

Eagle Bulk Shipping Inc.  
Form 10-Q  
November 06, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended September 30, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-33831

EAGLE BULK SHIPPING INC.  
(Exact name of Registrant as specified in its charter)

Republic of the Marshall Islands  
(State or other jurisdiction of  
incorporation or organization)

98-0453513  
(I.R.S. Employer  
Identification No.)

477 Madison Avenue  
New York, New York 10022  
(Address of principal executive offices)(Zip  
Code)

Registrant's telephone number, including area code: (212) 785-2500

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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. (Check one):

Large accelerated Filer  Accelerated Filer Non-accelerated Filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, par value \$0.01 per share, 62,052,478 shares outstanding as of November 6, 2009.

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## Part 1 : FINANCIAL INFORMATION

## Item 1 : Financial Statements

EAGLE BULK SHIPPING INC.  
CONSOLIDATED BALANCE SHEETS

|   | September 30, 2009<br>(Unaudited) | December 31, 2008       |
|---|-----------------------------------|-------------------------|
| <b>ASSETS:</b>  |                                   |                         |
| Current assets:   |                                   |                         |
| Cash and cash equivalents   | \$ 82,544,467                     | \$ 9,208,862            |
| Accounts receivable   | 5,825,416                         | 4,357,837               |
| Prepaid expenses  | 5,348,972                         | 3,297,801               |
| <b>Total current assets</b>   | <b>93,718,855</b>                 | <b>16,864,500</b>       |
| Noncurrent assets:  |                                   |                         |
| Vessels and vessel improvements, at cost, net of accumulated depreciation of \$114,516,274 and \$84,113,047, respectively | 919,565,338                       | 874,674,636             |
| Advances for vessel construction  | 483,414,622                       | 411,063,011             |
| Other fixed assets, net of accumulated amortization of \$25,755 and \$4,556, respectively                                 | 283,895                           | 219,245                 |
| Restricted cash   | 12,776,056                        | 11,776,056              |
| Deferred drydock costs  | 4,805,679                         | 3,737,386               |
| Deferred financing costs  | 22,012,037                        | 24,270,060              |
| Fair value above contract value of time charters acquired   | 4,531,115                         | 4,531,115               |
| Fair value of derivative instruments  | 5,984,686                         | 15,039,535              |
| <b>Total noncurrent assets</b>  | <b>1,453,373,428</b>              | <b>1,345,311,044</b>    |
| <b>Total assets</b>   | <b>\$ 1,547,092,283</b>           | <b>\$ 1,362,175,544</b> |
| <b>LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>   |                                   |                         |
| Current liabilities:  |                                   |                         |
| Accounts payable  | \$ 1,402,289                      | \$ 2,037,060            |
| Accrued interest  | 7,717,705                         | 7,523,057               |
| Other accrued liabilities   | 10,473,346                        | 3,021,975               |
| Deferred revenue and fair value below contract value of time charters acquired  | 8,570,051                         | 2,863,184               |
| Unearned charter hire revenue   | 5,754,126                         | 5,958,833               |
| <b>Total current liabilities</b>  | <b>33,917,517</b>                 | <b>21,404,109</b>       |
| Noncurrent liabilities:   |                                   |                         |
| Long-term debt  | 836,725,880                       | 789,601,403             |
| Fair value below contract value of time charters acquired   | 25,050,597                        | 29,205,196              |
| Fair value of derivative instruments  | 41,365,655                        | 50,538,060              |
| <b>Total noncurrent liabilities</b>   | <b>903,142,132</b>                | <b>869,344,659</b>      |
| <b>Total liabilities</b>  | <b>937,059,649</b>                | <b>890,748,768</b>      |
| Commitment and contingencies  |                                   |                         |
| Stockholders' equity:   |                                   |                         |
| Preferred stock, \$.01 par value, 25,000,000 shares authorized, none issued   | —                                 | —                       |
| Common shares, \$.01 par value, 100,000,000 shares authorized, 61,986,777 and 47,031,300 shares issued and outstanding    | 619,868                           | 470,313                 |
| Additional paid-in capital  | 721,483,816                       | 614,241,646             |

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|  |                  |                  |
|--|------------------|------------------|
| Retained earnings (net of dividends declared of \$262,188,388) | (76,690,081 )    | (107,786,658 )   |
| Accumulated other comprehensive loss                           | (35,380,969 )    | (35,498,525 )    |
| Total stockholders' equity                                     | 610,032,634      | 471,426,776      |
| Total liabilities and stockholders' equity                     | \$ 1,547,092,283 | \$ 1,362,175,544 |

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The accompanying notes are an integral part of these Consolidated Financial Statements.

EAGLE BULK SHIPPING INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

|                                       | Three Months Ended    |                       | Nine Months Ended     |                       |
|---------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                                       | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2009 | September 30,<br>2008 |
| Revenues, net of Commissions          | \$ 41,551,805         | \$ 51,553,232         | \$ 150,550,809        | \$ 125,462,448        |
| Vessel Expenses                       | 11,493,889            | 9,344,348             | 37,498,893            | 24,932,088            |
| Depreciation and Amortization         | 11,094,238            | 8,991,877             | 32,328,402            | 23,718,898            |
| General and Administrative Expenses   | 7,839,942             | 6,666,748             | 25,784,155            | 16,478,840            |
| Total Operating Expenses              | 30,428,069            | 25,002,973            | 95,611,450            | 65,129,826            |
| Operating Income                      | 11,123,736            | 26,550,259            | 54,939,359            | 60,332,622            |
| Interest Expense                      | 7,294,151             | 3,714,458             | 20,596,321            | 10,513,928            |
| Interest Income                       | (65,965 )             | (385,816 )            | (136,828 )            | (2,654,863 )          |
| Write-off of Deferred Financing Costs | 3,383,289             | —                     | 3,383,289             | —                     |
| Net Interest Expense                  | 10,611,475            | 3,328,642             | 23,842,782            | 7,859,065             |
| Net Income                            | \$ 512,261            | \$ 23,221,617         | \$ 31,096,577         | \$ 52,473,557         |
| Weighted Average Shares Outstanding : |                       |                       |                       |                       |
| Basic                                 | 61,976,794            | 46,770,486            | 53,808,348            | 46,762,092            |
| Diluted                               | 61,986,752            | 47,066,254            | 53,831,913            | 47,062,811            |
| Per Share Amounts:                    |                       |                       |                       |                       |
| Basic Net Income                      | \$ 0.01               | \$ 0.50               | \$ 0.58               | \$ 1.12               |
| Diluted Net Income                    | \$ 0.01               | \$ 0.49               | \$ 0.58               | \$ 1.11               |
| Cash Dividends Declared and Paid      | —                     | \$ 0.50               | —                     | \$ 1.50               |

The accompanying notes are an integral part of these Consolidated Financial Statements.



EAGLE BULK SHIPPING INC.  
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009

|   | Common<br>Shares | Common<br>Shares<br>Amount | Additional<br>Paid-In<br>Capital | Net Income   | Accumulated<br>Deficit | Other<br>Comprehensive<br>Income (Loss) | Total<br>Stockholders'<br>Equity |
|---|------------------|----------------------------|----------------------------------|--------------|------------------------|---|----------------------------------|
| Balance at<br>December 31,<br>2008                        | 47,031,300       | \$470,313                  | \$614,241,646                    |              | \$(107,786,658)        | \$(35,498,525)                          | \$471,426,776                    |
| Comprehensive<br>income :                                 |                  |                            |                                  |              |                        |   |                                  |
| Net income  | —                | —                          | —                                | \$31,096,577 | 31,096,577             | —                                       | 31,096,577                       |
| Net<br>unrealized gain<br>on derivatives                  | —                | —                          | —                                | —            | —                      | 117,556                                 | 117,556                          |
| Comprehensive<br>income                                   | —                | —                          | —                                | —            | —                      | —                                       | 502,640,909                      |
| Issuance of<br>common<br>shares, net of<br>issuance costs | 14,847,493       | 148,475                    | 97,142,571                       |              | —                      |   | 97,291,046                       |
| Issuance of<br>restricted<br>shares                       | 107,984          | 1,080                      | (487,551 )                       | —            | —                      | —                                       | (486,471 )                       |
| Non-cash<br>compensation                                  | —                | —                          | 10,587,150                       | —            | —                      | —                                       | 10,587,150                       |
| Balance at<br>September 30,<br>2009                       | 61,986,777       | \$619,868                  | \$721,483,816                    |              | \$(76,690,081 )        | \$(35,380,969)                          | \$610,032,634                    |

The accompanying notes are an integral part of these Consolidated Financial Statements.

EAGLE BULK SHIPPING INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

|   | Nine Months Ended  |                    |
|---|--------------------|--------------------|
|   | September 30, 2009 | September 30, 2008 |
| Cash flows from operating activities:   |                    |                    |
| Net income  | \$ 31,096,577      | \$ 52,473,557      |
| Adjustments to reconcile net income to net cash provided by operating activities: |                    |                    |
| Items included in net income not affecting cash flows:                            |                    |                    |
| Depreciation and amortization   | 30,424,426         | 21,816,618         |
| Amortization of deferred drydocking costs   | 1,903,976          | 1,902,280          |
| Amortization of deferred financing costs  | 881,728            | 185,508            |
| Amortization of fair value below contract value of time charters acquired         | (1,942,278 )       | (264,053 )         |
| Write-off of Deferred Financing Costs   | 3,383,289          | —                  |
| Non-cash compensation expense   | 10,587,150         | 7,766,452          |
| Changes in operating assets and liabilities:                                      |                    |                    |
| Accounts receivable   | (1,467,579 )       | (489,213 )         |
| Prepaid expenses  | (2,051,171 )       | (2,409,563 )       |
| Accounts payable  | (634,771 )         | (3,288,849 )       |
| Accrued interest  | 644,354            | 573,342            |
| Accrued expenses  | 7,025,387          | 1,056,589          |
| Drydocking expenditures   | (2,546,285 )       | (1,701,042 )       |
| Deferred revenue  | 3,494,546          | —                  |
| Unearned charter hire revenue   | (204,707 )         | 3,971,645          |
| Net cash provided by operating activities   | 80,594,642         | 81,593,271         |
| Cash flows from investing activities:   |                    |                    |
| Vessels and vessel improvements and advances for vessel construction              | (145,771,439 )     | (273,766,850 )     |
| Purchase of other assets  | (85,849 )          | (120,723 )         |
| Net cash used in investing activities   | (145,857,288 )     | (273,887,573 )     |
| Cash flows from financing activities:   |                    |                    |
| Issuance of Common Stock  | 99,999,997         | —                  |
| Proceeds from exercise of stock options   | —                  | 237,327            |
| Equity issuance costs   | (2,708,951 )       | —                  |
| Bank borrowings   | 95,770,000         | 144,724,967        |
| Repayment of bank debt  | (48,645,523 )      | —                  |
| Changes in restricted cash  | (1,000,000 )       | (1,651,440 )       |
| Deferred financing costs  | (4,330,801 )       | (786,811 )         |
| Cash used to settle net share equity awards                                       | (486,471 )         | —                  |
| Cash dividends  | —                  | (70,149,063 )      |
| Net cash provided by financing activities   | 138,598,251        | 72,374,980         |

|                                 |               |                |
|---------------------------------|---------------|----------------|
| Net increase/(decrease) in cash | 73,335,605    | (119,919,322 ) |
| Cash at beginning of period     | 9,208,862     | 152,903,692    |
| Cash at end of period           | \$ 82,544,467 | \$ 32,984,370  |

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The accompanying notes are an integral part of these Consolidated Financial Statements.

