is extensive, the container is usually sold or scrapped since major repairs are typically not cost effective.

*Redeployment and Disposition of Containers.* Containers that were previously on lease are generally redeployed by us under new leases or are sold by us to shipping or transportation companies for continued use in the intermodal transportation industry or to secondary market buyers such as wholesalers, depot operators, mini-storage operators, construction companies and others, for use as storage sheds and similar structures. The presence of our dedicated resale team in Europe, Asia, North and South America allows us to sell our used containers directly to the retail market that generally commands higher pricing.

The decision to sell depends on the equipment's condition, remaining useful life and suitability for continued leasing or for other uses, as well as prevailing local market resale prices and an assessment of the economic benefits of repairing and continuing to lease the equipment compared to the benefits of selling. Historically, we generally sell our reefers after approximately 11 years of service life, dry containers at approximately 12 years and gensets at approximately 10 years. We have sold over 21,000 units in the disposal market since 2006.

The selling price of a container will depend upon, among other factors, its mechanical or economic obsolescence, its physical condition and its location. While there have been no major technological advances in the history of dry freight containerization that have made active dry freight equipment obsolete, several changes in standards have decreased the demand for older equipment, such as the increase in the standard height of containers from 8 feet to 8<sup>1</sup>/<sub>2</sub> feet in the early 1970s, and for 20 foot long containers, an increase in the gross weight rating to 30 tons from 24 tons. In addition, 40 foot long containers are manufactured to a standard height of 8<sup>1</sup>/<sub>2</sub> feet as well as to a height of 9<sup>1</sup>/<sub>2</sub> feet (also referred to as a "high cube"). While containers of both heights continue to be manufactured, 40 foot long high cube containers have become more popular recently.

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**Our Suppliers**

We purchase the majority of our containers in China. We primarily use three large manufacturers of reefers and three large manufacturers of dry freight containers. Four companies are active in manufacturing the refrigeration units for reefers. Our technical staff review the designs for our containers and periodically audit the production facilities of our suppliers. In addition, we use our Asian operations group and third-party inspectors to visit factories when our containers are being produced to provide an extra layer of quality control. We have long relationships with all of our major container suppliers.

**Competition**

We believe we are one of the world's largest container lessors and the world's largest lessor of reefers with approximately 28% of the refrigerated containers market share based on TEUs as of December 31, 2009. We believe that our share of the dry container market is approximately 7% based on TEUs. We compete with several other major container leasing companies, many smaller leasing companies, manufacturers of container equipment, financial institutions such as banks promoters of container ownership and leasing as a tax shelter investment, shipping lines, which sometimes lease their excess container stock, and suppliers of alternative types of equipment for freight transport. The top five container leasing companies control approximately 62% of the total equipment held by all container leasing companies based on TEUs. It is also common for the shipping lines that are our customers to utilize several leasing companies to meet their container needs. Based on recently available data, the top five container leasing companies by total TEUs include Textainer Group, Florens Group, Triton Container, TAL International and GE Seaco. We are the sixth largest container leasing company by total TEUs.

Our competitors compete with us in many ways, including pricing, lease flexibility, supply reliability, customer service and access to capital. While we are forced to compete aggressively on price, we believe that our supply reliability, in-depth customer knowledge and high level of customer service to our customers are often defining factors to win business over price. We invest heavily to ensure adequate container availability in high demand locations, dedicate large portions of our organization to building customer relationships and maintain close day-to-day coordination with our customers' operating staffs. We believe that our close customer relationships, experienced staff, reputation for market leadership, scale efficiencies and proprietary systems provide important competitive advantages.

**Environmental and Other Regulations**

We are subject to federal, state, local and foreign laws and regulations relating to the protection of the environment, including those governing the discharge of pollutants to air and water, the management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. Under some environmental laws in the United States and certain other countries, the owner or operator of a container may be liable for environmental damage, cleanup or other costs in the event of a spill or discharge of material from the container without regard to the fault of the owner or operator. We could incur substantial costs, including cleanup costs, fines and third-party claims for property or natural resource damage and personal injury, as a result of violations of or liabilities under environmental laws and regulations in connection with our or our lessee's current or historical operations. While we typically maintain liability insurance coverage and typically require our lessees to provide us with indemnity against certain losses, the insurance coverage is subject to large deductibles, limits on maximum coverage and significant exclusions and may not be sufficient or available to protect against any or all liabilities and such indemnities may not cover or be sufficient to protect us against losses arising from environmental damage.

Many countries, including the United States, restrict, prohibit or otherwise regulate the use of certain kinds of refrigerants. The refrigerant specified by virtually all reefer box operators is R134a (also known as HFC134a). R134a is used in substantially all of our reefers. Regulation of refrigerants

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may become stricter in the future and R134a may, at some point, become due for replacement and phase-out. Market pressure or government regulation of refrigerants and synthetic insulation materials may require reefers using non-conforming substances to be retrofitted with refrigerants deemed to be less destructive to atmosphere ozone at substantial cost to us. In addition, reefers that are not retrofitted may command lower prices in the market for used containers once we retire these containers from our fleet.

**Insurance**

Lessees and storage depots generally must either carry physical damage and liability insurance providing primary insurance coverage for loss and damage to the containers, cargo, and third parties while the containers are in their care, custody and control or provide proof of creditworthiness to self insure. In addition, we maintain liability coverage, including contingent liability coverage for any claims or losses, including while the containers are on-hire to a lessee or otherwise in the possession of a third party.

Existing insurance guidelines for lessees are explicitly stated in each lease and we require certificates evidencing lessees' insurance prior to delivery of containers. Minimum insurance guidelines generally requested in most of the lease agreements are as follows:

All Risks Physical Damage Insurance in an amount equal to 100% of the replacement value of all equipment leased thereunder while on land, afloat, in transit, or at rest anywhere in the world.

Comprehensive General Liability Insurance, including contractual liability against claims for bodily injury or death and property damage, including cargo damage, in an amount not less than \$1 million combined single limit.

The insurance companies from which the policies are purchased must be acceptable to us. To the extent any claim is not recovered by the policy, the lessee remains liable for the full amount of the claim. We do not offer any insurance product except, in limited instances, a Damage Protection Plan (DPP) which covers certain damages to the containers. The precise nature and amount of such insurance may vary from lessee to lessee. Some lessees may also be self-insured.

**Credit Process**

We maintain detailed customer credit records. Our credit policy sets maximum exposure guidelines for each customer. Credit criteria may include, but are not limited to financial strength, customer trade route, country, social and political climate, assessments of net worth, asset ownership, bank and trade credit references, credit bureau reports, operational history and payment history with us.

We have benefited from strong credit performance. Since 1998, we have had an average of approximately 1,100 units default per year. As a percentage of our existing fleet, this represents approximately 0.2%. On completed recoveries since 1998, we recovered 96.6% of units that were on lease at the time of default. The table below shows write-offs, net of recoveries, as a percentage of net billings. Over the last six years, we had net write-offs of less than \$10 million on total billings of approximately \$2.1 billion, representing approximately 0.47%. The figures below are adjusted to coincide with the year of default.

**Net Write-Offs as a Percentage of Net Billings**

2004	2005	2006	2007	2008	2009	Average
0.46 %	0.11%	0.10%	0.59%	0.86%	0.79%	0.47%

We believe that this strong credit performance is due to our comprehensive credit underwriting and monitoring in addition to certain attributes of our business including the size and quality of our customers and the high recovery rate and remarketability of containers in default situations.

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In some cases, we seek to reduce credit risk by maintaining insurance coverage against customer insolvency and related equipment losses. We maintain contingent physical damage, recovery and loss of revenue insurance, which provides coverage upon the occurrence of a customer's insolvency, bankruptcy or default giving rise to our demand for return of all of our equipment. Subject to the applicable deductible, the policy covers the cost of recovering our equipment from the customer, including repositioning cost, damage to the equipment and the value of equipment which could not be located or was uneconomical to recover. It also covers a portion of the equipment leasing revenues that we might lose as a result of the customer's default (i.e., up to 180 days of lease payments following an occurrence under the policy).

This insurance policy provides coverage for both the equipment owned by us and the equipment we manage for third party investors. We are reimbursed for the premiums related to the portion of the coverage related to the managed equipment. Any losses related to managed equipment in excess of the amounts due from the insurance coverage are the responsibility of the third party investor.

**Customer Concentration**

Revenue from our ten largest customers represented 61% of revenue for the year ended December 31, 2009. Although each individual lease covers a distinct group of containers and no single lease with any customer contributed more than 4% of our revenue in 2009, the aggregate revenue from CSAV, our largest customer, accounted for approximately 16% of our revenue in 2009, and aggregate revenue from Mediterranean Shipping accounted for approximately 15% of our revenue in 2009. For the year ended December 31, 2009 customers from Europe, Asia, South America, North America and the Middle East represented 42%, 30%, 20%, 7% and 1% of our total billings, respectively.

**Systems and Information Technology**

We have fully integrated equipment fleet management systems. Our systems track all of our assets individually by unit number, provide design specifications for the equipment, track on-hire and off-hire transactions, match each on-hire asset to a lease contract and each off-hire asset to a depot contract, maintain the major terms for each lease contract, track accumulated depreciation, calculate the monthly bill for each customer and track bills for equipment repairs. Our systems are EDI capable, which means they can receive and process container activity transactions electronically.

**Properties/Offices**

We maintain offices in Park Ridge, New Jersey; San Ramon, California; Bergen Op Zoom, Netherlands; Hong Kong; Shanghai, China; Taipei, Taiwan and Singapore. All properties are office space that is leased or sub-leased from third parties. We do not own any real estate.

We believe that our current offices are adequate to meet current requirements and that additional or substitute space will be available as needed to accommodate our growth.

**Employees**

As of December 31, 2009, we employed 78 people, in seven offices, in four countries. We believe that our relations with our employees are good. We are not a party to any collective bargaining agreements.