EAGLE BULK SHIPPING INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Basis of Presentation and General Information

The accompanying consolidated financial statements include the accounts of Eagle Bulk Shipping Inc. and its wholly-owned subsidiaries (collectively, the "Company", "we" or "our"). The Company is engaged in the ocean transportation of dry bulk cargoes worldwide through the ownership and operation of dry bulk vessels. The Company's fleet is comprised of Supramax and Handymax bulk carriers and the Company operates its business in one business segment.

The Company is a holding company incorporated in 2005, under the laws of the Republic of the Marshall Islands and is the sole owner of all of the outstanding shares of its wholly-owned subsidiaries incorporated in the Republic of the Marshall Islands. The primary activity of each of the subsidiaries is the ownership of a vessel. The operations of the vessels are managed by a wholly-owned subsidiary of the Company, Eagle Shipping International (USA) LLC, a Republic of the Marshall Islands limited liability company.

As of September 30, 2009, the Company's operating fleet consisted of 25 vessels. The Company has an extensive vessel newbuilding program and as of September 30, 2009 had contracts for the construction of 22 vessels. The following tables present certain information concerning the Company's fleet as of September 30, 2009:

| No. of Vessels                 | Dwt       | Vessel Type                   | Delivery  | Employment   |
|--------------------------------|-----------|-------------------------------|-----------|--|
| <b>Vessels in Operation</b>    |           |                               |           |  |
| 25 Vessels                     | 1,296,917 | 22 Supramax                   |           | Time Charter   |
|                                |           | 3 Handymax                    |           | Time Charter   |
| <b>Vessels to be delivered</b> |           |                               |           |  |
| 3 Vessels                      | 159,300   | 53,100 dwt series<br>Supramax | 2009-2010 | 2 Vessels on Time Charter and 1<br>Vessel Charter Free |
| 2 Vessels                      | 112,000   | 56,000 dwt series<br>Supramax | 2010      | 2 Vessels Charter Free                                 |
| 17 Vessels                     | 986,000   | 58,000 dwt series<br>Supramax | 2009-2011 | 17 Vessels on Time Charter                             |

The following table represents certain information about the Company's charterers which individually accounted for more than 10% of the Company's gross time charter revenue during the periods indicated:

| Charterer   | % of Consolidated Time Charter Revenue |                    |                    |                    |
|-------------|--|--------------------|--------------------|--------------------|
|             | Three Months Ended                     |                    | Nine Months Ended  |                    |
|             | September 30, 2009                     | September 30, 2008 | September 30, 2009 | September 30, 2008 |
| Charterer B | 13%                                    | 22%                | 16%                | 25%                |
| Charterer H | 16%                                    | 14%                | 13%                | 16%                |

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|             |     |     |     |     |
|-------------|-----|-----|-----|-----|
| Charterer L | —   | 18% | 14% | 19% |
| Charterer M | 17% | 12% | 18% | 12% |
| Charterer P | —   | 10% | —   | —   |

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The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States, and the rules and regulations of the Securities and Exchange Commission ("SEC") which apply to interim financial statements and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes normally included in consolidated financial statements prepared in conformity with generally accepted accounting principles in the United States. They should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2008 Annual Report on Form 10-K.

The accompanying unaudited consolidated financial statements include all adjustments (consisting of normal recurring adjustments) that management considers necessary for a fair presentation of its consolidated financial position and results of operations for the interim periods presented. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the entire year.

#### Note 2. New Accounting Pronouncements

In April 2009, the FASB amended the Fair Value of Financial Instruments to require an entity to provide disclosures about fair value of financial instruments in interim financial information ("Fair Value Disclosure Amendment"). The Fair Value Disclosure Amendment requires a publicly traded company to include disclosures about the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. In addition, entities must disclose, in the body or in the accompanying notes of its summarized financial information for interim reporting periods and in its financial statements for annual reporting periods, the fair value of all financial instruments for which it is practicable to estimate that value, whether recognized or not recognized in the statement of financial position. The Fair Value Disclosure Amendment became effective for the Company in the quarter ended June 30, 2009, and its adoption did not have an impact on our consolidated financial condition or results of operations.

In May 2009, the FASB issued guidance on "Subsequent Events." This guidance sets forth general standards of accounting for, and disclosure of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This guidance is effective for periods ending after June 15, 2009. The adoption of this guidance did not have an impact on our consolidated financial condition or results of operations. The subsequent events have been evaluated through November 6, 2009, the date of the issuance of the accompanying condensed consolidated financial statements.

In June 2009, the FASB issued guidance on "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles" which established the FASB Accounting Standards Codification as the single source of authoritative accounting principles in the preparation of financial statements in conformity with GAAP. This guidance also explicitly recognized rules and interpretive releases of the Securities and Exchange Commission ("SEC") under federal securities laws as authoritative GAAP for SEC registrants. This guidance was effective for financial statements issued for periods ending after September 15, 2009. The adoption of this guidance did not have an impact on our consolidated financial condition or results of operations.

In June 2009, the FASB issued guidance which 1) replaces the quantitative-based risks and rewards calculation for determining whether an enterprise is the primary beneficiary in a variable interest entity with an approach that is primarily qualitative, 2) requires ongoing assessments of whether an enterprise is the primary beneficiary of a variable interest entity, and 3) requires additional disclosures about an enterprise's involvement in variable interest entities. This guidance is effective for financial statements issued for fiscal years beginning after November 15, 2009. We do not expect the adoption of this guidance to have a material impact, if any, on our consolidated financial condition or results of operations.

In October 2009, an update was made to "Revenue Recognition – Multiple Deliverable Revenue Arrangements." This update removes the objective-and-reliable-evidence-of-fair-value criterion from the separation criteria used to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting, replaces references to "fair value" with "selling price" to distinguish from the fair value measurements required under the "Fair Value Measurements and Disclosures" guidance, provides a hierarchy that entities must use to estimate the selling price, eliminates the use of the residual method for allocation, and expands the ongoing disclosure requirements. This update is effective for the company beginning January 1, 2011 and can be applied prospectively or retrospectively. We are currently evaluating the effect that adoption of this update will have, if any, on the company's consolidated financial position and results of operations when it becomes effective in 2011.

## Note 3. Vessels

## a. Vessel and Vessel Improvements

At September 30, 2009, the Company's operating fleet consisted of 25 dry bulk vessels. In January and March 2009, the Company took delivery of the Crested Eagle and Stellar Eagle, respectively.

Vessel and vessel improvements:

|  |               |
|--|---------------|
| Vessels and Vessel Improvements, at December 31, 2008  | \$874,674,636 |
| Purchase of Vessel and Vessel Improvements             | 3,384,485     |
| Delivery of Newbuild Vessels                           | 71,909,444    |
| Depreciation Expense                                   | (30,403,227 ) |
| Vessels and Vessel Improvements, at September 30, 2009 | \$919,565,338 |

## b. Advances for Vessel Construction

The Company took delivery of the Crested Eagle and Stellar Eagle, two Japanese built vessels, in January and March 2009, respectively. In 2008, the Company took delivery of two Chinese and one Japanese built vessels. In October 2009 the Company took delivery of the Bittern.

As of September 30, 2009, the total contract cost of the remaining two Supramax vessels under construction in Japan is approximately \$73,798,065, these vessels' construction contracts are Japanese yen denominated. As of September 30, 2009, the Company had advanced an equivalent of \$24,798,118 in progress payments towards these contracts. The remaining two vessels are expected to be delivered in 2010. The Company will incur additional costs relating to the construction of these vessels, including capitalized interest, insurance, legal, and technical supervision costs.

As of September 30, 2009, the Company had twenty Supramax vessels under construction at the shipyard in China. The total contract cost of the construction project in China is approximately \$859,098,055, of which the Company has advanced \$393,563,055 in payments towards the construction of these vessels. These vessels are expected to be delivered between 2009 and 2011. The Company will incur additional costs relating to the construction of these vessels, including capitalized interest, insurance, legal, and technical supervision costs.

Advances for Vessel Construction:

|   |                |
|---|----------------|
| Advances for Vessel Construction, at December 31, 2008  | \$ 411,063,011 |
| Progress Payments                                       | 117,330,996    |
| Capitalized Interest                                    | 20,895,336     |
| Legal and Technical Supervision Costs                   | 6,034,723      |
| Delivery of Newbuild Vessels                            | (71,909,444)   |
| Advances for Vessel Construction, at September 30, 2009 | \$ 483,414,622 |



## Note 4. Long-Term Debt

At September 30, 2009, the Company's debt consisted of \$836,725,880 in net borrowings under the amended revolving credit facility. These borrowings consisted of \$416,233,690 for the 25 vessels currently in operation and \$420,492,190 to fund the Company's newbuilding program.

On August 4, 2009, the Company entered into a third Amendatory Agreement to its revolving credit facility dated October 19, 2007. Among other things, the credit facility reduces the amount of the credit facility to \$1,200,000,000 with maturity in July 2014. The agreement also modifies the minimum security covenant, the minimum net worth covenant, and the minimum interest coverage ratio covenant, until such time as the Company can comply with the original covenants for two consecutive accounting periods. In the interim, the measurement of the three covenants at the end of each accounting period has been amended as follows: (a) The minimum security covenant has been suspended, (b) the minimum net worth covenant has been amended to a threshold minimum of \$400 million plus an amount equal to fifty percent of any equity received by the Company, with the determination of net worth to utilize book value of vessel assets as stated in the financial statements rather than the market value, and (c) until reinstatement of the original minimum security and net worth covenants, for 24 months from July 1, 2009 to June 30, 2011, at each accounting period, the Company's cumulative EBITDA (EBITDA as defined in the credit agreement) will at all times be not less than 120% of the cumulative loan interest incurred on a trailing four quarter basis, and for each accounting period after June 30, 2011, the Company's cumulative EBITDA will at all times be not less than 130% of the cumulative loan interest incurred on a trailing four quarter basis. The amendment also requires, that until the Company is in compliance with the original covenants for two consecutive accounting periods, the Company will use half the net proceeds from any equity issuance to reduce the facility, including approximately \$48.6 million from the equity raised during the second quarter which was paid during the third quarter. These payments reduce the available amount of the credit facility to \$1,151,354,477. The Company will continue to be able to borrow the undrawn portion of the facility and the amounts borrowed will bear interest at LIBOR plus 2.50%. Undrawn portions of the facility will bear a commitment fee of 0.7%. The facility is available in full until July 2012 when availability will begin to decline in four semi-annual reductions of \$53,969,741 with a full repayment at maturity. In connection with the third amendment to the revolving credit facility, the Company recorded deferred financing fees of \$3,014,400 and a one-time non-cash charge of \$3,383,289 relating to write-off a portion of deferred finance costs associated with the reduction of the credit facility.

Under the terms of the third amendment of the revolving credit facility, among other things, we will maintain with the lender an amount not less than the greater of \$500,000 per delivered vessel or an amount equal to any reductions in the total commitments scheduled to be effected within the next six months less the amount of the then unutilized facility. As of September 30, 2009, the Company has recorded \$12,500,000 as restricted cash in the accompanying balance sheets.

For the nine months ended September 30, 2009, interest rates on the outstanding debt ranged from 2.19% to 7.73%, including a margin of 1.75% to 2.50% over LIBOR applicable under the terms of the amended revolving credit facility. The weighted average effective interest rate was 6.35%. The Company incurred a commitment fee of 0.30% to 0.70% on the undrawn portion of the revolving credit facility. Interest costs on borrowings used to fund the Company's newbuilding program are capitalized until the vessels are delivered.

Interest Expense, exclusive of capitalized interest, consists of:

|               | Three Months Ended    |                       | Nine Months Ended     |                       |
|---------------|-----------------------|-----------------------|-----------------------|-----------------------|
|               | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2009 | September 30,<br>2008 |
| Loan Interest | \$ 6,921,937          | \$ 3,652,171          | \$ 19,714,593         | \$ 10,328,420         |

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|   |               |              |               |               |
|---|---------------|--------------|---------------|---------------|
| Amortization of Deferred<br>Financing Costs | 372,214       | 62,287       | 881,728       | 185,508       |
| Write-off of Deferred<br>Financing Costs    | 3,383,289     | —            | 3,383,289     | —             |
| Total Interest Expense                      | \$ 10,677,440 | \$ 3,714,458 | \$ 23,979,610 | \$ 10,513,928 |

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Interest paid, exclusive of capitalized interest, in the nine month periods ended September 30, 2009 and 2008 amounted to \$19,086,392 and \$9,752,610, respectively.

### Interest-Rate Swaps

The Company has entered into interest rate swaps to effectively convert a portion of its debt from a floating to a fixed-rate basis. Under these swap contracts, exclusive of applicable margins, the Company will pay fixed rate interest and receive floating-rate interest amounts based on three-month LIBOR settings. The swaps are designated and qualify as cash flow hedges. The following table summarizes the interest rate swaps in place as of September 30, 2009 and December 31, 2008.

| Notional Amount<br>Outstanding –<br>September 30, 2009 | Notional Amount<br>Outstanding –<br>December 31, 2008 | Fixed Rate | Maturity |
|--|---|------------|----------|
| \$ 84,800,000  | \$ 84,800,000   | 3.900 %    | 09/2013  |
| 25,776,443   | 25,776,443  | 4.905 %    | 03/2010  |
| 10,995,000   | 10,995,000  | 4.980 %    | 08/2010  |
| 202,340,000  | 202,340,000   | 5.040 %    | 08/2010  |
| 100,000,000  | 100,000,000   | 4.220 %    | 09/2010  |
| 30,000,000   | 30,000,000  | 4.538 %    | 09/2010  |
| 25,048,118   | 25,048,118  | 4.740 %    | 12/2011  |
| 36,752,038   | 36,752,038  | 5.225 %    | 08/2012  |
| 81,500,000   | 81,500,000  | 3.895 %    | 01/2013  |
| 144,700,000  | 144,700,000   | 3.580 %    | 10/2011  |
| 9,162,500  | 9,162,500   | 3.515 %    | 10/2011  |
| 3,405,174  | 3,405,174   | 3.550 %    | 10/2011  |
| 17,050,000   | 17,050,000  | 3.160 %    | 11/2011  |
| \$ 771,529,273   | \$ 771,529,273  |            |          |

The Company records the fair value of the interest rate swaps as an asset or liability on its balance sheet. The effective portion of the swap is recorded in accumulated other comprehensive income. Accordingly, liabilities of \$41,365,655 and \$50,538,060 have been recorded in Fair value of derivative instruments in the Company's balance sheets as of September 30, 2009 and December 31, 2008.

### Foreign Currency swaps

The Company has entered into foreign exchange swap transactions to hedge foreign currency risks on its capital asset transactions (vessel newbuildings). The swaps are designated and qualified as cash flow hedges.

At December 31, 2008, the Company had outstanding foreign currency swap contracts for notional amounts aggregating 8.6 billion Japanese yen swapped into the equivalent of \$80,378,030. In February 2009, the Company fixed the gain on its outstanding foreign currency swaps contracts. This gain will be recognized upon delivery of the remaining vessels as an offset to the cost of the vessels. During the nine months ended September 30, 2009, the Company recognized a foreign currency gain of \$7,684,225 which offset the cost of Stellar Eagle and Crested Eagle upon their delivery. The remaining gain as of September 30, 2009 aggregating \$5,984,686 will offset the cost of the remaining two vessels upon their delivery in January, 2010 and February 2010.

The Company records the fair value of the currency swaps as an asset or liability in its financial statements. The effective portion of the currency swap is recorded in accumulated other comprehensive income. Accordingly, an amount of \$5,984,686 and \$15,039,535 have been recorded in Fair value of derivative instruments and other assets in the accompanying balance sheets as of September 30, 2009, and December 31, 2008, respectively.

## Note 5. Fair Value Measurements

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Cash and cash equivalents—the carrying amounts reported in the consolidated balance sheet for interest-bearing deposits approximate their fair value due to their short-term nature thereof.

Debt—the carrying amounts of borrowings under the revolving credit agreement approximate their fair value, due to the variable interest rate nature thereof.

Interest rate swaps—the fair value of interest rate swaps (used for hedging purposes) is the estimated amount that the Company would receive or pay to terminate the swaps at the reporting date.

Foreign currency swaps—the fair value of foreign currency swaps (used for hedging purposes) is the estimated amount that the Company would receive or pay to terminate the swaps at the reporting date.

Effective January 1, 2008, the Company defines fair value, establishes a framework for measuring fair value and discloses fair value measurements. The fair value hierarchy for disclosure of fair value measurements is as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities

Level 2 – Quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 – Inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The following table summarizes assets and liabilities measured at fair value on a recurring basis at September 30, 2009, as required by SFAS 157:

|             |                            | Level 1 | Level 2       | Level 3 |
|-------------|----------------------------|---------|---------------|---------|
| Assets      |                            |         |               |         |
|             | Foreign currency contracts | —       | \$ 5,984,686  | —       |
| Liabilities |                            |         |               |         |
|             | Interest rate contracts    | —       | \$ 41,365,655 | —       |

The fair value of the interest rate and foreign currency swap contracts are based on quoted market prices for a similar contract and can be validated through external sources.

## Note 6. Commitments and Contingencies

## Vessel technical management contracts

The Company has technical management agreements for each of its vessels with independent technical managers. The Company paid average monthly technical management fees of \$9,017 and \$9,049 per vessel during the nine months ended September 30, 2009 and 2008, respectively.

On August 4, 2009, the Company entered into a management agreement (the "Management Agreement") with Delphin Shipping LLC ("Delphin"), a Marshall Islands limited liability company affiliated with Kelso Investment Associates VII, and KEP VI, LLC and the Company's Chief Executive Officer, Sophocles Zoullas. Delphin was formed for the purpose of acquiring and operating drybulk and other vessels. Under the terms of the Management Agreement, the Company will provide commercial and technical supervisory vessel management services to drybulk vessels to be acquired by Delphin for a fixed monthly management fee based on a sliding scale. Pursuant to the terms of the Management Agreement the Company has been granted an opportunity to acquire for its own account any drybulk vessel that Delphin proposes to acquire. The Company has also been granted a right of first refusal on any drybulk charter opportunity, other than a renewal of an existing charter for a Delphin owned vessel, that the Company reasonably deems suitable for a Company owned vessel. The Management Agreement also provides the Company a

right of first offer on the sale of any drybulk vessel by Delphin. The term of the Management Agreement is one year and is renewable for successive one year terms at the option of Delphin.

## Note 7. Earnings Per Common Share

The computation of basic earnings per share is based on the weighted average number of common shares outstanding during the period. Diluted net income per share gives effect to stock options and restricted stock units using the treasury stock method, unless the impact is anti-dilutive. Diluted net income per share as of September 30, 2009, does not include 1,397,260 restricted stock units and 590,668 stock options as their effect was anti-dilutive.

|   | Three Months Ended    |                       | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2009 | September 30,<br>2008 |
| Net Income  | \$ 512,261            | \$ 23,221,617         | \$ 31,096,577         | \$ 52,473,557         |
| Weighted Average Shares –<br>Basic                                | 61,976,794            | 46,770,486            | 53,808,348            | 46,762,092            |
| Dilutive effect of stock<br>options and restricted stock<br>units | 9,958                 | 295,768               | 23,565                | 300,719               |
| Weighted Average Shares –<br>Diluted                              | 61,986,752            | 47,066,254            | 53,831,913            | 47,062,811            |
| Basic Earnings Per Share  | \$ 0.01               | \$ 0.50               | \$ 0.58               | \$ 1.12               |
| Diluted Earnings Per Share  | \$ 0.01               | \$ 0.49               | \$ 0.58               | \$ 1.11               |

## Note 8. Capital Stock

## Common Stock

On June 30, 2009, the Company completed its offering under an Equity Distribution Agreement of \$100,000,000 with UBS Securities dated March 2, 2009. From May through June 2009, the Company sold 14,847,493 common shares. The net proceeds, after underwriting commission of 2.5% and other issuance fees, amounted to \$97,291,046.

## Dividends

Payment of dividends is in the discretion of the board of directors and is limited by the terms of certain agreements to which the Company and its subsidiaries are parties to and provisions of Marshall Islands law. The Company's revolving credit facility permits it to pay quarterly dividends in amounts up to its cumulative free cash flows, which is our earnings before extraordinary or exceptional items, interest, taxes, depreciation and amortization (Credit Agreement EBITDA), less the aggregate amount of interest incurred and net amounts payable under interest rate hedging agreements during the relevant period and an agreed upon reserve for dry-docking for the period, provided that the Company is in compliance with its loan covenants. Depending on market conditions in the dry bulk shipping industry and acquisition opportunities that may arise, the Company may be required to obtain additional debt or equity financing which could affect its dividend policy. In this connection, the drybulk market has recently declined substantially. In December 2008, the Company's board of directors suspended the payment of dividends to stockholders in order to increase cash flow, optimize financial flexibility and enhance internal growth. In the future, the declaration and payment of dividends, if any, will always be subject to the discretion of the board of directors, restrictions contained in the credit facility and the requirements of Marshall Islands law. The timing and amount of any dividends declared will depend on, among other things, the Company's earnings, financial condition and cash requirements and availability, the ability to obtain debt and equity financing on acceptable terms as contemplated by the Company's growth strategy, the terms of its outstanding indebtedness and the ability of the Company's subsidiaries to distribute funds to it.