**Legal Proceedings**

We have been, and may from time to time be, involved in litigation and claims incidental to the conduct of our business in the ordinary course. Our industry is also subject to scrutiny by government regulators, which could result in enforcement proceedings or litigation related to regulatory compliance matters. We maintain insurance policies in amounts and with the coverage and deductibles we believe are adequate, based on the nature and risks of our business, historical experience and industry standards.

Table of Contents**MANAGEMENT****Directors and Executive Officers**

The following table sets forth the name, age and position of our directors and executive officers as of April 30, 2010. Each of our executive officers holds office until his or her successor is elected or appointed by our board and qualified or until his or her death, resignation, retirement or removal, if earlier. Each director holds office until his or her successor is duly elected or appointed and qualified or until his or her earlier death, retirement, disqualification, resignation or removal. Upon completion of this offering, our board will consist of seven members, a majority of which will be "independent" as defined under the rules of the NYSE.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Joseph Kwok	55	Chief Executive Officer
Stephen P. Bishop	53	Chief Operating Officer and Chief Financial Officer
Lisa D. Leach	55	Vice President and General Counsel
Joseph P. Adams, Jr.	52	Director
Jonathan G. Atkeson	37	Director

*Joseph Kwok* became our Chief Executive Officer in March 2010. Mr. Kwok is the Vice Chairman of Seacastle Inc. and served as the Chief Executive Officer of Seacastle Inc. from June 1, 2007 through March 2010. Prior to joining Seacastle Inc., Mr. Kwok was Group Advisor of AET (formerly known as American Eagle Tankers, Inc.) from April 2005 until March 2007 and Chief Executive Officer of AET from 1994 until March 2005, including following the sale of AET by Neptune Orient Lines Ltd. ("NOL"), a global transportation company and parent of the container carrier APL, to MISC Group. Previously, Mr. Kwok spent more than twenty years at NOL. While at NOL, in addition to serving as CEO of AET, from 1997 to 2003, Mr. Kwok served as Group Chief Operating Officer of NOL, and Chief Executive Officer of NOL's Chartering and Enterprises Division and Chairman of Neptune Shipmanagement Services (Pte), Ltd., NOL's ship operating arm. Mr. Kwok received a Naval Architecture degree from Hamburg Fachhochschule and a M.S. from MIT in Ocean Systems Management.

*Stephen P. Bishop* became our Chief Operating and Chief Financial Officer in March 2010. Prior to joining SeaCube, Mr. Bishop was Executive Vice President and Chief Financial Officer of Greatwide Logistics Services from 2007 and Executive Vice President and Chief Financial Officer of GeoLogistics which was acquired by Agility Logistics from 2004 to 2007. Prior to that, Mr. Bishop was Executive Vice President and Chief Financial Officer of NetJets, Inc. from 1998 to 2004. Mr. Bishop has over 20 years experience in the transportation logistics and leasing industries. Mr. Bishop graduated with a BS in Accounting from the University of Maine and an MBA from Northeastern University.

*Lisa D. Leach* became our Vice President and General Counsel in March 2010. Ms. Leach was Vice President and General Counsel of CLI, a wholly owned subsidiary of Seacastle, working with the company from its inception in 1993 through 2010. Prior to that, Ms. Leach was Vice-President and General Counsel of Itel Containers International Corporation based in San Francisco, California. From 1978 through 1986, Ms. Leach practiced as a maritime and transportation litigation attorney in New Orleans. Ms. Leach is a graduate of Tulane University and the Tulane School of Law. She is a member of the bars of California, Colorado and Louisiana.

*Joseph P. Adams, Jr.* was appointed to our board in March 2010. He is a Managing Director at Fortress within the Private Equity Group since April 2004 and is also the Deputy Chairman of Aircastle Limited and Seacastle Inc. Previously, Mr. Adams was a partner at Brera Capital Partners and at Donaldson, Lufkin & Jenrette where he was in the transportation industry group. In 2002, Mr. Adams

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served as the first Executive Director of the Air Transportation Stabilization Board. Mr. Adams received a B.S. in Engineering from the University of Cincinnati and an M.B.A. from Harvard Business School.

Mr. Adams' experience, including his role serving as Deputy Chairman on a number of boards for portfolio companies of Fortress Investment Group LLC, provides the board with insights into how boards at other companies address issues similar to those faced by the Company. In addition, his experience as a private equity investor and investment and merchant banker provides the board with valuable insights on financial, strategic planning and investor relations matters, particularly as it relates to transportation-related industries.

*Jonathan G. Atkeson* was appointed to our board in March 2010. Mr. Atkeson joined Fortress in July 2003 and is a managing director in the acquisitions area. From 2000 to 2003, Mr. Atkeson worked as a vice president in the private equity group at Whitney & Co., LLC. Prior to that, he was a member of the mergers & acquisitions group at Credit Suisse First Boston. Mr. Atkeson received a B.S.P.H. in Environmental Science and Engineering from the University of North Carolina at Chapel Hill and a J.D. from Yale Law School.

Mr. Atkeson's experience as a private equity investor focusing on the transportation sector and as an investment banker provides the board with valuable insights on financial, strategic planning and investor relations matters, particularly as it relates to transportation-related industries.

**Board of Directors**

Our bye-laws provide that our board shall consist of not less than three and not more than nine directors as the board of directors may from time to time determine. Upon completion of this offering, and in accordance with our Shareholders Agreement, our board of directors will consist of seven directors, four of whom will be "independent" as defined under the rules of the NYSE. Our board of directors is divided into three classes that are, as nearly as possible, of equal size. Each class of directors is elected for a three-year term of office, but the terms are staggered so that the term of only one class of directors expires at each annual general meeting. The initial terms of the Class I, Class II and Class III directors will expire in 2011, 2012 and 2013, respectively. Messrs. \_\_\_\_\_ and \_\_\_\_\_ will each serve as a Class I director, Messrs. \_\_\_\_\_ and \_\_\_\_\_ will each serve as a Class II director and Messrs. \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ will each serve as a Class III director. All officers serve at the discretion of the board of directors. Under our Shareholders Agreement, which we and the Initial Shareholder will execute prior to the completion of this offering, we are required to take all reasonable actions within our control (including nominating as directors the individuals designated by FIG LLC that otherwise meet our reasonable standards for board nominations) so that up to a majority (depending upon the level of ownership of the Fortress Shareholders) of the members of our board of directors are individuals designated by FIG LLC. Our board of directors has determined that Messrs. \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ will be our independent directors.

Our bye-laws do not provide for cumulative voting in the election of directors, which means that the holders of a majority of the issued and outstanding common shares can elect all of the directors standing for election, and the holders of the remaining shares will not be able to elect any directors.

***Board Leadership Structure and Executive Sessions***

Our board understands that there is no single, generally accepted approach to providing board leadership and that given the dynamic and competitive environment in which we operate, the right board leadership structure may vary as circumstances warrant. To this end, our board has no policy mandating the combination or separation of the roles of Chairman and Chief Executive Officer and

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believes the matter should be discussed and considered from time to time as circumstances change. Upon the completion of this offering, we will have a separate Chairman and Chief Executive Officer. This leadership structure is appropriate for us at this time as it permits our Chief Executive Officer to focus on management of our day-to-day operations, while allowing our Chairman to lead our board in its fundamental role of providing advice to and independent oversight of management.

***Board Oversight of Risk Management***

Senior management is responsible for assessing and managing our various exposures to risk on a day-to-day basis, including the creation of appropriate risk management programs and policies. We have developed a consistent, systemic and integrated approach to risk management to help determine how best to identify, manage and mitigate significant risks throughout the Company. Our board is responsible for overseeing management in the execution of its responsibilities and for assessing our approach to risk management. Our board exercises these responsibilities periodically as part of its meetings and also through our board's three committees, each of which examines various components of enterprise risk as part of their responsibilities. For example, the audit committee has primary responsibility for addressing risks relating to financial matters, particularly financial reporting, accounting practices and policies, disclosure controls and procedures and internal control over financial reporting. The audit committee has primary responsibility for reviewing and discussing our practices regarding risk assessment and management, including any guidelines or policies that govern the process by which we identify, monitor and handle major risks. The nominating, corporate governance and conflicts committee oversees risks associated with the independence of our board and potential conflicts of interest. The compensation committee has primary responsibility for risks and exposures associated with our compensation policies, plans and practices, regarding both executive compensation and the compensation structure generally, including whether it provides appropriate incentives that do not encourage excessive risk taking.

In addition, an overall review of risk is inherent in our board's consideration of our long-term strategies and other matters presented to our board. Our board's role in risk oversight of the Company is consistent with our leadership structure, with the Chief Executive Officer and other members of senior management having responsibility for assessing and managing our risk exposure, and our board and its committees providing oversight in connection with those efforts.

**Committees of the Board of Directors**

Prior to the completion of this offering, we will establish the following committees of our board of directors:

*Audit Committee*

The audit committee:

reviews the audit plans and findings of our independent registered public accounting firm and our internal audit and risk review staff, as well as the results of regulatory examinations, and tracks management's corrective action plans where necessary;

reviews our financial statements, including any significant financial items and/or changes in accounting policies, with our senior management and independent registered public accounting firm;

reviews our financial risk and control procedures, compliance programs and significant tax, legal and regulatory matters; and

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makes recommendations to our shareholders regarding the annual appointment by our shareholders of our independent registered public accounting firm (which constitutes the auditor for purposes of Bermuda law), evaluates its independence and performance and set clear hiring policies for employees or former employees of the independent registered public accounting firm.

The members of the committee have not yet been appointed. We intend to appoint at least three members to this committee who are "independent" directors as defined under NYSE rules and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each of these directors will be determined to be financially literate by our board, and one will be our audit committee "financial expert" as defined under NYSE rules.

*Nominating, Corporate Governance and Conflicts Committee*

The nominating, corporate governance and conflicts committee:

reviews the performance of our board of directors and makes recommendations to the board regarding the selection of candidates, qualification and competency requirements for service on the board and the suitability of proposed nominees as directors;

advises the board with respect to the corporate governance principles applicable to us;

oversees the evaluation of the board and management;

reviews and approves in advance any related party transaction, other than those that are pre-approved pursuant to pre-approval guidelines or rules established by the committee; and

established guidelines or rules to cover specific categories of transactions.

The members of the committee have not yet been appointed. We intend to appoint at least three members to this committee who are "independent" directors as defined under NYSE rules.

The nominating, corporate governance and conflicts committee does not have a formal policy with respect to diversity. However, the committee seeks to have a board that reflects an appropriate balance of knowledge, experience, skills, expertise and diversity, as applicable to our industry. The committee assesses its achievement of diversity through the review of board composition as part of the board's annual self-assessment process.

*Compensation Committee*

The compensation committee:

reviews and recommends to the board the salaries, benefits and equity incentive grants for all employees, consultants, officers, directors and other individuals we compensate;

reviews and approves corporate goals and objectives relevant to Chief Executive Officer compensation, evaluates the Chief Executive Officer's performance in light of those goals and objectives, and determines the Chief Executive Officer's compensation based on that evaluation; and

oversees our compensation and employee benefit plans.

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The members of the committee have not yet been appointed. We intend to appoint at least three members to this committee who are "independent" directors as defined under the NYSE rules, "non-employee" directors as defined in Rule 16b-3(b)(3) under the Exchange Act and "outside"

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directors within the meaning of Section 162(m)(4)(c)(i) of the Internal Revenue Code of 1986, as amended (the "Code").

**Compensation of Directors**

We have not yet paid any compensation to our directors. Following completion of this offering, we will pay an annual fee to each independent director equal to \$ , payable in semi-annual installments. In addition, an annual fee of \$ will be paid to each member of the audit committee (\$ to the chair) of the board of directors, and an annual fee of \$ will be paid to each member of the nominating, corporate governance and conflicts committee and each member of the compensation committee (\$ to each chair) of the board of directors. Fees owed to independent directors may be paid by issuance of common shares, based on the value of such common shares at the date of issuance, rather than in cash, provided that any such issuance does not prevent such director from being determined to be independent and such shares are granted pursuant to a shareholder-approved plan or the issuance is otherwise exempt from NYSE listing requirements. Affiliated directors (i.e., Messrs. Adams and Atkeson), however, will not be separately compensated by us. All members of the board of directors will be reimbursed for reasonable costs and expenses incurred in attending meetings of our board of directors. Following the completion of this offering, each independent director will be eligible to receive awards of our common shares as described in " Equity Incentive Plan."

Messrs. , , and will each be granted a number of restricted common shares immediately prior to the completion of this offering, equal in value to \$ , based on the fair market value of our common shares on the date of grant. These restricted shares will become vested in three equal portions on the last day of each of our fiscal years 2010, 2011 and 2012, provided the director is still serving as of the applicable vesting date. The directors holding these restricted shares will be entitled to any dividends that become payable on such shares during the restricted period.

**Executive Officer Compensation**

Because we are a newly formed company, we do not have a history of executive officer compensation practices. The compensation paid to an executive officer for 2009 by Container Leasing International, LLC is not necessarily indicative of how we will compensate our executive officers following the completion of this offering. Set forth below is a description of how we expect to compensate our chief executive officer ("CEO"), chief financial officer ("CFO") and our three other most highly compensated officers who will serve following the completion of this offering. We refer to these officers throughout this Compensation Discussion and Analysis as our "named executive officers."

**Compensation Discussion and Analysis**

Our primary compensation goals for our named executive officers are to attract, motivate and retain the most talented and dedicated executives and to align annual and long-term incentives for those executives with enhancing shareholder value. To achieve these goals we intend to implement and maintain compensation plans for our named executive officers that:

Balance short-term and long-term goals by delivering a substantial portion of total compensation through restricted share grants;

Deliver a mix of fixed and at-risk compensation, including through the use of restricted share grants, the value of which is directly related to our performance; and

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Through the payment of dividends on restricted share grants, tie a substantial portion of overall compensation to the dividends we pay to our shareholders.

The compensation committee of our board of directors will evaluate our performance, including achievement of key investment and capital raising goals, and the individual performance of each named executive officer with a goal of setting overall compensation at levels that the compensation committee believes are appropriate. Our named executive officers will not in any way be directly responsible for determining our CEO's compensation, although they will regularly provide information to the compensation committee that will be relevant to its evaluation of our CEO's compensation (for instance, in terms of our performance against established compensation goals and otherwise). By contrast, the CEO will play a more active role in determining the compensation of the other named executive officers, who are his subordinates. He will regularly advise the compensation committee of his own evaluation of their job performance and, from time to time, offer for consideration by the compensation committee his own recommendations for their compensation levels. The compensation committee will have the discretion to consider these recommendations in making compensation determinations.

We have not retained a compensation consultant to review our policies and procedures with respect to executive compensation, although the compensation committee may elect in the future to retain a compensation consultant if it determines that doing so would assist it in implementing and maintaining compensation plans.

*Elements of Compensation*

We expect that our compensation program for our named executive officers will consist of the elements set forth below. Determinations regarding any one element of compensation will affect determinations regarding each other element of compensation because the goal of the compensation committee will be to set overall compensation for our named executive officers at an appropriate level. In this regard, the compensation committee will take into account the extent to which different compensation elements are at risk. Accordingly, for example, the amount of salary paid to a named executive officer will be considered by the compensation committee in determining the amount of any cash bonus or restricted share award, but we do not expect the relationship among the elements to be formulaic because of the need to balance the likelihood that the at risk components of the compensation will actually be paid at any particular level.

*Base Salary.* Base salaries for our named executive officers will be established based upon the scope of their responsibilities, taking into account the compensation levels from their recent prior employment. Base salaries will be reviewed annually and adjusted from time to time in view of individual responsibilities, performance and experience. It is expected that the compensation committee will conduct annual salary reviews in December of each year. The current base salary for our CEO, CFO and our other current named executive officer is as follows:

Joseph Kwok, Chief Executive Officer, \$ \_\_\_\_\_ ;

Stephen P. Bishop, Chief Operating and Chief Financial Officer, \$ \_\_\_\_\_ ;

Lisa D. Leach, Vice President and General Counsel, \$ \_\_\_\_\_ .

These base salaries are intended to complement the at-risk components of our compensation program for our named executive officers by assuring that the executives will receive an appropriate minimum level of compensation.

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*Discretionary Cash and Restricted Share Bonus and Grants.* The compensation committee will have the authority to award discretionary annual bonuses to our named executive officers in the form of cash and/or restricted share grants or other share-based awards. The annual incentive bonuses are intended to compensate officers for individual performance achievements, for our overall financial performance and for achieving important milestones. Bonus levels will vary depending on the individual executive and will not be formulaic, but generally will include such factors as our overall financial performance, quality and amount of new investments, enhancing our dividend paying capability and improving our operations. It is expected that the compensation committee will make annual discretionary bonus determinations in December of each year (commencing in December 2010). Cash bonuses ordinarily will be paid in a single installment in January of the year following determination, and bonus restricted share grants or other share-based awards ordinarily will be made in December immediately following the determination by the compensation committee. In addition to bonus restricted share grants, the compensation committee will have the authority to award special restricted share grants to our named executive officers. These awards would be made only to certain executives, reflecting exceptional performance, to provide additional retention benefits and performance incentives through additional restricted share ownership.

*Dividends.* It is expected that a key component of our compensation program for our named executive officers will consist of dividends paid on restricted shares, whether such shares are vested or unvested. Under our 2010 Omnibus Equity Incentive Plan, described below in "Equity Incentive Plan," restricted shares will pay dividends prior to vesting, and because growing our dividends per share over time is an important goal for us, we believe that payment of dividends on vested and unvested shares aligns the interests of our executives with the interests of our shareholders.

*Severance Benefits.* We have entered into Management Shareholder agreements with our current named executive officers which provide severance benefits to those officers in the circumstances described in greater detail below in "Management Shareholder, Employment and Other Agreements." We believe that these severance and change in control benefits are essential elements of our compensation program for our named executive officers and assist us in recruiting and retaining talented executives.

*Other Compensation.* All of our named executive officers are eligible to participate in our employee benefit plans, including medical, dental, life insurance and 401(k) plans. These plans are available to all employees and do not discriminate in favor of our named executive officers. Certain of our named executive officers are also eligible for reimbursements for relocation expenses, legal costs associated with negotiating employment agreements, tax advisory services and/or commuting expenses. We do not view perquisites as a significant element of our comprehensive compensation structure.

**Employment Agreements**

We intend to enter into employment agreements with Messrs. Kwok and Bishop, to become effective prior to the completion of this offering.

Each employment agreement will provide for payment of a specified base salary (current base salaries for Messrs. Kwok and Bishop are set forth above in the section entitled "Base Salary"). In addition, each employment agreement will provide for payment of a discretionary annual bonus, based on the achievement of performance targets established each year by our compensation committee. One-half of the discretionary annual bonus may be paid, in our sole discretion, in restricted SeaCube common shares subject to vesting over a three-year period. Each employment agreement will also entitle the officer to participate in employee benefit plans and programs maintained for our employees generally.