Note 9. Stock Incentive Plans

2009 Equity Incentive plan. In May 2009, our shareholders approved the 2009 Equity Incentive Plan (2009 Plan) for the purpose of affording an incentive to eligible persons. The 2009 Equity Incentive Plan provides for the grant of equity based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, unrestricted stock, other equity based or equity related awards, and/or performance compensation awards based on or relating to the Company's common shares to eligible non-employee directors, officers, employees or consultants. The 2009 Plan is administered by a compensation committee or such other committee of the Company's board of directors. A maximum of 4.2 million of the Company's common shares have been authorized for issuance under the 2009 Plan.

2005 Equity Incentive plan. In 2005, the Company adopted the 2005 Equity Incentive Plan (2005 Plan) for the purpose of affording an incentive to eligible persons. The 2005 Equity Incentive Plan provides for the grant of equity-based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, stock bonuses, dividend equivalents and other awards based on or relating to the Company's common shares to eligible non-employee directors, selected officers and other employees and independent contractors. The plan is administered by a committee of the Company's board of directors. An aggregate of 2.6 million shares of the Company's common stock were authorized for issuance under the plan. None of the Company's common shares remain available for issuance under the 2005 Plan.

In 2007 and 2008, the Company granted restricted stock units ("RSUs") to members of its management which vest ratably between three to five years. As of September 30, 2009, RSUs covering a total of 1,264,346 of the Company's shares are outstanding. These RSUs also entitle the participant to receive a dividend equivalent payment on the unvested portion of the underlying shares granted under the award, each time the Company pays a dividend to the Company's shareholders. The dividend equivalent rights on the unvested RSU are forfeited upon termination of employment. The Company is amortizing to non-cash compensation expense the fair value of the non-vested restricted stock at the grant date. For the nine and three months ended September 30, 2009, the amortization charge was \$9,810,190 and \$3,270,063, respectively. The remaining expense for each of the years ending 2009, 2010, and 2011 will be \$3,270,063, \$12,410,365, and \$5,450,402, respectively, and \$7,126,803 thereafter.

As of December 31, 2008, options covering 590,668 of the Company's common shares were outstanding. These options were awarded to members of its management and its independent non-employee directors. On January 23, 2009, the Company granted options to purchase 222,815 of the Company's common shares to its independent non-employee directors. These options vested and became exercisable on the grant date at an exercise price of \$5.00 per share and expire six years from the date of grant. For purposes of determining the non-cash compensation cost for the Company's stock option plans using the fair value method of FAS 123(R), the fair value of the options granted of \$550,851 was estimated on the date of grant using the Black-Scholes option pricing model. The weighted average assumptions used for the 2009 grant included a risk free interest rate of 2.2%, and an expected stock price volatility factor of 74%. For the nine and three months ended September 30, 2009, the Company has recorded a non-cash compensation charge of \$776,960 and \$75,370, respectively. As of September 30, 2009, options covering 813,483 of the Company's common shares are outstanding with exercise prices ranging from \$5.00 to \$21.88 per share (the market prices at dates of grants). The options granted to the independent non-employee directors vested and became exercisable on the grant dates. The options granted to members of its management vest and become exercisable over three years. All options expire between six to ten years from the date of grant.

On January 15, 2008, the Company granted 30,000 shares of its common stock, which vested on the grant date, to its independent non-employee directors. The fair value of the stock at the grant date was equal to the closing stock price on that date and a total amount of \$608,400 has been recorded in non-cash compensation expense for the six months ended September 30, 2008.

The non-cash compensation expenses recorded by the Company and included in General and Administrative Expenses are as follows:

|                         | Three Months Ended    |                       | Nine Months Ended     |                       |
|-------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|                         | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2009 | September 30,<br>2008 |
| Stock Option Plans      | \$ 75,370             | \$ 62,851             | \$ 776,960            | \$ 226,108            |
| Restricted Stock Grants | 3,270,063             | 3,131,658             | 9,810,190             | 6,931,944             |
| Stock Grants            | —                     | —                     | —                     | 608,400               |
|                         | \$ 3,345,433          | \$ 3,194,509          | \$ 10,587,150         | \$ 7,766,452          |

Total Non-cash compensation  
expense

In 2006 and 2007, the Company granted Dividend Equivalent Rights Awards ("DERs") to its independent non-employee directors and members of its management. These DERs entitle the participant to receive a dividend equivalent payment each time the Company pays a dividend to the Company's shareholders. As of September 30, 2009, DERs equivalent to 574,000 of the Company's common shares are outstanding. For the nine months ended September 30, 2009 and 2008, the Company has recorded in General and Administrative Expense cash compensation expenses of \$0 and \$2,608,236, respectively.

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## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following is a discussion of the Company's financial condition and results of operation for the three-month and nine-month periods ended September 30, 2009 and 2008. This section should be read in conjunction with the consolidated financial statements included elsewhere in this report and the notes to those financial statements.

This discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended and the Private Securities Litigation Reform Act of 1995, and are intended to be covered by the safe harbor provided for under these sections. These statements may include words such as "believe," "estimate," "project," "intend," "expect," "plan," "anticipate," and similar expressions in connection with any discussion of the timing or nature of future operating or financial performance or other events. Forward looking statements reflect management's current expectations and observations with respect to future events and financial performance. Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are subject to risks, uncertainties, and other factors, which could cause actual results to differ materially from future results expressed, projected, or implied by those forward-looking statements. The principal factors that affect our financial position, results of operations and cash flows include, charter market rates, which have recently declined significantly from historic highs, periods of charter hire, vessel operating expenses and voyage costs, which are incurred primarily in U.S. dollars, depreciation expenses, which are a function of the cost of our vessels, significant vessel improvement costs and our vessels' estimated useful lives, and financing costs related to our indebtedness. Our actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors which could include the following: (i) changes in demand in the dry bulk market, including, without limitation, changes in production of, or demand for, commodities and bulk cargoes, generally or in particular regions; (ii) greater than anticipated levels of dry bulk vessel new building orders or lower than anticipated rates of dry bulk vessel scrapping; (iii) changes in rules and regulations applicable to the dry bulk industry, including, without limitation, legislation adopted by international bodies or organizations such as the International Maritime Organization and the European Union or by individual countries; (iv) actions taken by regulatory authorities; (v) changes in trading patterns significantly impacting overall dry bulk tonnage requirements; (vi) changes in the typical seasonal variations in dry bulk charter rates; (vii) changes in the cost of other modes of bulk commodity transportation; (viii) changes in general domestic and international political conditions; (ix) changes in the condition of the Company's vessels or applicable maintenance or regulatory standards (which may affect, among other things, our anticipated drydocking costs); (x) and other factors listed from time to time in our filings with the Securities and Exchange Commission. This discussion also includes statistical data regarding world dry bulk fleet and orderbook and fleet age. We generated some of this data internally, and some were obtained from independent industry publications and reports that we believe to be reliable sources. We have not independently verified this data nor sought the consent of any organizations to refer to their reports in this quarterly report. We disclaim any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

### Overview

We are Eagle Bulk Shipping Inc., a Republic of the Marshall Islands corporation headquartered in New York City. We own one of the largest fleets of Supramax dry bulk vessels in the world. Supramax dry bulk vessels range in size from 50,000 to 60,000 dwt. We transport a broad range of major and minor bulk cargoes, including iron ore, coal, grain, cement and fertilizer, along worldwide shipping routes. As of September 30, 2009, we own and operate a modern fleet of 25 Handymax dry bulk vessels, 22 of which are of the Supramax class. We also have a Supramax newbuilding program for the construction of vessels in Japan and China. As of September 30, 2009, we have taken delivery of five vessels and an additional 22 vessels will be constructed and are expected to be delivered into our fleet

through 2011, at which time, and assuming no disposition or acquisition of additional vessels, our total fleet will consist of 47 vessels with a combined carrying capacity of 2.55 million dwt. In October 2009 the Company took delivery of the Bittern.

We are focused on maintaining a high quality fleet that is concentrated primarily in one vessel type – Handymax dry bulk carriers and its sub-category of Supramax vessels which are Handymax vessels ranging in size from 50,000 to 60,000 dwt. These vessels have the cargo loading and unloading flexibility of on-board cranes while offering cargo carrying capacities approaching that of Panamax dry bulk vessels, which range in size from 60,000 to 100,000 dwt and rely on port facilities to load and offload their cargoes. We believe that the cargo handling flexibility and cargo carrying capacity of the Supramax class vessels make them attractive to cargo interests and vessel charterers. The 25 vessels in our operating fleet, with an aggregate carrying capacity of 1,296,917 deadweight tons, have an average age of only six years compared to an average age for the world Handymax dry bulk fleet of over 15 years.

Each of our vessels is owned by us through a separate wholly owned Republic of the Marshall Islands limited liability company.

We maintain our principal executive offices at 477 Madison Avenue, New York, New York 10022. Our telephone number at that address is (212) 785-2500. Our website address is [www.eagleships.com](http://www.eagleships.com). Information contained on our website does not constitute part of this quarterly report.

Our financial performance since inception is based on the following key elements of our business strategy:

- (1) concentration in one vessel category: Supramax class of Handymax dry bulk vessels, which we believe offer size, operational and geographical advantages (over Panamax and Capesize vessels),
- (2) our strategy is to charter our vessels primarily pursuant to one- to three-year time charters to allow us to take advantage of the stable cash flow and high utilization rates that are associated with medium to long-term time charters. On the other hand, time charters provide a shipping company with a predictable level of revenues. We have entered into time charters for substantially all of our vessels in our operating fleet which range in length from approximately one to three years, and in the case of many of our newbuilding vessels for periods up to December 2018. Our time charters provide for fixed semi-monthly payments in advance. We believe this strategy is effective in strong and weak dry bulk markets, giving us security and predictability of cashflows when we look at the volatility of the shipping markets,
- (3) maintain high quality vessels and improve standards of operation through improved environmental procedures, crew training and maintenance and repair procedures, and
- (4) maintain a balance between purchasing vessels as market conditions and opportunities arise and maintaining prudent financial ratios (e.g. leverage ratio).

We have employed all of our vessels in our operating fleet on time charters. During the nine months ended September 30, 2009, we took delivery of two newbuilding vessels, CRESTED EAGLE and STELLAR EAGLE, which promptly entered into their respective charters. The following table represents certain information about the Company's revenue earning charters on its operating fleet:

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| Vessel             | Year Built | Dwt    | Time Charter Expiration (1)                   | Daily Time Charter Hire Rate             |
|--------------------|------------|--------|---|--|
| Cardinal (2)       | 2004       | 55,362 | September 2010 to November 2010               | \$16,250                                 |
| Condor             | 2001       | 50,296 | May 2010 to July 2010                         | \$22,000                                 |
| Falcon             | 2001       | 51,268 | April 2010 to June 2010                       | \$39,500                                 |
| Griffon            | 1995       | 46,635 | February 2010 to May 2010                     | \$9,500                                  |
| Harrier            | 2001       | 50,296 | April 2010 to June 2010                       | \$13,500                                 |
| Hawk I             | 2001       | 50,296 | May 2010 to August 2010                       | \$13,000                                 |
| Heron (3)          | 2001       | 52,827 | January 2011 to May 2011                      | \$26,375                                 |
| Jaeger (4)         | 2004       | 52,248 | October 2009 to January 2010                  | \$10,100                                 |
| Kestrel I          | 2004       | 50,326 | March 2010 to July 2010                       | \$11,500                                 |
| Kite (5)           | 1997       | 47,195 | September 2009 to January 2010                | \$9,500                                  |
| Merlin (6)         | 2001       | 50,296 | December 2010 to March 2011                   | \$25,000                                 |
| Osprey I           | 2002       | 50,206 | October 2009 to December 2009                 | \$25,000                                 |
| Peregrine (7)      | 2001       | 50,913 | January 2010<br>Jan 2010 to Jan 2011/Mar 2011 | \$8,500<br>\$10,500 (with Index share)   |
| Sparrow (8)        | 2000       | 48,225 | February 2010 to May 2010                     | \$10,000                                 |
| Tern               | 2003       | 50,200 | December 2009 to March 2010                   | \$8,500                                  |
| Shrike             | 2003       | 53,343 | May 2010 to August 2010                       | \$25,600                                 |
| Skua (9)           | 2003       | 53,350 | September 2010 to November 2010               | Index                                    |
| Kittiwake (10)     | 2002       | 53,146 | June 2010 to September 2010                   | Index                                    |
| Goldeneye (11)     | 2002       | 52,421 | May 2010 to July 2010                         | Index                                    |
| Wren (12)          | 2008       | 53,349 | Feb 2012<br>Feb 2012 to Dec 2018/Apr 2019     | \$24,750<br>\$18,000 (with profit share) |
| Redwing (13)       | 2007       | 53,411 | August 2010 to October 2010                   | Index                                    |
| Woodstar (14)      | 2008       | 53,390 | Jan 2014<br>Jan 2014 to Dec 2018/Apr 2019     | \$18,300<br>\$18,000 (with profit share) |
| Crowned Eagle      | 2008       | 55,940 | September 2009 to December 2009               | \$16,000                                 |
| Crested Eagle (15) | 2009       | 55,989 | December 2009 to March 2010                   | \$10,500                                 |
| Stellar Eagle      | 2009       | 55,989 | February 2010 to May 2010                     | \$12,000                                 |

- (1) The date range provided represents the earliest and latest date on which the charterer may redeliver the vessel to the Company upon the termination of the charter. The time charter hire rates presented are gross daily charter rates before brokerage commissions, ranging from 1.25% to 6.25%, to third party ship brokers.
- (2) Upon conclusion of the previous charter in September 2009, the CARDINAL commenced a new one year charter at \$16,250 per day.
- (3) The charterer of the HERON has an option to extend the charter period by 11 to 13 months at a time charter rate of \$27,375 per day. The charterer has a second option for a further 11 to 13 months at a time charter rate of \$28,375 per day.
- (4) In December 2008, the JAEGER commenced a charter for one year at an average daily rate of approximately \$10,100 based on a charter rate of \$5,000 per day for the first 50 days and \$11,000 per day for the balance of the year. Revenue recognition is based on an average daily rate of \$10,100.
- (5) In March 2009, the charterer of the KITE paid in advance for the duration of the charter an amount equal to the difference between the prevailing daily charter rate of \$21,000 and a new rate of \$9,500 per day. This amount has been recorded in Deferred Revenue in the Company's financial statements and has been recognized into revenue ratably until September 2009.
- (6) The daily rate for the MERLIN is \$27,000 for the first year, \$25,000 for the second year and \$23,000 for the third year. Revenue recognition is based on an average daily rate of \$25,000.
- (7) The charterer of the PEREGRINE has exercised the option to extend the charter period by 11 to 13 months. The rate for the option period is index based with a minimum daily time charter rate of \$10,500 and a profit share which is equal to 50% of the difference between the base rate and the average of the trailing Baltic Supramax Index for each 30 day hire period.
- (8) In March 2009, the charterer of the SPARROW paid in advance for the duration of the charter an amount equal to the difference between the prevailing daily charter rate of \$34,500 and a new rate of \$10,000 per day. This amount has been recorded in Deferred Revenue in the Company's financial statements and is being recognized into revenue ratably over the charter period such that the daily charter rate remains effectively \$34,500 per day. The cash payment received by the Company has been adjusted by a present value interest rate factor of 3%.

- (9) Upon conclusion of the previous time charter in August 2009, the SKUA commenced an index based one year charter with a minimum rate of \$8,500 per day. The index rate will be an average of the trailing Baltic Supramax Index for each 15 day hire period. For the first 45 days of the charter the index rate will be a maximum of \$19,000 per day.
- (10) Upon conclusion of the previous time charter, in July 2009, the KITTIWAKE performed a short term charter at \$18,000 per day and then entered into another short term time charter at \$25,000 per day. Subsequently, in October 2009, the KITTIWAKE will enter into an index based charter for one year with a minimum rate of \$8,500 per day. The index rate will be an average of the trailing Baltic Supramax Index for each 15 day hire period. For the first 45 days of the charter the index rate will be a maximum of \$19,000 per day.
- (11) Upon conclusion of the previous time charter, in September 2009, the GOLDENEYE commenced an index based one year charter with a minimum rate of \$8,500 per day. The index rate will be an average of the trailing Baltic Supramax Index for each 15 day hire period. For the first 50 days of the charter the index rate is \$15,000 per day.
- (12) The WREN has entered into a long-term charter. The charter rate until February 2012 is \$24,750 per day. Subsequently, the charter until redelivery in December 2018 to April 2019 will be profit share based. The base charter rate will be \$18,000 with a 50% profit share for earned rates over \$22,000 per day. Revenue recognition for the base rate from commencement of the charter is based on an average daily base rate of \$20,306.
- (13) Upon conclusion of the previous time charter in August 2009, the REDWING commenced an index based one year charter with a minimum rate of \$8,500 per day. The index rate will be an average of the trailing Baltic Supramax Index for each 15 day hire period. For the first 45 days of the charter the index rate will be a maximum of \$19,000 per day.
- (14) The WOODSTAR has entered into a long-term charter. The charter rate until January 2014 is \$18,300 per day. Subsequently, the charter until redelivery in December 2018 to April 2019 will be profit share based. The base charter rate will be \$18,000 with a 50% profit share for earned rates over \$22,000 per day. Revenue recognition for the base rate from commencement of the charter is based on an average daily base rate of \$18,152.
- (15) The charterer of the CRESTED EAGLE has an option to extend the charter period by 11 to 13 months at a base time charter rate of \$11,500 plus 50% of the difference between the base rate and the BSI time charter average (provided the BSI TC average is greater than the base rate). The profit share to be calculated each month is based on the trailing BSI TC average for the month.

The following table, as of September 30, 2009, represents certain information about the Company's newbuilding vessels being constructed and their employment upon delivery:

| Vessel      | Dwt    | Year Built -<br>Expected<br>Delivery (1) | Time Charter Employment<br>Expiration (2) | Daily Time<br>Charter Hire<br>Rate (3) | Profit Share      |
|-------------|--------|--|---|--|-------------------|
| Bittern (4) | 58,000 | Oct 2009                                 | Dec 2014                                  | \$18,850                               | —                 |
|             |        |  | Dec 2014 to Dec 2018/Apr 2019             | \$18,000                               | 50% over \$22,000 |
| Canary      | 58,000 | 2009Q4                                   | Jan 2015                                  | \$18,850                               | —                 |
|             |        |  | Jan 2015 to Dec 2018/Apr 2019             | \$18,000                               | 50% over \$22,000 |
| Thrasher    | 53,100 | 2009Q4                                   | Feb 2016                                  | \$18,400                               | —                 |
|             |        |  | Feb 2016 to Dec 2018/Apr 2019             | \$18,000                               | 50% over \$22,000 |
| Crane       | 58,000 | 2010Q1                                   | Feb 2015                                  | \$18,850                               | —                 |
|             |        |  | Feb 2015 to Dec 2018/Apr 2019             | \$18,000                               | 50% over \$22,000 |
| Avocet      | 53,100 | 2010Q1                                   | Mar 2016                                  | \$18,400                               | —                 |
|             |        |  | Mar 2016 to Dec 2018/Apr 2019             | \$18,000                               | 50% over \$22,000 |
| Egret (5)   | 58,000 | 2010Q1                                   | Sep 2012 to Jan 2013                      | \$17,650                               | 50% over \$20,000 |

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|                |        |        |                               |          |                   |
|----------------|--------|--------|-------------------------------|----------|-------------------|
| Golden Eagle   | 56,000 | 2010Q1 | Charter Free                  | —        | —                 |
| Imperial Eagle | 56,000 | 2010Q1 | Charter Free                  | —        | —                 |
| Gannet (5)     | 58,000 | 2010Q1 | Oct 2012 to Feb 2013          | \$17,650 | 50% over \$20,000 |
| Grebe(5)       | 58,000 | 2010Q2 | Nov 2012 to Mar 2013          | \$17,650 | 50% over \$20,000 |
| Ibis (5)       | 58,000 | 2010Q2 | Dec 2012 to Apr 2013          | \$17,650 | 50% over \$20,000 |
| Jay            | 58,000 | 2010Q2 | Sep 2015                      | \$18,500 | 50% over \$21,500 |
|                |        |        | Sep 2015 to Dec 2018/Apr 2019 | \$18,000 | 50% over \$22,000 |
| Kingfisher     | 58,000 | 2010Q3 | Oct 2015                      | \$18,500 | 50% over \$21,500 |
|                |        |        | Oct 2015 to Dec 2018/Apr 2019 | \$18,000 | 50% over \$22,000 |
| Martin         | 58,000 | 2010Q3 | Dec 2016 to Dec 2017          | \$18,400 | —                 |
| Thrush         | 53,100 | 2010Q4 | Charter Free                  | —        | —                 |
| Nighthawk      | 58,000 | 2011Q1 | Sep 2017 to Sep 2018          | \$18,400 | —                 |
| Oriole         | 58,000 | 2011Q3 | Jan 2018 to Jan 2019          | \$18,400 | —                 |
| Owl            | 58,000 | 2011Q3 | Feb 2018 to Feb 2019          | \$18,400 | —                 |
| Petrel (5)     | 58,000 | 2011Q4 | Jun 2014 to Oct 2014          | \$17,650 | 50% over \$20,000 |
| Puffin (5)     | 58,000 | 2011Q4 | Jul 2014 to Nov 2014          | \$17,650 | 50% over \$20,000 |
| Roadrunner (5) | 58,000 | 2011Q4 | Aug 2014 to Dec 2014          | \$17,650 | 50% over \$20,000 |
| Sandpiper (5)  | 58,000 | 2011Q4 | Sep 2014 to Jan 2015          | \$17,650 | 50% over \$20,000 |