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Each employment agreement will provide that the officer is employed at will. Each employment agreement will provide that upon termination of the officer's employment by us without "cause" or by the officer for "good reason" (each as defined in the applicable employment agreement and which, in the case of "good reason," will include certain reductions in title or base salary and certain relocations of the principal work location), the officer will be entitled to receive severance payments equal to one year of the executive's then-current base salary, paid in equal installments over the one-year period following the executive's termination. Receipt of this severance will be conditioned on the officer providing a general release of claims in a form satisfactory to us. In addition, each agreement will provide that if any payment or benefit received by the officer in connection with a "change in control" of SeaCube, whether received pursuant to the employment agreement or otherwise, would become subject to the excise tax imposed by Section 280G of the Internal Revenue Code, then such payment or benefit will be reduced to the extent necessary to avoid the excise tax.

Each employment agreement will provide that the officer will not compete with us or any of our affiliates or solicit our employees or customers or any of our affiliates for twelve months following the termination of the officer's employment for any reason.

Mr. Kwok is also expected to enter into a separate employment agreement with Seacastle Ships Holdings, Inc. ("Ships"), pursuant to which Mr. Kwok will serve as Vice Chairman of Ships. Mr. Kwok will be separately compensated by Ships, but will not devote more than 20% of his working time to his duties at Ships.

**Restricted Share Exchange Agreements**

In April 2010, certain CLI employees, including Ms. Leach and Mr. Bishop (but not Mr. Kwok), entered into agreements pursuant to which their existing unvested restricted shares of Seacastle common stock were exchanged into restricted SeaCube common shares.

The restricted shares of Seacastle common stock granted to Ms. Leach and Mr. Bishop were subject to vesting in equal installments over a five-year period following the grant date. The exchange agreements with Ms. Leach and Mr. Bishop provide that the restricted SeaCube common shares will vest on the same dates, generally subject to the officer's continued employment with CLI through the applicable vesting date. Ms. Leach's shares were granted in February 2006 and the final vesting date of such shares will occur in February 2011. Mr. Bishop's restricted shares of Seacastle common stock were granted in March 2010 and are subject to vesting in equal installments on January 1 of each of 2011, 2012, 2013, 2014 and 2015.

The exchange agreements with Ms. Leach and Mr. Bishop also provide that upon termination of the officer's employment either by CLI without "cause" or by the officer for "good reason" (each as defined in the applicable exchange agreement, and in the case of "good reason," generally the same as described above in " Employment Agreements"), subject to the officer providing a general release of claims in a form satisfactory to SeaCube, the restricted shares scheduled to vest on the next regular vesting date will immediately vest in full, and in the event of such a termination within twelve months following a "change of control" (the definition of which does not include this offering), all restricted shares will immediately vest in full.

The exchange agreement with Ms. Leach provides that she will not compete with CLI or any of its subsidiaries or solicit the employees or customers of CLI or any of its subsidiaries for twelve months following the termination of her employment by CLI for "cause" or upon her resignation without "good reason," or for six months following the termination of her employment by CLI without "cause" or upon her resignation with "good reason." In the event that Ms. Leach breaches any of these provisions, or if Mr. Bishop breaches any of the restrictive covenants contained in his employment agreement (see " Employment Agreements"), all of the officer's then unvested restricted SeaCube common shares will be forfeited.

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**Equity Incentive Plan**

Prior to the completion of this offering, we will adopt an equity incentive plan for our employees, the SeaCube Container Leasing Ltd. 2010 Omnibus Equity Incentive Plan. The purposes of the Plan are to provide additional incentives to selected employees, directors and independent contractors of, and consultants to, the Company or its affiliates, to strengthen their commitment, motivate them to faithfully and diligently perform their responsibilities and to attract and retain competent and dedicated persons who are essential to the success of our business and whose efforts will impact our long-term growth and profitability. To accomplish such purposes, the Plan will provide for the issuance of share options, share appreciation rights, restricted shares, deferred shares, performance shares, unrestricted shares and other share-based awards.

While we intend to issue restricted shares and other share-based awards in the future to employees as a recruiting and retention tool, we have not established specific parameters regarding future grants to our employees. Our board of directors (or the compensation committee of the board of directors, after it has been appointed) will determine the specific criteria surrounding other equity issuances under the Plan. The following description summarizes the expected features of the Plan.

*Summary of Plan Terms*

A total of \_\_\_\_\_ common shares is reserved and available for issuance under the Plan, subject to annual increases of \_\_\_\_\_ common shares per year, beginning in 2011 through and including 2019. When Section 162(m) of the Code becomes applicable to us, the maximum aggregate awards that may be granted during any fiscal year to any individual will be \_\_\_\_\_ shares.

The Plan will initially be administered by our board of directors, although it may be administered by either our board of directors or any committee of our board of directors, including a committee that complies with the applicable requirements of Section 162(m) of the Code, Section 16 of the Exchange Act and any other applicable legal or stock exchange listing requirements (the board or committee referred to above being sometimes referred to as the plan administrator). The plan administrator may interpret the Plan and may prescribe, amend and rescind rules and make all other determinations necessary or desirable for the administration of the Plan.

The Plan permits the plan administrator to select the employees, directors, independent contractors and consultants who will receive awards, to determine the terms and conditions of those awards, including but not limited to the exercise price, the number of common shares subject to awards, the term of the awards and the vesting schedule applicable to awards, and to amend the terms and conditions of outstanding awards.

We may issue share options under the Plan. All share options granted under the Plan are intended to be non-qualified share options and are not intended to qualify as "incentive stock options" within the meaning of Section 422 of the Code. The option exercise price of all share options granted under the Plan will be determined by the plan administrator, but in no event shall the exercise price be less than 100% of the fair market value of the common shares on the date of grant. The term of all share options granted under the Plan will be determined by the plan administrator, but may not exceed ten years. Each share option will be exercisable at such time and pursuant to such terms and conditions as determined by the plan administrator in the applicable share option agreement.

Unless the applicable share option agreement provides otherwise, in the event of an optionee's termination of employment or service for any reason other than for cause, retirement, disability or death, such optionee's share options (to the extent exercisable at the time of such termination) generally will remain exercisable until 90 days after such termination and then expire. Unless the applicable share option agreement provides otherwise, in the event of an optionee's termination of employment or service due to retirement, disability or death, such optionee's share options (to the

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extent exercisable at the time of such termination) generally will remain exercisable until one year after such termination and will then expire. Share options that were not exercisable on the date of termination for any reason other than for cause will expire at the close of business on the date of such termination. In the event of an optionee's termination of employment or service for cause, such optionee's outstanding share options will expire at the commencement of business on the date of such termination.

Share appreciation rights ("SARs") may be granted under the Plan either alone or in conjunction with all or part of any option granted under the Plan. A free-standing SAR granted under the Plan entitles its holder to receive, at the time of exercise, an amount per share equal to the excess of the fair market value (at the date of exercise) of a common share over a specified price fixed by the plan administrator (which shall be no less than fair market value at the date of grant). An SAR granted in conjunction with all or part of an option under the Plan entitles its holder to receive, at the time of exercise of the SAR and surrender of such all or part of the related option, an amount per share equal to the excess of the fair market value (at the date of exercise) of a common share over the exercise price of the related share option. In the event of a participant's termination of employment or service, free-standing SARs will be exercisable at such times and subject to such terms and conditions determined by the plan administrator on or after the date of grant, while SARs granted in conjunction with all or part of an option will be exercisable at such times and subject to terms and conditions applicable to the related option.

Restricted shares, deferred shares and performance shares may be granted under the Plan. The plan administrator will determine the purchase price vesting schedule and performance objectives, if any, applicable to the grant of restricted shares, deferred shares and performance shares. Participants with restricted shares and performance shares generally have all of the rights of a shareholder. During the restricted period, deferred shares may be credited with dividend equivalent rights, if the award agreement so provides. If the performance goals and other restrictions are not satisfied, the restricted shares, deferred shares and/or performance shares will be subject to SeaCube's right of repurchase of such shares. Subject to the provisions of the Plan and applicable award agreement, the plan administrator has sole discretion to provide for the lapse of restrictions in installments or the acceleration or waiver of restrictions (in whole or part) under certain circumstances, including, without limitation, the attainment of certain performance goals, a participant's termination of employment or service or a participant's death or disability.

Messrs. \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ will each be granted a number of restricted common shares immediately prior to the completion of this offering, equal in value to \$ \_\_\_\_\_, based on the fair market value of our shares on the date of grant. These restricted shares will become vested in three equal portions on the last day of each of our fiscal years 2010, 2011 and 2012, provided the director is still serving as of the applicable vesting date. The directors holding these restricted shares will be entitled to any dividends that become payable on such shares during the restricted period.

In the event of a merger, amalgamation, consolidation, reorganization, recapitalization, share dividend or other change in corporate structure affecting the common shares, an equitable substitution or proportionate adjustment shall be made, as may be determined by the plan administrator, in (i) the aggregate number of common shares reserved for issuance under the Plan, (ii) the maximum number of common shares that may be subject to awards granted to any participant in any calendar year, (iii) the kind, number and exercise price subject to outstanding share options and SARs granted under the Plan, and (iv) the kind, number and purchase price of common shares subject to outstanding awards of restricted shares, deferred shares, performance shares or other share-based awards granted under the Plan. In addition, the plan administrator, in its discretion, may terminate all outstanding awards for the payment of cash or in-kind consideration. However, no adjustment or payment may

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cause any award under the Plan that is or becomes subject to Section 409A of the Code to fail to comply with the requirements of that section.