## CONVERTED INTO OPTIONS

|                 |        |        |              |   |   |
|-----------------|--------|--------|--------------|---|---|
| Cernicalo (6,7) | 58,000 | 2011Q1 | Charter Free | — | — |
| Fulmar (6,7)    | 58,000 | 2011Q3 | Charter Free | — | — |
| Besra (6,7)     | 58,000 | 2011Q4 | Charter Free | — | — |
| Goshawk (6,7)   | 58,000 | 2011Q4 | Charter Free | — | — |
| Snipe (7)       | 58,000 | 2012Q1 | Charter Free | — | — |
| Swift (7)       | 58,000 | 2012Q1 | Charter Free | — | — |
| Raptor (7)      | 58,000 | 2012Q2 | Charter Free | — | — |
| Saker (7)       | 58,000 | 2012Q2 | Charter Free | — | — |

- (1) Vessel build and delivery dates are estimates based on guidance received from shipyard.
- (2) The date range represents the earliest and latest date on which the charterer may redeliver the vessel to the Company upon the termination of the charter.
- (3) The time charter hire rate presented are gross daily charter rates before brokerage commissions ranging from 1.25% to 6.25% to third party ship brokers.
- (4) The BITTERN was delivered in October 2009.
- (5) The charterer has an option to extend the charter by 2 periods of 11 to 13 months each.
- (6) Options for construction declared on December 27, 2007.
- (7) Firm contracts converted to options in December 2008.

## Fleet Management

The management of our fleet includes the following functions:

- Strategic management. We locate, obtain financing and insurance for, purchase and sell vessels.
- Commercial management. We obtain employment for our vessels and manage our relationships with charterers.

- Technical management. The technical manager performs day-to-day operations and maintenance of our vessels.

#### Commercial and Strategic Management

We carry out the commercial and strategic management of our fleet through our wholly owned subsidiary, Eagle Shipping International (USA) LLC, a Republic of the Marshall Islands limited liability company that maintains its principal executive offices in New York City. We currently have a total of thirty shore based personnel, including our senior management team and our office staff, who either directly or through this subsidiary, provides the following services:

- commercial operations and technical supervision;
- safety monitoring;
- vessel acquisition; and
- financial, accounting and information technology services.

#### Technical Management

The technical management of our fleet is provided by our unaffiliated third party technical managers, V. Ships, Wilhelmsen Ship Management, and Anglo Eastern International Ltd., that we believe are three of the world's largest providers of independent ship management and related services. In conjunction with our management, V. Ships, Wilhelmsen, and Anglo Eastern International Ltd., we have established an operating expense budget for each vessel. All deviations from the budgeted amounts are for our account. We review the performance of our technical managers on an ongoing basis and may add or change technical managers. In the third quarter of 2009, the Company set up its own in-house technical management capability in order to establish a vessel management bench-mark with its external technical managers.

Our third-party technical managers are paid a fixed management fee for each vessel in our operating fleet for the technical management services provided. For the three-month periods ended September 30, 2009 and 2008, the technical management fee averaged \$8,983 and \$8,913 per vessel per month, respectively. For the nine-month periods ended September 30, 2009 and 2008, the technical management fee averaged \$9,017 and \$9,049 per vessel per month, respectively. Management fees paid to our third-party technical managers are recorded under Vessel Expenses.

#### Value of Assets and Cash Requirements

The replacement costs of comparable new vessels may be above or below the book value of our fleet. The market value of our fleet may be below book value when market conditions are weak and exceed book value when markets conditions are strong. Customary with industry practice, we may consider asset redeployment which at times may include the sale of vessels at less than their book value.

The Company's results of operations and cash flow may be significantly affected by future charter markets.

#### Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations is based upon our interim, unaudited, consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, and the rules and regulations of the SEC which apply to interim financial statements. The preparation of those financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at

the date of our financial statements. Actual results may differ from these estimates under different assumptions and conditions.

Critical accounting policies are those that reflect significant judgments of uncertainties and potentially result in materially different results under different assumptions and conditions. As the discussion and analysis of our financial condition and results of operations is based upon our interim, unaudited, consolidated financial statements, they do not include all of the information on critical accounting policies normally included in consolidated financial statements. Accordingly, a detailed description of these critical accounting policies should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Reports on Form 10-K. There have been no material changes from the "Critical Accounting Policies" previously disclosed in our Form 10-K for the year ended December 31, 2008.

Results of Operations for the three month and nine-month periods ended September 30, 2009 and 2008:

#### Fleet Data

We believe that the measures for analyzing future trends in our results of operations consist of the following:

|  | Three Months Ended |                    | Nine Months Ended  |                    |
|--|--------------------|--------------------|--------------------|--------------------|
|  | September 30, 2009 | September 30, 2008 | September 30, 2009 | September 30, 2008 |

|                   |       |       |       |       |
|-------------------|-------|-------|-------|-------|
| Ownership         |       |       |       |       |
| Days              | 2,300 | 1,866 | 6,713 | 5,160 |
| Available Days    | 2,271 | 1,862 | 6,657 | 5,117 |
| Operating Days    | 2,264 | 1,845 | 6,634 | 5,094 |
| Fleet Utilization | 99.7% | 99.1% | 99.7% | 99.6% |

- **Ownership days:** We define ownership days as the aggregate number of days in a period during which each vessel in our fleet has been owned by us. Ownership days are an indicator of the size of our fleet over a period and affect both the amount of revenues and the amount of expenses that we record during a period. Ownership days for the three month period ended September 30, 2009, increased 23% from the corresponding period in 2008 as we operated 25 vessels in the third quarter of 2009 compared to 21 vessels in the corresponding period in 2008.
- **Available days:** We define available days as the number of our ownership days less the aggregate number of days that our vessels are off-hire due to vessel familiarization upon acquisition, scheduled repairs or repairs under guarantee, vessel upgrades or special surveys and the aggregate amount of time that we spend positioning our vessels. The shipping industry uses available days to measure the number of days in a period during which vessels should be capable of generating revenues. During the three and nine-month periods ended September 30, 2009, the Company drydocked three and five vessels, respectively. During the nine month period ended September 30, 2009, the Company also incurred a total of one day of off-hire for vessel familiarization upon delivery of the Crested Eagle and Stellar Eagle which joined the fleet in January and March 2009, respectively.
- **Operating days:** We define operating days as the number of our available days in a period less the aggregate number of days that our vessels are off-hire due to any reason, including unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period during which vessels actually generate revenues.
- **Fleet utilization:** We calculate fleet utilization by dividing the number of our operating days during a period by the number of our available days during the period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the amount of days that its vessels are off-hire for reasons other than scheduled repairs or repairs under guarantee, vessel upgrades, special surveys or

vessel positioning. Our fleet continues to perform at high utilization rates.

#### Revenues

All of our vessels are employed on time charters. Our time charter equivalent ("TCE") rate is equal to the time charter rate. As is common in the shipping industry, we pay commissions ranging from 1.25% to 6.25% of the total daily charter hire rate of each charter to unaffiliated ship brokers and in-house brokers associated with the charterers, depending on the number of brokers involved with arranging the charter.

Gross time charter revenues in the quarter ended September 30, 2009 were \$43,688,025 compared to \$54,169,749 recorded in the comparable quarter in 2008. Gross revenues declined due to prevailing market conditions. Vessels with legacy time charters saw lower rates upon charter renewals. Gross revenues recorded in the quarter ended September 30, 2009 and 2008, include an amount of \$645,098 and \$264,053, respectively, relating to the non-cash amortization of fair value below contract value of time charters acquired. Brokerage commissions incurred on revenues earned in the quarter ended September 30, 2009 and 2008 were \$2,136,220 and \$2,616,517, respectively. Net revenues during the quarter ended September 30, 2009, were \$41,551,805 compared to \$51,553,232 in the quarter ended September 30, 2008.

Gross time charter revenues for the nine-month period ended September 30, 2009 were \$158,243,472, an increase of 20% from \$131,951,183 recorded in the comparable period in 2008, primarily due to the operation of a larger fleet and higher rates on legacy time charters, net of lower rates on charter renewals. Gross revenues recorded in the 2009 and 2008 period include an amount of \$1,942,278 and \$264,053, respectively, relating to the non-cash amortization of fair value below contract value of time charters acquired. Brokerage commissions incurred on revenues earned in the nine-month periods ended September 30, 2009 and 2008 were \$7,692,663 and \$6,488,735, respectively. Net revenues during the nine-month period ended September 30, 2009, were \$150,550,809 compared to \$125,462,448 in the comparable period in 2008.

#### Vessel Expenses

Vessel expenses for the three month period ended September 30, 2009, were \$11,493,889 compared to \$9,344,348 in the comparable quarter in 2008. The increase in vessel expense is attributable to a larger fleet size in operation, increases in vessel crew, insurance costs, the timing of purchases of consumable stores and spares. Vessel expenses for the three-month period ended September 30, 2009, included \$10,814,631 in vessel operating costs and \$679,259 in technical management fees. Vessel expenses for the comparable period in 2008 included \$8,792,573 in vessel operating costs and \$551,775 in technical management fees.

Vessel expenses for the nine-month period ended September 30, 2009 were \$37,498,893 compared to \$24,932,088 in the comparable nine-month period ended September 30, 2008. The increase in vessel expense is attributable to a larger fleet size in operation for the nine-month period of 2009 and increases in vessel crew, insurance costs, the timing of purchases of consumable stores and spares. Vessel expenses for the nine-month period ended September 30, 2009 included \$35,511,143 in vessel operating costs and \$1,987,750 in technical management fees. Vessel expenses for the nine-month period ended September 30, 2008, included \$23,343,511 in vessel operating costs and \$1,588,577 in technical management fees.

Vessel operating expenses include crew wages and related costs, the cost of insurance, expenses relating to repairs and maintenance, the cost of spares and consumable stores and related inventory, tonnage taxes, pre-operating costs associated with the delivery of acquired vessels including providing the newly acquired vessels with initial provisions and stores, other miscellaneous expenses, and technical management fees paid to our third party managers.