Unless otherwise determined by the plan administrator and evidenced in an award agreement, in the event that a change in control occurs and a participant's employment is terminated without cause on or after the effective date of the change in control but prior to 12 months following the change in control, then any unvested or unexercisable portion of any award carrying a right to exercise shall become fully vested and exercisable, and the restrictions, deferral limitations, payment conditions and forfeiture conditions applicable to an award granted under the Plan will lapse and such unvested awards will be deemed fully vested and any performance conditions imposed with respect to such awards will be deemed to be fully achieved. Under the Plan, the term change in control generally means: (i) any person or entity (other than (a) an affiliate of Fortress or any managing director, general partner, director, limited partner, officer or employee of any such affiliate of Fortress or (b) any investment fund or other entity managed directly or indirectly by Fortress or any general partner, limited partner, managing member or person occupying a similar role of or with respect to any such fund or entity) becomes the beneficial owner of securities of the Company representing 50% or more of the Company's then-outstanding voting power; (ii) the consummation of a merger or amalgamation of the Company or any subsidiary of the Company with any other corporation, other than a merger or amalgamation immediately following which the board of directors of the Company immediately prior to the merger or amalgamation constitute at least a majority of the directors of the company surviving or continuing after the merger or amalgamation or, if the surviving company is a subsidiary, the ultimate parent thereof; (iii) a change in the majority of the membership of the board of directors without approval of two-thirds of the directors who constituted the board of directors at the time this offering is consummated, or whose election was previously so approved; or (iv) the Company's shareholders approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition of all or substantially all of the Company's assets, other than (a) a sale of such assets to an entity, at least 50% of the voting power of which is held by the Company's shareholders following the transaction in substantially the same proportions as their ownership of the Company immediately prior to the transaction or (b) a sale or disposition of such assets immediately following which the board of directors of the Company immediately prior to such sale constitute at least a majority of the board of directors of the entity to which the assets are sold or disposed, or, if that entity is a subsidiary, the ultimate parent thereof. The completion of this offering will not be a change of control under the Plan.

The Plan provides our board of directors with authority to amend, alter or terminate the Plan, but no such action may impair the rights of any participant with respect to outstanding awards without the participant's consent. The plan administrator may amend an award, prospectively or retroactively, but no such amendment may impair the rights of any participant without the participant's consent. Unless the board of directors determines otherwise, shareholder approval of any such action will be obtained if required to comply with applicable law. The Plan will terminate on the tenth anniversary of the effective date of the Plan (although awards granted before that time will remain outstanding in accordance with their terms).

We intend to file with the SEC a registration statement on Form S-8 covering the shares issuable under the Plan.

*United States Federal Income Tax Consequences of Plan Awards*

The following is a summary of certain United States Federal income tax consequences of awards under the Plan. It does not purport to be a complete description of all applicable rules, and those rules (including those summarized here) are subject to change.

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An optionee generally will not recognize taxable income upon the grant of a non-qualified share option. Rather, at the time of exercise of such non-qualified share option, the optionee will recognize ordinary income for income tax purposes in an amount equal to the excess of the fair market value of the shares purchased over the exercise price. We generally will be entitled to a tax deduction at such time and in the same amount that the optionee recognizes ordinary income. If shares acquired upon exercise of a non-qualified share option are later sold or exchanged, then the difference between the amount received upon such sale or exchange and the fair market value of such shares on the date of such exercise will generally be taxable as long-term or short-term capital gain or loss (if the shares are a capital asset of the optionee) depending upon the length of time such shares were held by the optionee.

A participant who is granted a share appreciation right will not recognize ordinary income upon receipt of the share appreciation right. At the time of exercise, however, the participant will recognize compensation income equal to the value of any cash received and the fair market value on the date of exercise of any shares received. We will not be entitled to a deduction upon the grant of a share appreciation right, but generally will be entitled to a compensation deduction for the amount of compensation income the participant recognizes upon the participant's exercise of the share appreciation right. The participant's tax basis in any shares received will be the fair market value on the date of exercise and, if the shares are later sold or exchanged, then the difference between the amount received upon such sale or exchange and the fair market value of the shares on the date of exercise will generally be taxable as long-term or short-term capital gain or loss (if the shares are a capital asset of the participant) depending upon the length of time such shares were held by the participant.

A participant generally will not be taxed upon the grant of a restricted share or performance award, but rather will recognize ordinary income in an amount equal to the fair market value of the shares at the time the shares are no longer subject to a substantial risk of forfeiture (within the meaning of the Code). We generally will be entitled to a deduction at the time when, and in the amount that, the participant recognizes ordinary income on account of the lapse of the restrictions. A participant's tax basis in the shares will equal their fair market value at the time the restrictions lapse, and the participant's holding period for capital gains purposes will begin at that time. Any cash dividends paid on the shares before the restrictions lapse will be taxable to the participant as additional compensation (and not as dividend income). Under Section 83(b) of the Code, a participant may elect to recognize ordinary income at the time the restricted or performance shares are awarded in an amount equal to their fair market value at that time, notwithstanding the fact that such shares are subject to restrictions and a substantial risk of forfeiture. If such an election is made, no additional taxable income will be recognized by such participant at the time the restrictions lapse, the participant will have a tax basis in the shares equal to their fair market value on the date of their award, and the participant's holding period for capital gains purposes will begin at that time. We generally will be entitled to a tax deduction at the time when, and to the extent that, ordinary income is recognized by such participant.

In general, the grant of deferred shares will not result in income for the participant or in a tax deduction for us. Upon the settlement of such an award, the participant will recognize ordinary income equal to the aggregate value of the payment received, and we generally will be entitled to a tax deduction in the same amount.

**Historical Compensation of our Named Executive Officers**

Set forth below is information concerning the cash and non-cash compensation earned by, awarded to or paid to our named executive officers for fiscal year 2009 by Container Leasing International, LLC. Mr. Bishop's 2009 compensation is not included in the tables below because he was not employed by Container Leasing International, LLC during fiscal year 2009. During 2009, Mr. Kwok and Ms. Leach received cash salary and bonus and restricted share grants, all as set forth below. They

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did not participate in or have account balances under any pension or nonqualified deferred compensation plans. The potential payments to be made to Mr. Kwok and Ms. Leach upon a termination of employment or change in control of the Company, assuming such event occurred on December 31, 2009 and the terms and conditions of the arrangements described above in " Employment Agreements" and " Restricted Share Exchange Agreements" had been in effect on December 31, 2009, are described below in " Termination, Severance and Change of Control Arrangements."

The amount and form of compensation reported below does not necessarily reflect the compensation that our named executive officers will receive following completion of this offering because compensation levels after this offering will be determined based on compensation policies, programs and procedures not yet established by the compensation committee of our board of directors. Accordingly, the compensation of our named executive officers following completion of this offering could be more or less than that reported below.

As noted below, certain items in the following tables to equity awards refer to shares of stock of Seacastle Inc., as subsequently exchanged for our common shares in connection with the conversion of restricted shares described above in " Restricted Share Exchange Agreements."

**Summary Compensation Table for 2009**

Name and Principal Position	Year	Salary	Bonus	Share Awards	Total
Joseph Kwok (Chief Executive Officer)	2009	\$	\$		\$
Lisa D. Leach (Vice President and General Counsel)	2009	\$	\$		\$

**Outstanding Equity Awards at 2009 Year End**

The following table summarizes stock-based compensation awards outstanding at the end of 2009 for Mr. Kwok and Ms. Leach. These awards include restricted shares of stock of Seacastle Inc. held by Ms. Leach, as subsequently exchanged for our common shares in connection with the conversion of restricted shares described above in " Restricted Share Exchange Agreements."

Name	Share Awards	
	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested
Joseph Kwok		\$
Lisa D. Leach		\$

**2009 Option Exercises and Shares Vested**

The following table summarizes the shares vested during 2009 for Mr. Kwok and Ms. Leach. These shares include restricted shares of Seacastle held by Ms. Leach, as subsequently exchanged for our common shares in connection with the conversion of restricted shares described above in " Restricted Share Exchange Agreements."

Name	Share Vested	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Joseph Kwok		\$
Lisa D. Leach		\$

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**Termination, Severance and Change of Control Arrangements**

The table below shows the potential severance payments for Mr. Kwok and Ms. Leach. All payments are contingent on the executive's termination of employment and/or the identified triggering events and represent payments that the officer would have received had the officer's employment been terminated on December 31, 2009 and assuming that the terms and conditions of the employment agreements and equity arrangements described above in " Employment Agreements" and " Restricted Share Exchange Agreements" had been in effect on December 31, 2009. The amounts set forth in the table below may be reduced by the Section 280G cap on compensation, as described above in " Employment Agreements." For purposes of this section, the definition of "Change of Control" is the same as the definition included above in " Equity Incentive Plan."

*Joseph Kwok*

	<b>Not for cause or Good Reason Termination (\$)</b>	<b>Not for Cause or Good Reason Termination following a Change of Control (\$)</b>	<b>Death (\$)</b>	<b>Disability (\$)</b>
Salary				
Bonus				
Accelerated Vesting of Restricted Shares				
Total				

*Lisa D. Leach*

	<b>Not for cause or Good Reason Termination (\$)</b>	<b>Not for Cause or Good Reason Termination following a Change of Control (\$)</b>	<b>Death (\$)</b>	<b>Disability (\$)</b>
Salary				
Bonus				
Accelerated Vesting of Restricted Shares				
Total				

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**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

The following is a summary of material provisions of various transactions we have entered into with our executive officers, directors (including nominees), 5% or greater shareholders and any of their immediate family members. We believe the terms and conditions set forth in such agreements are reasonable and customary for transactions of this type.

**Our Formation and Corporate History/Original Capital Investment**

We were incorporated by our Initial Shareholder in Bermuda in March 2010. Our Initial Shareholder is a subsidiary of Seacastle. Seacastle is owned by private equity funds that are managed by an affiliate of Fortress and by employees of Seacastle and other shareholders. Joseph P. Adams, Jr., a member of our board of directors, is a Managing Director of Fortress Investment Group LLC, and Jonathan G. Atkeson, also a member of our board of directors, is a Managing Director of Fortress Capital Finance, an affiliate of Fortress Investment Group LLC.

In April 2010, our named executive officers exchanged an aggregate of 532,980 shares of Seacastle common stock for 307,969 of our common shares. See "Management Restricted Share Exchange Agreements" for a description of the restricted share exchange agreements entered into with Ms. Leach and Mr. Bishop.