Our vessel expenses will increase with the enlargement of our fleet. Other factors beyond our control, some of which may affect the shipping industry in general, may also cause these expenses to increase, including, for instance, developments relating to market prices for crew, insurance and petroleum-based lubricants and supplies.

#### Depreciation and Amortization

For the three-month periods ended September 30, 2009 and 2008, total depreciation and amortization expense were \$11,094,238 and \$8,991,877, respectively. Total depreciation and amortization expense for the three-month period ended September 30, 2009 includes \$10,404,514 of vessel depreciation and other fixed assets amortization, and \$689,724 relating to the amortization of deferred drydocking costs. Comparable amounts for the three-month period ended September 30, 2008 were \$8,338,839 of vessel depreciation and \$653,038 of amortization of deferred drydocking costs. The increase in depreciation expense is attributable to a larger fleet size in operation during the three-month period in 2009 compared to 2008.

For the nine-month periods ended September 30, 2009 and 2008, total depreciation and amortization expense were \$32,328,402 and \$23,718,898, respectively. Total depreciation and amortization expense for the nine-month period ended September 30, 2009 includes \$30,424,426 of vessel depreciation and other assets amortization, and \$1,903,976 relating to the amortization of deferred drydocking costs. Comparable amounts for the nine-month period ended September 30, 2008 were \$21,816,618 of vessel depreciation and \$1,902,280 of amortization of deferred drydocking costs.

The cost of our vessels is depreciated on a straight-line basis over the expected useful life of each vessel. Depreciation is based on the cost of the vessel less its estimated residual value. We estimate the useful life of our vessels to be 28 years from the date of initial delivery from the shipyard to the original owner. Furthermore, we estimate the residual values of our vessels to be \$150 per lightweight ton, which we believe is common in the dry bulk shipping industry. Our depreciation charges will increase as our fleet is enlarged. Drydocking relates to our regularly scheduled maintenance program necessary to preserve the quality of our vessels as well as to comply with international shipping standards and environmental laws and regulations. Management anticipates that vessels are to be drydocked every two and a half years and, accordingly, these expenses are deferred and amortized over that period.

Amortization of deferred financing costs which relate to the vessels on the water is included in interest expense. These financing costs relate to costs associated with our revolving credit facility and these are amortized over the life of the facility. For the three-month periods ended September 30, 2009 and 2008, the amortization of deferred financing costs allocated to the vessels on the water was \$372,214 and \$62,287, respectively. For the nine-month periods ended September 30, 2009 and 2008, the amortization of deferred financing costs allocated to the vessels on the water was \$881,728 and \$185,508, respectively.

#### General and Administrative Expenses

Our general and administrative expenses include onshore vessel administration related expenses such as legal and professional expenses and administrative and other expenses including payroll and expenses relating to our executive officers and office staff, office rent and expenses, directors fees, and directors and officers insurance. General and administrative expenses also include non-cash compensation expenses.

General and administrative expenses for the three month periods ended September 30, 2009 and 2008 were \$7,839,942 and \$6,666,748, respectively. These general and administrative expenses include a non-cash compensation component of \$3,345,433 and \$3,194,509, respectively. The increase in general and administrative expenses for the three-month period ended September 30, 2009, is primarily attributable to higher administrative costs associated with operating a larger fleet and the extensive newbuilding program and accruals of compensation expense (performance-based compensation and amortization of restricted stock awards and stock option compensation).

General and administrative expenses for the nine-month periods ended September 30, 2009 and 2008 were \$25,784,155 and \$16,478,840, respectively. These general and administrative expenses include a non-cash compensation component of \$10,587,150 and \$7,766,452, respectively. The increase in general and administrative expenses for the nine-month period ended September 30, 2009, is primarily attributable to higher administrative costs associated with operating a larger fleet and the extensive newbuilding program and accruals of compensation expense (performance-based compensation and amortization of restricted stock awards and stock option compensation).

#### Capitalized Interest

At September 30, 2009, we had contracts for the construction of 22 newbuilding vessels which are expected to be delivered through 2011. Interest costs on borrowings used to fund the Company's newbuilding program are capitalized as part of the cost of the newbuilding vessels until the vessels are delivered.

For the three-month period ended September 30, 2009, capitalized interest amounted to \$7,382,920 (\$6,804,261 in interest and \$578,659 in amortization of deferred financing costs) and this amount has been recorded and included in Advances for Vessel Construction in the financial statements. For the corresponding three months period in 2008, capitalized interest amounted to \$6,933,818 (\$6,499,042 in interest and \$434,776 in amortization of deferred financing costs).

For the nine-month period ended September 30, 2009, capitalized interest amounted to \$20,895,336 (\$19,415,279 in interest and \$1,480,057 in amortization of deferred financing costs) and this amount has been recorded and included in Advances for Vessel Construction in the financial statements. For the corresponding nine months period in 2008, capitalized interest amounted to \$19,271,348 (\$18,002,728 in interest and \$1,268,620 in amortization of deferred financing costs).

## EBITDA

EBITDA represents operating earnings before extraordinary items, depreciation and amortization, interest expense, and income taxes, if any. EBITDA is included because it is used by certain investors to measure a company's financial performance. EBITDA is not an item recognized by GAAP and should not be considered a substitute for net income, cash flow from operating activities and other operations or cash flow statement data prepared in accordance with accounting principles generally accepted in the United States or as a measure of profitability or liquidity. EBITDA is presented to provide additional information with respect to the Company's ability to satisfy its obligations including debt service, capital expenditures, and working capital requirements. While EBITDA is frequently used as a measure of operating results and the ability to meet debt service requirements, the definition of EBITDA used here may not be comparable to that used by other companies due to differences in methods of calculation.

Our revolving credit facility permits us to pay dividends in amounts up to our cumulative free cash flows which is our earnings before extraordinary or exceptional items, interest, taxes, depreciation and amortization (Credit Agreement EBITDA), less the aggregate amount of interest incurred and net amounts payable under interest rate hedging agreements during the relevant period and an agreed upon reserve for dry-docking. Therefore, we believe that this non-GAAP measure is important for our investors as it reflects our ability to pay dividends. The following table is a reconciliation of net income, as reflected in the consolidated statements of operations, to the Credit Agreement EBITDA:

|   | Three Months Ended    |                       | Nine Months Ended     |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2009 | September 30,<br>2008 | September 30,<br>2009 | September 30,<br>2008 |
| Net Income  | \$ 512,261            | \$ 23,221,617         | \$ 31,096,577         | \$ 52,473,557         |
| Interest Expense  | 7,294,151             | 3,714,458             | 20,596,321            | 10,513,928            |
| Depreciation and Amortization   | 11,094,238            | 8,991,877             | 32,328,402            | 23,718,898            |
| Amortization of fair value below contract value of time charters acquired | (645,098 )            | (264,053 )            | (1,942,278 )          | (264,053 )            |
| EBITDA  | 18,255,552            | 35,663,899            | 82,079,022            | 86,442,330            |
| Adjustments for Exceptional Items:  |                       |                       |                       |                       |
| Write-off of Financing Fees (1)   | 3,383,289             | —                     | 3,383,289             | —                     |
| Non-cash Compensation Expense (2)   | 3,345,433             | 3,194,509             | 10,587,150            | 7,766,452             |
| Credit Agreement EBITDA   | \$ 24,984,274         | \$ 38,858,408         | \$ 96,049,461         | \$ 94,208,782         |

(1) One time charge (see Note 4 to the financial statements).

(2) Stock based compensation related to stock options, restricted stock units.

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## Effects of Inflation

We do not believe that inflation has had or is likely, in the foreseeable future, to have a significant impact on vessel operating expenses, drydocking expenses or general and administrative expenses.

## Liquidity and Capital Resources

Net cash provided by operating activities during the nine month periods ended September 30, 2009 and 2008, was \$80,594,642 and \$81,593,271, respectively. The change was primarily due to the operation of a larger fleet and lower rates on charter renewals, offset by higher rates on legacy time charters.

Net cash used in investing activities during the nine month period ended September 30, 2009, was \$145,857,288, compared to \$273,887,573 during the corresponding nine month period ended September 30, 2008. Investing activities during the nine month period ended September 30, 2009 related primarily to making progress payments for the newbuilding vessels and incurring related vessel construction expenses. Investing activities during the nine month period ended September 30, 2008, included an amount of \$146,688,116 spent for acquisition of two second-hand vessels and advancing a total of \$127,078,734 for the newbuilding vessel construction program.

Net cash provided by financing activities during the nine month period ended September 30, 2009, was \$138,598,251, compared to net cash provided by financing activities of \$72,374,980 during the corresponding nine month period ended September 30, 2008. During the nine month period ended September 30, 2009, we received \$97,291,046 in net proceeds from distribution of common shares of the Company, borrowed \$95,770,000 from our revolving credit facility, repaid \$48,645,523 to our lenders under the terms of the amended debt agreement, and incurred \$4,330,801 in financing costs relating to our debt agreements. Financing activities during the nine month period ended September 30, 2008, primarily involved borrowings of \$144,724,967 and payment of \$70,149,063 in dividends.

As of September 30, 2009, our cash balance was \$82,544,467, compared to a cash balance of \$9,208,862 at December 31, 2008. In addition, \$12,500,000 in cash deposits are maintained with our lender for loan compliance purposes and this amount is recorded in Restricted Cash in our financial statements as of September 30, 2009. Also recorded in Restricted Cash is an amount of \$276,056, which is collateralizing letters of credit relating to our office leases.

In December 2008, our revolving credit facility was amended to \$1,350,000,000 (See section in the Company's 2008 Annual Report on Form 10-K entitled "Revolving Credit Facility" for a description of the facility and its amendments). On August 4, 2009, the Company entered into a third Amending Agreement to its revolving credit facility dated October 19, 2007. Among other things, the credit facility reduces the amount of the credit facility to \$1,200,000,000 with maturity in July 2014. The agreement also modifies the minimum security covenant, the minimum net worth covenant, and the minimum interest coverage ratio covenant, until such time as the Company can comply with the original covenants for two consecutive accounting periods. In the interim, the measurement of the three covenants at the end of each accounting period has been amended as follows: (a) The minimum security covenant has been suspended, (b) the minimum net worth covenant has been amended to a threshold minimum of \$400 million plus an amount equal to fifty percent of any equity received by the Company, with the determination of net worth to utilize book value of vessel assets as stated in the financial statements rather than the market value, and (c) until reinstatement of the original minimum security and net worth covenants, for 24 months from July 1, 2009 to June 30, 2011, at each accounting period, the Company's cumulative EBITDA (EBITDA as defined in the credit agreement) will at all times be not less than 120% of the cumulative loan interest incurred on a trailing four quarter basis, and for each accounting period after June 30, 2011, the Company's cumulative EBITDA will at all times be not less than 130% of the cumulative loan interest incurred on a trailing four quarter basis. The amendment also requires, that until the Company is in compliance with the original covenants for two consecutive accounting periods, the Company will use half the net proceeds from any equity issuance to reduce the facility, including approximately \$48.6

million from the equity raised during the second quarter which was paid during the third quarter. These payments reduce the available amount of the credit facility to \$1,151,354,477. The Company will continue to be able to borrow the undrawn portion of the facility and the amounts borrowed will bear interest at LIBOR plus 2.50%. Undrawn portions of the facility will bear a commitment fee of 0.7%. The facility is available in full until July 2012 when availability will begin to decline in four semi-annual reductions of \$53,969,741 with a full repayment at maturity.