**Shareholders Agreement**

*General*

Prior to the completion of this offering, we will enter into the Shareholders Agreement with the Initial Shareholder.

As discussed further below, the Shareholders Agreement that we will enter into prior to completion of this offering provides certain rights to the Initial Shareholder with respect to the designation of directors for nomination and election to our board of directors, as well as registration rights for certain of our securities owned by the Fortress Shareholders.

Our Shareholders Agreement will provide that the parties thereto will use their respective reasonable efforts (including voting or causing to be voted all of our voting shares beneficially owned by each) so that no amendment is made to our memorandum of association or bye-laws in effect as of the date of the Shareholders Agreement that would add restrictions to the transferability of our shares by the Initial Shareholder or its permitted transferees which are beyond those provided for in our memorandum of association, bye-laws, the Shareholders Agreement or applicable securities laws, or that nullify the rights set out in the Shareholders Agreement of the Initial Shareholder or its permitted transferees unless such amendment is approved by the Initial Shareholder.

*Designation and Election of Directors*

Our Shareholders Agreement will provide that, for so long as the Shareholders Agreement is in effect, we and the Fortress Shareholders shall take all reasonable actions within our respective control (including voting or causing to be voted all of the securities entitled to vote generally in the election of our directors held of record or beneficially owned by the Fortress Shareholders, and, with respect to the Company, including in the slate of nominees recommended by the board those individuals designated by FIG LLC) so as to elect to the board, and to cause to continue in office, not more than seven (7) directors (or such other number as FIG LLC may agree in writing), of whom, at any given time:

at least a majority of such directors shall be individuals designated by FIG LLC, for so long as the Fortress Shareholders beneficially own at least 40% of the voting power of the Company;

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at least three directors (four if the board consists of more than seven directors) shall be individuals designated by FIG LLC, for so long as the Fortress Shareholders beneficially own less than 40% but at least 20% of the voting power of the Company;

at least two directors shall be individuals designated by FIG LLC, for so long as the Fortress Shareholders beneficially own less than 20% but at least 10% of the voting power of the Company; and

at least one director shall be an individual designated by FIG LLC, for so long as the Fortress Shareholders beneficially own less than 10% but at least 5% of the voting power of the Company.

In accordance with the Shareholders Agreement, FIG LLC will designate \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_ for election to our board of directors prior to the completion of this offering.

*Registration Rights*

*Demand Rights.* Under our Shareholders Agreement, the Fortress Shareholders will have, for so long as the Fortress Shareholders beneficially own an amount of our common shares (whether owned at the time of this offering or subsequently acquired) equal to or greater than 1% of our common shares issued and outstanding immediately after the consummation of this offering (a "Registrable Amount"), "demand" registration rights that allow the Fortress Shareholders, at any time after \_\_\_\_\_ days following the consummation of this offering, to request that we register under the Securities Act an amount equal to or greater than a Registrable Amount. The Fortress Shareholders will be entitled to unlimited demand registrations so long as such persons, together, beneficially own a Registrable Amount. We are also not required to effect any demand registration within three months of a "firm commitment" underwritten offering to which the requestor held "piggyback" rights, described below, and which included at least 50% of the common shares requested by the requestor to be included.

*Piggyback Rights.* For so long as the Fortress Shareholders beneficially own an amount of our common shares equal to or greater than 1% of our common shares issued and outstanding immediately after the consummation of this offering, such Fortress Shareholders will also have "piggyback" registration rights that allow them to include the common shares that they own in any public offering of equity securities initiated by us (other than those public offerings pursuant to registration statements on Forms S-4 or S-8) or by any of our other shareholders that have registration rights. The "piggyback" registration rights of the Fortress Shareholders are subject to proportional cutbacks based on the manner of the offering and the identity of the party initiating such offering.

*Shelf Registration.* Under our Shareholders Agreement, we will grant to the Initial Shareholder or any of its permitted transferees, for so long as it beneficially owns a Registrable Amount, the right to request a shelf registration on Form S-3 providing for offerings of our common shares to be made on a continuous basis until all shares covered by such registration have been sold, subject to our right to suspend the use of the shelf registration prospectuses for a reasonable period of time (not exceeding 60 days in succession or 90 days in the aggregate in any 12 month period) if we determine that certain disclosures required by the shelf registration statements would be detrimental to us or our shareholders. In addition, the Initial Shareholder may elect to participate in such shelf registrations within ten days after notice of the registration is given.

*Indemnification; Expenses.* Under our Shareholders Agreement, we will agree to indemnify the applicable selling shareholder and its officers, directors, employees, managers, members, partners, agents and controlling persons against any losses or damages resulting from any untrue statement or omission of material fact in any registration statement or prospectus pursuant to which it sells our common shares, unless such liability arose from the applicable selling shareholder's misstatement or omission, and the applicable selling shareholder has agreed to indemnify us against all losses caused by

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its misstatements or omissions. We will pay all registration expenses incidental to our performance under the Shareholders Agreement, and the applicable selling shareholder will pay its portion of all underwriting discounts, commissions and transfer taxes, if any, relating to the sale of its common shares under the Shareholders Agreement.

**Payments in Respect of Restricted Share Vesting**

On December 31, 2008 and December 31, 2009, we paid \$355,000 and \$297,000, respectively, for payroll taxes on behalf of our CEO in relation to the vesting of his restricted share grants. CLI received repayment of these taxes in February 2009 and March 2010, respectively.

**Management and Facility Fees**

We paid management and facility fees of approximately \$1.0 million, \$1.1 million and \$1 million to certain affiliates of Seacastle Inc. in 2007, 2008 and 2009, respectively. Included in these amounts were expenses for share based compensation allocated from Seacastle Inc. to both dedicated and shared CLI employees.

**Reciprocal Administrative Services Agreements**

We expect to enter into agreements with Seacastle and its affiliates which will provide for transitional services to be provided from time to time, including tax and accounting. The agreements are expected to be generally consistent with arms-length arrangements with third parties providing similar services. The net amount of payments under these agreements is expected to be less than \$200,000 in the aggregate on an annual basis.

**Promissory Note**

On January 27, 2009, our Initial Shareholder issued a promissory note to CLI, pursuant to which our Initial Shareholder promised to pay, on demand, to CLI the aggregate unpaid principal balance of any or all advances made by CLI from time to time under such note. Each advance evidenced by the promissory note bears interest at an annual rate of 4%. As of April 30, 2010, the outstanding balance on the promissory note was \$94.8 million, consisting of \$91.3 million in advanced principal and \$3.5 million of accrued interest. As of December 31, 2009, the outstanding balance on the promissory note was \$89.1 million, consisting of \$2.6 million of accrued interest. No payment of principal or interest has been made under the promissory note. In connection with the Structure Formation, SeaCube Operating Company Ltd., one of our subsidiaries, assumed the obligations of our Initial Shareholder under the promissory note and our Initial Shareholder entered into a guarantee in respect of the obligations under the promissory note in favor of CLI.

**Related Party Transaction Review Process**

Pursuant to our written policies and procedures with respect to transactions with persons related to us (referred to as "Related Party Transactions"), a Related Party Transaction may only be taken by us if the following steps are taken:

Prior to entering into a Related Party Transaction, the party wishing to enter into the proposed transaction must provide notice to our legal department of the facts and circumstances of the proposed transaction.

Our legal department will assess whether the proposed transaction is a Related Party Transaction.

If our legal department determines that the proposed transaction is a Related Party Transaction and unless such Related Party Transaction is required to be approved by our board of directors

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under any agreement we may enter into from time to time, the proposed transaction will be submitted to our Nominating, Corporate Governance and Conflicts Committee for consideration at its next meeting or, in those instances in which our legal department, in consultation with our Chief Financial Officer, determines that it is not practicable or desirable to wait until the next meeting, to the Chair of the Nominating, Corporate Governance and Conflicts Committee.

The Nominating, Corporate Governance and Conflicts Committee, or where submitted to the chairperson of that committee, the chairperson, shall consider all of the relevant facts and circumstances available, including (if applicable): the benefits to us; the impact on a director's independence in the event the related party is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. Only those Related Party Transactions that are in, or are not inconsistent with, our best interests and those of our shareholders, may be approved.

Table of Contents**PRINCIPAL AND SELLING SHAREHOLDERS**

Prior to the completion of this offering, substantially all of our common shares were owned by the Initial Shareholder, Seacastle Operating Company Ltd., and our employees. The following table sets forth the total number of common shares beneficially owned, and the percent so owned, prior to this offering and as adjusted to reflect the sale of the shares offered hereby, by (i) each person known by us to be the beneficial owner of five percent or more of our issued and outstanding common shares, (ii) each of our directors and named executive officers, (iii) all directors and executive officers as a group, and (iv) the selling shareholders participating in this offering.

The percentage of beneficial ownership of our common shares before this offering is based on common shares issued and outstanding as of , 2010. The percentage of beneficial ownership of our common shares after this offering is based on common shares issued and outstanding. The table assumes that the underwriters will not exercise their over-allotment option.

In connection with our formation, we issued an aggregate of 16,000,000 common shares to our Initial Shareholder, of which 1,000,000 were issued on March 25, 2010 and the remaining 15,000,000 were issued on April 22, 2010, each issuance pursuant to a subscription agreement.

Name of Beneficial Owner(1)	Number of Shares Beneficially Owned Prior to the Offering(1)		Number of Shares Being Offered	Number of Shares Beneficially Owned After the Offering(1)	
	Number of Shares(3)	Percent		Number of Shares(3)	Percent
<b>Executive Officers and Directors(2)</b>		(5)	(6)	(7)	
Joseph P. Adams, Jr.					
Jonathan G. Atkeson					
Joseph Kwok					
Stephen P. Bishop					
Lisa D. Leach					
<b>All directors and executive officers as a group ( persons)</b>					
<b>5% Shareholder</b>					
Seacastle Operating Company Ltd.(4)					

\*

Less than 1%

(1)

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Common shares subject to options or warrants currently exercisable, or exercisable within 60 days of the date hereof, are deemed outstanding for computing the percentage ownership of the person holding such options or warrants but are not deemed outstanding for computing the percentage of any other person. Except in cases where community property laws apply we believe that each shareholder possesses sole voting and investment power over all common shares shown as beneficially owned by the shareholder. The beneficial owners listed in this table do not, individually or as a group, have the right to acquire beneficial ownership over any other of our common shares.