Under the terms of the third amendment of the revolving credit facility, among other things, we will maintain with the lender an amount not less than the greater of \$500,000 per delivered vessel or an amount equal to any reductions in the total commitments scheduled to be effected within the next nine months less the amount of the then unutilized facility.

As of September 30, 2009, borrowings under this facility aggregated \$836,725,880. The facility also provides us with the ability to borrow up to \$20,000,000 for working capital purposes. We were in compliance with all of the covenants contained in our debt agreements as of September 30, 2009. We anticipate that our current financial resources, together with cash generated from operations and, if necessary, borrowings under our revolving credit facility will be sufficient to fund the operations of our fleet, including our working capital requirements, for the foreseeable future. We will rely on operating cash flows as well as our revolving credit facility and possible additional equity and debt financing alternatives to fund our long term capital requirements for vessel construction and implement future growth plans.

Our loan agreements for our borrowings are secured by liens on our vessels and contain various financial covenants. The covenants relate to our financial position, operating performance and liquidity. The market value of drybulk vessels is sensitive, among other things, to changes in the drybulk charter market. The recent general decline in the drybulk carrier charter market has resulted in lower charter rates for vessels in the drybulk market. The decline in charter rates in the drybulk market coupled with the prevailing difficulty in obtaining financing for vessel purchases have adversely affected drybulk vessel values. A continuation of these conditions, could lead to a significant decline in the fair market values of our vessels. The recent developments in the credit markets and related impact on the drybulk charter market have also resulted in additional risks. The occurrence of one or more of these risk factors could adversely affect our results of operations or financial condition. Please refer to the section entitled "Risk Factors" in Part II of this document which should be read in conjunction with the risk factors included in the Company's 2008 Annual Report on Form 10-K.

#### Dividends

Our amended revolving credit facility permits us to pay quarterly dividends in amounts up to cumulative free cash flows which is our quarterly earnings before extraordinary or exceptional items, interest, taxes, depreciation and amortization (Credit Agreement EBITDA), less the aggregate amount of interest incurred and net amounts payable under interest rate hedging agreements during the relevant period and an agreed upon reserve for drydocking for the period, provided that the company is in compliance with its loan covenants. Depending on market conditions in the dry bulk shipping industry and acquisition opportunities that may arise, we may be required to obtain additional debt or equity financing which could affect our dividend policy. In this connection, the drybulk market has recently declined substantially. In December 2008, commencing with the fourth quarter of 2008, the Company's board of directors determined to suspend the payment of dividends to stockholders in order to increase cash flow, optimize financial flexibility and enhance internal growth. In the future, the declaration and payment of dividends, if any, will always be subject to the discretion of the board of directors, restrictions contained in the amended credit facility and the requirements of Marshall Islands law. The timing and amount of any dividends declared will depend on, among other things, the Company's earnings, financial condition and cash requirements and availability, the ability to obtain debt and equity financing on acceptable terms as contemplated by the Company's growth strategy, the terms of its outstanding indebtedness and the ability of the Company's subsidiaries to distribute funds to it.

The Company did not make any dividend payments in the first three quarters of 2009. In the comparable period in 2008, the Company paid a cash dividend of \$0.50 per share for each of the first three quarters of 2008. The aggregate amount of this cash dividend was \$70,149,063.

Contractual Obligations

The following table sets forth our expected contractual obligations and their maturity dates as of September 30, 2009:

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| (in thousands of U.S. dollars)  | Within One Year   | One to Three Years | Three to Five Years | More than Five years | Total               |
|---------------------------------|-------------------|--------------------|---------------------|----------------------|---------------------|
| Vessels (1)                     | \$ 308,978        | \$ 198,868         | —                   | —                    | \$ 507,846          |
| Bank Loans                      | —                 | —                  | —                   | \$ 836,726           | 836,726             |
| Interest and borrowing fees (2) | 57,238            | 114,632            | 104,909             | —                    | 276,779             |
| Office lease (3)                | 649               | 1,577              | 1,670               | 3,062                | 6,958               |
| <b>Total</b>                    | <b>\$ 366,865</b> | <b>\$ 315,077</b>  | <b>\$ 106,579</b>   | <b>\$ 839,788</b>    | <b>\$ 1,628,309</b> |

(1) The balance of the contract price in US dollars for the 22 newbuilding vessels which are to be constructed and delivered between 2009 and 2011. Two of the newbuilding vessels are priced in Japanese yen.

(2) The Company is a party to floating-to-fixed interest rate swaps covering aggregate notional amount of \$771,529,273. Interest and borrowing fees includes capitalized interest for the newbuilding vessels.

(3) Remainder of the lease on the office space which we occupy.

#### Capital Expenditures

Our capital expenditures relate to the purchase of vessels and capital improvements to our vessels which are expected to enhance the revenue earning capabilities and safety of these vessels.

We make capital expenditures from time to time in connection with our vessel acquisitions. As of September 30, 2009, our fleet consists of 25 vessels which are currently operational and 22 newbuilding vessels which have been contracted for construction.

In addition to acquisitions that we may undertake in future periods, the Company's other major capital expenditures include funding the Company's maintenance program of regularly scheduled drydocking necessary to preserve the quality of our vessels as well as to comply with international shipping standards and environmental laws and regulations. Although the Company has some flexibility regarding the timing of its dry docking, the costs are relatively predictable. Management anticipates that vessels are to be drydocked every two and a half years. Funding of these requirements is anticipated to be met with cash from operations. We anticipate that this process of recertification will require us to reposition these vessels from a discharge port to shipyard facilities, which will reduce our available days and operating days during that period.

Drydocking costs incurred are amortized to expense on a straight-line basis over the period through the date the next drydocking for those vessels are scheduled to occur. Three vessels were drydocked in the three months ended September 30, 2009. The following table represents certain information about the estimated costs for anticipated vessel drydockings in the next four quarters, along with the anticipated off-hire days:

| Quarter Ending     | Off-hire Days(1) | Projected Costs(2) |
|--------------------|------------------|--------------------|
| December 31, 2009  | 44               | \$1.00 million     |
| March 31, 2010     | 44               | \$1.00 million     |
| June 30, 2010      | 44               | \$1.00 million     |
| September 30, 2010 | 44               | \$1.00 million     |

(1) Actual duration of drydocking will vary based on the condition of the vessel, yard schedules and other factors.

(2) Actual costs will vary based on various factors, including where the drydockings are actually performed.

#### Off-balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

#### Interest Rate Risk

There have been no material changes from the "Interest Rate Risk" previously disclosed in our Form 10-K for the year ended December 31, 2008.

#### Currency and Exchange Rates

There have been no material changes from the "Currency and Exchange Rates" risk previously disclosed in our Form 10-K for the year ended December 31, 2008.

### Item 4. Controls and Procedures

#### Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act")) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

#### Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II: OTHER INFORMATION

### Item 1 - Legal Proceedings

We are not aware of any legal proceedings or claims to which we or our subsidiaries are party or of which our property is subject. From time to time in the future, we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury and property casualty claims. Those claims, even if lacking merit, could result in the expenditure by us of significant financial and managerial resources.

### Item 1A – Risk Factors

There have been no material changes from the "Risk Factors" previously disclosed in our Form 10-K for the year ended December 31, 2008.

### Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

None.

### Item 3 - Defaults Upon Senior Securities

None.

### Item 4 - Submission of Matters to a Vote of Security Holders

None.

### Item 5 - Other Information

None.

### Item 6 – Exhibits

## EXHIBIT INDEX

|      |   |
|------|---|
| 3.1  | Amended and Restated Articles of Incorporation of the Company 1   |
| 3.2  | Amended and Restated Bylaws of the Company 1  |
| 3.3  | Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock 2     |
| 4.1  | Form of Share Certificate of the Company 1  |
| 4.2  | Form of Senior Indenture 3  |
| 4.3  | Form of Subordinated Indenture 3  |
| 4.4  | Rights Agreement 2  |
| 10.1 | Amended and Restated Employment Agreement of Mr. Sophocles N. Zoullas, dated as of September 19, 2008 4,6 |

10.2 Amendatory Agreement, dated as of July 3, 2008, among the Company and certain of its subsidiaries and the banks and financial institutions party thereto and the Royal Bank of Scotland plc, as mandated lead arranger 5

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10.3 Second Amendatory Agreement, dated as of December 17, 2008, among the Company and certain of its subsidiaries and the banks and financial institutions party thereto and the Royal Bank of Scotland plc, as mandated lead arranger <sup>7</sup>

10.4 Third Amendatory Agreement, dated as of August 4, 2009, among the Company and certain of its subsidiaries and the banks and financial institutions party thereto and the Royal Bank of Scotland plc, as mandated lead arranger

31.1 Rule 13a-14(d) / 15d-14(a) Certification of CEO

31.2 Rule 13a-14(d) / 15d-14(a) Certification of CFO

32.1 Section 1350 Certification of CEO

32.2 Section 1350 Certification of CFO

1 Incorporated by reference to Amendment No.4 to the Company's Registration Statement on Form S-1, Registration No. 333-123817, filed on September 22, 2005.

2 Incorporated by reference to the Company's Registration Statement on Form 8-A filed on November 13, 2007.

3 Incorporated by reference to the Company's Registration Statement on Form S-3, Registration No. 333-139745, filed on December 29, 2007.

4 Incorporated by reference to the Company's Current Report on Form 8-K filed on September 20, 2008.

5 Incorporated by reference to the Company's Current Report on Form 8-K filed on July 7, 2008.

6 Management contract or compensating plan.

7 Incorporated by reference to Exhibit 4.9 to the Company's registration statement on Form S-3POSASR, Registration No. 333-148417 filed on March 2, 2009.

## SIGNATURES

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

EAGLE BULK SHIPPING INC.

By: /s/ Sophocles N. Zoullas

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Sophocles N. Zoullas

Chairman of the Board and  
Chief Executive Officer  
Date: November 6, 2009

By: /s/ Alan S. Ginsberg

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Alan S. Ginsberg  
Chief Financial Officer  
and Principal Financial Officer  
Date: November 6, 2009

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