(2)

The address of each officer or director listed in this table is: c/o SeaCube Container Leasing Ltd., 1 Maynard Drive, Park Ridge, New Jersey, 07656.

(3)

Consists of common shares held, including restricted shares.

(4)

Seacastle Operating Company Ltd. is wholly owned by Seacastle Inc. Seacastle Inc. is wholly owned by Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment



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Fund III (Fund E) L.P., Fortress Investment Fund III (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP and Fortress Investment Fund III (Coinvestment Fund D) L.P. (collectively, the "Fund III Funds"), Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., SCT Chassis Holdings LLC and certain members of Seacastle Inc.'s management. Fortress Fund III GP LLC is the general partner of each of the Fund III Funds. The sole managing member of Fortress Fund III GP LLC is Fortress Investment Fund GP (Holdings) LLC. The sole managing member of Fortress Investment Fund III GP (Holdings) LLC is Fortress Operating Entity I LP ("FOE I"). FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly owned by Fortress Investment Group LLC. Fortress Fund IV GP L.P. is the general partner of each of Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"). SCT Chassis Holdings LLC is wholly owned by the Fund IV Funds. Fortress Fund IV GP Holdings Ltd. is the general partner of Fortress Fund IV GP L.P. Fortress Fund IV GP Holdings Ltd. is wholly owned by FOE I. FIG Corp. is the general partner of FOE I. FIG Corp. is wholly owned by Fortress Investment Group LLC. The address of all entities listed above is c/o Fortress Investment Group LLC, 1345 Avenue of the Americas, 46th Floor, New York, New York 10105. Seacastle Operating Company Ltd. is not a broker-dealer or an affiliate of a broker-dealer.

- (5) Includes all shares presented in this table that are held by the Initial Shareholder.
- (6) Represents all shares being sold by the Initial Shareholder in this offering.
- (7) Includes all shares presented in this table that will be held by the Initial Shareholder following the completion of this offering.

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**DESCRIPTION OF CERTAIN INDEBTEDNESS**

**Container Revolving Credit Facility**

On January 26, 2010, CLI amended its credit agreement (the "Container Revolving Credit Facility") consisting of a \$40 million revolving credit facility (with a \$10 million letters of credit sublimit), with lenders including Deutsche Bank Securities Inc, as the Lead Arranger, and Deutsche Bank Trust Company Americas, as administrative agent.

Contemporaneous with the completion of this offering, we expect to amend and restate the Container Revolving Credit Facility to increase the size and term of the facility to \$150 million and three years, respectively.

The proceeds of the loans under the Container Revolving Credit Facility are used for refinancing existing indebtedness of CLI and to pay associated fees and expenses and for working capital and general corporate purposes.

In connection with the Container Revolving Credit Facility, certain subsidiaries of CLI have executed a Guaranty in favor of the lenders and the administrative agent, pursuant to which the guarantors guarantee the obligations of CLI under the credit agreement. In addition, CLI has entered into a Security Agreement and a Stock Pledge Agreement with the administrative agent, and certain subsidiaries of CLI have entered into a Restricted Subsidiary Security Agreement with the administrative agent, pursuant to which CLI and its subsidiaries have pledged certain assets for the benefit of the secured parties as collateral security for the payment and performance of CLI's obligations under the Container Revolving Credit Facility and the other loan documents and such subsidiaries' obligations under the guaranty. The pledged assets include, among other things, marine and intermodal containers, gensets and equity interests in certain of CLI's subsidiaries and all proceeds of any and all of the foregoing.

The commitments of the lenders under the Container Revolving Credit Facility are scheduled to expire on January 25, 2011.

The loans under the Container Revolving Credit Facility bear interest, at CLI's option, at the rate per annum equal to either (i) the greater of (a) the prime lending rate as set forth by the administrative agent, plus a margin based upon the advance rate and (b) the Federal Funds Effective Rate plus  $\frac{1}{2}$  of 1% plus a margin based upon the advance rate or (ii) the LIBOR Rate determined for the applicable interest period, plus a margin based upon the advance rate.

In connection with the Container Revolving Credit Facility, CLI will pay a commitment fee per annum based on the average daily amount of undrawn funds. In order to draw funds under this facility, CLI must be in compliance with various financial covenants and other requirements, including the continuing accuracy of representations and warranties and the absence of certain defaults, some of which are described below.

At no time shall the outstanding loans (including the aggregate face amount of any letters of credit and related unreimbursed obligations) exceed the lesser of the aggregate commitments of the lenders and the borrowing base, which is an amount equal to the product of (x) 85% and (y) the lesser of (i) \$29,411,765 and (ii) the sum of the net book value of all eligible containers, all eligible generators, all eligible refrigerator units and all eligible chassis, measured as of the last day of the month immediately preceding such date of determination, or (ii) an amount equal to the product of (x) 80% and (y) an amount equal to the excess of (i) the net book value of all eligible containers, all eligible generators, all eligible refrigerator units and all eligible chassis, measured as of the last day of the month immediately preceding such date of determination, over (ii) \$29,411,765; provided however that (A) the sum of the net book values of all eligible generators shall not at any time exceed an amount equal to twenty-five percent (25%) of the aggregate book value, and (B) the sum of the net book value

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of all eligible refrigeration units shall not at any time exceed an amount equal to fifteen percent (15%) of the aggregate book value. If the outstanding loans exceed the lesser of the aggregate commitments of the lenders and the borrowing base, then CLI is required to immediately repay the excess to the agent for application to the loans.

The Container Revolving Credit Facility contains typical representations and covenants for loans of this type. CLI shall not permit the tangible net worth of CLI and its subsidiaries at any time to be less than \$200 million, minus the amount, if any, of any dividend or distribution made to its parent which is then immediately used to repay or retire amounts owed under the Amended Seacastle Credit Facility. Additionally, CLI has agreed for itself and certain restricted subsidiaries (i) subject to certain exceptions, not to incur indebtedness and/or liens against its assets and/or to make investments, (ii) subject to certain exceptions, not to dispose of assets, (iii) not to merge or consolidate with any other person or effect any asset acquisition of a facility, division or line or business or acquisition of a majority of the voting stock of any person, (iv) except as otherwise permitted by the Container Revolving Credit Facility, not to engage in transactions with affiliates except on an arm's-length basis in the ordinary course of business and in accordance with the Management Agreement, (v) not to agree to certain restrictions or prohibitions on granting liens and/or making distributions, dividends or similar payments, (vi) not to enter into any sale/leaseback transactions with respect to assets in the aggregate in excess of \$40 million; (vii) not permit to exist any lien on the tracking and billing system used by CLI and its affiliates; (viii) not dispose of or permit to exist any lien on its equity interest in CLI Funding LLC and not permit to exist any lien on the equity interest in any other unrestricted subsidiary except in each case as permitted by the Container Revolving Credit Facility, (ix) to restrict the aggregate amount of indebtedness of CLI Funding LLC at any time outstanding and (x) except for certain exceptions set forth in the Container Revolving Credit Facility, not to make any dividend or distribution if a default or event of default shall exist or would result therefrom. A violation of any of these covenants could result in a default under the Container Revolving Credit Facility. In addition, a change of control of CLI, as contemplated by the Container Revolving Credit Facility, is an event of default. Any event of default would result in termination of all commitments and loans under the Container Revolving Credit Facility and all other amounts owing under the Container Revolving Credit Facility and other loan documents to become immediately due and payable.

**Container Asset-Backed Securitizations**

On August 24, 2006, CLI Funding LLC, a wholly owned subsidiary of CLI, entered into a Second Amended and Restated Indenture (as amended, the "CLI Funding Indenture") with U.S. Bank National Association, as indenture trustee. The CLI Funding Indenture was supplemented by the Series 2006-1 Supplement, dated as of August 24, 2006 (the "Series 2006-1 Supplement"), pursuant to which CLI Funding LLC Floating Rate Asset Backed Notes, Series 2006-1 (the "Series 2006-1 Notes") were issued in the initial principal amount of \$685 million. In connection therewith, CLI Funding LLC executed a Series 2006-1 Note Purchase Agreement, dated as of August 16, 2006 (as amended, the "Series 2006-1 Note Purchase Agreement"), with CLI, as Manager, Wachovia Capital Markets, LLC and Deutsche Bank Securities Inc., an underwriter for this offering. In addition, the CLI Funding Indenture was further supplemented by the Series 2006-2 Supplement, dated as of August 24, 2006 (the "Series 2006-2 Supplement" and together with the Series 2006-1 Supplement, the "Supplements"), pursuant to which CLI Funding Floating Rate Asset Backed Notes, Series 2006-2 (the "Series 2006-2 Notes,"), which were subsequently repaid in full and terminated in January 2009. The CLI Funding Indenture, the Supplements, the 2006-1 Note Purchase Agreement, and the related transaction documents are collectively referred to in this prospectus as the "Container Securitization Documents."

The obligations of CLI Funding LLC under the CLI Funding Indenture (including, without limitation, with respect to the Series 2006-1 Notes) are secured by a pledge by CLI Funding LLC of a first priority perfected security interest in and to all assets of CLI Funding LLC including, without limitation, refrigerated and other types of marine or intermodal containers and any gensets owned by CLI Funding LLC and all other equipment, leases, contracts, accounts and all proceeds relating thereto (collectively, the "CLI Funding Containers").

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The unpaid principal amount of the Series 2006-1 Notes, together with interest and all other related amounts, is scheduled to be repaid in full in August 2016, and is otherwise due and payable in full in August 2021.

The Series 2006-1 Notes bear interest at the rate of one-month LIBOR plus a margin. Ambac Assurance Corporation, a financial guarantee company, has issued insurance policies providing credit enhancement on the Series 2006-1 Notes. Those policies are non-cancellable and guarantee the payment of the principal and interest on the Series 2006-1 Notes.

At no time shall the outstanding amount of the Series 2006-1 Notes exceed the asset base, which at any time is the sum in the aggregate of 85% of the net book value of eligible containers that are not then subject to a direct finance lease, plus 85% of the net value of the direct finance lease receivables of all eligible containers that are then subject to a direct finance lease, plus the amount then on deposit in the restricted cash account. If the outstanding loans exceed the asset base at any time, then CLI Funding LLC will be required to repay the excess for application toward repayment of the amount of the Series 2006-1 Notes. Failure by CLI Funding LLC to repay such excess amount within 90 days is an event of default.

The Container Securitization Documents contain typical representations and covenants for indebtedness of this type. CLI Funding LLC has agreed (i) subject to certain exceptions, not to incur indebtedness (including pursuant to any guaranty) and/or liens against the collateral and/or to make investments, (ii) subject to certain exceptions, not to dispose of the collateral, (iii) not to merge or consolidate with any other person, or sell, transfer or lease any of its assets except for the leasing of containers in accordance with the management agreement with CLI and as otherwise permitted by the CLI Funding Indenture, (iv) not to become party to or enter into any other agreements or instruments, other than permitted agreements for the disposition of sold assets and permitted agreements for the sale or re-lease of containers made in accordance with the terms of the management agreement with CLI; (v) not to make any capital expenditure except for the acquisition of additional containers and capital improvements to the containers made in the ordinary course of business; (vi) not to create any subsidiaries; (vii) not to amend or modify its depreciation policy; (viii) not to claim any credit on or make any deduction for or assert any claim against any noteholder by reason of the payment of any taxes levied or assessed against the collateral; (ix) not to impair the collateral or permit the validity and effectiveness of the CLI Funding Indenture and the related documents to be impaired; and (x) not operate in such a manner that it shall be substantively consolidated with the trust estate of any other person in the event of a bankruptcy or similar proceeding. A violation of any of these covenants could result in a default under the Container Securitization Documents. In addition, it is an event of default if CLI at any time owns less than all of the equity interests in CLI Funding LLC or fails to have sole control of CLI Funding LLC and legally and beneficially own less than a majority of all equity and voting interest in CLI Funding LLC. An event of default would result in termination of all commitments and loans under the Container Securitization Documents and all other amounts owing thereunder becoming immediately due and payable.

CLI Funding must also enter into certain interest rate hedge agreements with eligible counterparties with respect to rent payments due under all related direct finance leases.

Further, each of the following shall constitute an early amortization event under the CLI Funding Indenture: (i) an event of default under the indenture or any related document including, without limitation, the intercreditor agreement, the management agreement with CLI and any supplemental indenture shall exist, (ii) a manager default shall exist, (iii) the long-term interest coverage ratio of CLI Funding LLC is less than two hundred twenty-five percent (225%); (iv) the short term interest coverage ratio of CLI Funding LLC is less than one hundred ten percent (110%) for four consecutive record dates, (v) on any record date, the average age of all of the containers shall exceed 8.5 years; (vi) the aggregate note principal balance exceeds the asset base and such condition continues unremedied for

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ten days; or (vii) any environmental law is adopted which prohibits or limits in any material respect the usage of the containers and is reasonably likely to materially and adversely effect the revenue-generating activities or operations of CLI Funding LLC. During an early amortization event, among other things, revenues of CLI Funding LLC shall be used to prepay the unpaid principal balance of the loans.

CLI Funding LLC was established as a bankruptcy-remote entity whose assets are isolated from those of CLI. The obligations under the Series 2006-1 Notes are full recourse obligations of CLI Funding LLC only and are not obligations of any other person.

**CLI Funding III Credit Facility**

On October 31, 2007, CLI Funding III LLC, a wholly owned subsidiary of CLI, entered into a \$300 million revolving loan credit agreement (the "CLI Funding III Credit Facility") with ING Bank N.V., DVB Bank N.V. and NIBC Bank N.V., as lenders, and ING Bank N.V., as administrative agent and collateral agent (the "Agent"). The credit agreement was subsequently amended increasing the facility to \$400 million and providing for commitments by additional lenders.

In connection with the CLI Funding III Credit Facility, CLI executed a guaranty, pursuant to which CLI guaranteed the punctual payment and performance when due by CLI Funding III LLC of its obligations under the CLI Funding III Credit Facility and the other related loan documents.

Pursuant to the terms of the CLI Funding III Credit Facility, CLI Funding III, LLC, as the borrower, entered into a Security Agreement with the Agent, pursuant to which the borrower pledged as a first priority preferred security interest certain assets for the benefit of the secured parties as collateral security for the payment and performance of its obligations under the CLI Funding III Credit Facility and the other loan documents. The pledged assets include, among other things, direct finance lease receivables associated with certain container assets, the proceeds therefrom and certain related assets. Additionally, pursuant to a management agreement (the "Management Agreement"), CLI is the manager of such assets.

The facility had a two year commitment period, which expired on October 31, 2009, during which time CLI Funding III LLC was permitted to draw down loans, followed by a term period, during which time the draw down amounts must be repaid prior to October 31, 2019.

The loans under the CLI Funding III Credit Facility bear interest at the LIBOR rate (as calculated by the administrative agent) determined for the applicable interest period, plus a margin. CLI Funding III LLC also agreed to pay during the commitment period a commitment fee on the portion of the CLI Funding III Credit Facility that was available but not drawn down.

The proceeds of the loans under the CLI Funding III Credit Facility are to be used for the acquisition by the borrower of the collateral securing the loans and for other general business purposes.

At no time may the outstanding loans exceed the lesser of the aggregate commitments of the lenders and the asset base, which is based upon the most recent borrowing base report provided by CLI Funding III LLC and which at any time is equal to the sum in the aggregate of 85% of the net present value of the receivables related to all non-defaulted finance lease. If the outstanding loans exceed the lesser of the aggregate commitments of the lenders and the asset base, then CLI Funding III LLC shall immediately repay the excess to the Agent for the lenders to reduce the unpaid principal balance of the loans or acquire additional finance leases, in each case to the extent necessary to cure such deficiency. If such amount is not paid in full within 45 days, it will constitute a default under the CLI Funding III Credit Facility.

Each of the CLI Funding III loan documents described above contains typical representations and covenants for loans of this type. With respect to the CLI Funding III Credit Facility, CLI

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Funding III LLC has agreed (i) not to incur indebtedness and/or liens against its assets and/or to make investments except to the extent permitted by the CLI Funding III Credit Facility, (ii) not to dispose of assets except as permitted by the CLI Funding III Credit Facility, (iii) not to merge or consolidate with any other person or effect any asset acquisition of a facility, division or line or business or acquisition of a majority of the voting stock of any person, except for ordinary course transactions, (iv) except as otherwise permitted by the CLI Funding III Credit Facility, not to engage in transactions with affiliates except on an arm's-length basis in the ordinary course of business, (v) not to enter into any sale/leaseback transactions; and (vi) not to become party to any agreements or instruments other than the CLI Funding III loan documents, agreements for the disposition of containers and leases as permitted by the CLI Funding III loan documents and agreements for the sale or re-lease of a container made in accordance with the terms of the Management Agreement with CLI; (vii) not to make any expenditure for capital assets except for the acquisition of additional containers in accordance with the terms of the CLI Funding III loan documents and capital improvements to the containers made in the ordinary course of business and in accordance with the terms of the management agreement; (viii) not to create any subsidiaries; (ix) not to make any dividend or distribution if a default or event of default shall exist or would result therefrom, except that any such payments may be made to affiliates for services provided or products delivered pursuant to permitted affiliate transactions; (x) to keep the assets purchased with proceeds from this facility in good repair and working order and in use according to good operating practices; (xi) to enter into an interest rate hedging agreement and (xii) that CLI, as guarantor, shall maintain a consolidated net worth of \$200 million. A violation of any of these covenants could result in a default under the CLI Funding III Credit Facility.

With respect to the Management Agreement, CLI has agreed to (i) not become a party to or permit any of its subsidiaries to become a party to, any merger, amalgamation or consolidation, unless it is the surviving entity and after giving effect to such merger amalgamation or consolidation, the manager shall derive at least two-thirds ( $\frac{2}{3}$ ) of its consolidated revenue from the ownership or management of marine containers or any ancillary, related or complementary business or as otherwise permitted by the Management Agreement, (ii) not be a party to any asset acquisition or stock acquisition (except in the ordinary course of business consistent with past practice) unless the manager shall derive at least two-thirds ( $\frac{2}{3}$ ) of its consolidated revenue from the ownership or management of marine containers or any ancillary, related or complementary business and no default shall result therefrom; (iii) not dispose of, or permit its subsidiaries to dispose of, assets, except as permitted by the CLI Funding III Credit Facility and related documents; and (iv) maintain a consolidated tangible net worth of at least \$200 million.

A default under the Management Agreement shall be deemed to have occurred if, among other things, a change of control, as defined in the Management Agreement, of CLI occurs or if CLI ceases to carry on, or is restricted by any governmental authority from conducting, its container leasing business.

**Seacastle Credit Facility**

On July 26, 2007, Seacastle and Seacastle Operating Company Ltd. ("Operating"), a wholly owned subsidiary of Seacastle, entered into a credit agreement (the "Seacastle Revolving Credit Facility"), providing for a \$250 million revolving credit facility, with the lenders from time to time parties