

Global Ship Lease, Inc.  
Form SC 13D  
August 25, 2008

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934**

**Global Ship Lease, Inc.**  
(Name of Issuer)

**Class A Common Shares, par value \$0.01 per share**  
(Title of Class of Securities)

**MHY271831056**  
(ISIN)

**Simon M. Lorne, Esq.  
Millennium Management LLC  
666 Fifth Avenue, 8th Floor  
New York, New York 10103  
(212) 841-4100**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**August 14, 2008**  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box  .

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**SCHEDULE 13D**

<b>ISIN</b> MHY271831056		
<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millenco LLC 13-3532932	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC, OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  2,230,684 (See Items 5 and 6)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  2,230,684 (See Items 5 and 6)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,230,684 (See Items 5 and 6)	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  6.7% (See Items 5 and 6)	
<b>14</b>	TYPE OF REPORTING PERSON  OO, BD	

**SCHEDULE 13D**

<b>ISIN</b> MHY271831056		
<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Cognizant Holdings, Ltd. 98-0515551	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC, OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  167,387 (See Items 5 and 6)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  167,387 (See Items 5 and 6)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  167,387 (See Items 5 and 6)	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.5% (See Items 5 and 6)	
<b>14</b>	TYPE OF REPORTING PERSON  CO	

**SCHEDULE 13D**

<b>ISIN</b> MHY271831056		
<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Integrated Holding Group LP 13-3631307	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC, OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  167,387 (See Items 5 and 6)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  167,387 (See Items 5 and 6)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  167,387 (See Items 5 and 6)	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.5% (See Items 5 and 6)	
<b>14</b>	TYPE OF REPORTING PERSON  HC, PN	

**SCHEDULE 13D**

<b>ISIN</b> MHY271831056		
<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millennium International Management LP 13-3994985	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC, OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  167,387 (See Items 5 and 6)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  167,387 (See Items 5 and 6)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  167,387 (See Items 5 and 6)	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.5% (See Items 5 and 6)	
<b>14</b>	TYPE OF REPORTING PERSON  PN	

**SCHEDULE 13D**

<b>ISIN</b> MHY271831056		
<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millennium International Management GP LLC 20-5077371	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC, OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  -0-
	<b>8</b>	SHARED VOTING POWER  167,387 (See Items 5 and 6)
	<b>9</b>	SOLE DISPOSITIVE POWER  -0-
	<b>10</b>	SHARED DISPOSITIVE POWER  167,387 (See Items 5 and 6)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  167,387 (See Items 5 and 6)	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.5% (See Items 5 and 6)	
<b>14</b>	TYPE OF REPORTING PERSON  HC, OO	

**SCHEDULE 13D**

<b>ISIN</b>	
MHY271831056	
<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Millennium Management LLC 13-3804139
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS  WC, OO
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b> SOLE VOTING POWER -0-
	<b>8</b> SHARED VOTING POWER 2,398,071 (See Items 5 and 6)
	<b>9</b> SOLE DISPOSITIVE POWER -0-
	<b>10</b> SHARED DISPOSITIVE POWER 2,398,071 (See Items 5 and 6)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,398,071 (See Items 5 and 6)
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.2% (See Items 5 and 6)
<b>14</b>	TYPE OF REPORTING PERSON  OO

## SCHEDULE 13D

<b>ISIN</b>		
MHY271831056		
<b>1</b>	NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  Israel A. Englander	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="radio"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS  WC, OO	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER -0-
	<b>8</b>	SHARED VOTING POWER 2,398,071 (See Items 5 and 6)
	<b>9</b>	SOLE DISPOSITIVE POWER -0-
	<b>10</b>	SHARED DISPOSITIVE POWER 2,398,071 (See Items 5 and 6)
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,398,071 (See Items 5 and 6)	
<b>12</b>	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="radio"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%	
<b>14</b>	TYPE OF REPORTING PERSON IN	

## Explanatory Note

### Item 1. Security and Issuer.

The name of the issuer is Global Ship Lease, Inc., a corporation organized under the laws of the Republic of the Marshall Islands (the "Issuer"). The address of the Issuer's principal executive offices is c/o 10 Greycoat Place, London SW1P 1SB, United Kingdom. This Schedule 13D relates to the Issuer's Class A common shares, par value \$0.0001 per share (the "Class A Common Shares").

Note: Prior to August 14, 2008, the Reporting Persons (as defined in Item 2, below) held securities in Marathon Acquisition Corp., a Delaware corporation. On March 21, 2008, Marathon Acquisition Corp., a Delaware corporation, entered into an agreement and plan of merger with GSL Holdings, Inc., a Marshall Islands corporation and a newly formed subsidiary of Marathon Acquisition Corp., CMA CGM S.A., a French corporation, and Global Ship Lease, Inc., a Marshall Islands corporation and a subsidiary of CMA CGM. Marathon Acquisition Corp. merged with and into GSL Holdings, Inc., and then Global Ship Lease, Inc. merged with and into GSL Holdings, Inc. with GSL Holdings, Inc. continuing as the surviving company, incorporated in the Republic of the Marshall Islands and was renamed "Global Ship Lease, Inc." (such mergers, collectively, the "Merger"). As a result of the Merger, each holder of a share of Marathon Acquisition Corp. common stock, issued and outstanding immediately prior to the effective time of the Merger, received one of the Issuer's Class A Common Shares.

Note: Millenco LLC also holds 4,391,593 warrants ("Warrants") to purchase the Issuer's Class A Common Shares which are not currently exercisable under the terms of the Issuer's warrant agreement.

### Item 2. Identity and Background.

(a)-(c), (f). This statement is being filed by Millenco LLC, a Delaware limited liability company ("Millenco") and Cognizant Holdings, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Cognizant Holdings"). Millenco is a broker-dealer and a member of the American Stock Exchange and the NASDAQ.

Integrated Holding Group LP, a Delaware limited partnership ("Integrated Holding Group") is the 100% shareholder of Cognizant Holdings, and consequently may be deemed to have voting control and investment discretion over securities owned by Cognizant Holdings. Millennium Management LLC ("Millennium Management") is the manager of Millenco and the general partner of Integrated Holding Group, and consequently may be deemed to have voting control and investment discretion over securities owned by Millenco and Cognizant Holdings and securities deemed to be owned by Integrated Holding Group, as the case may be. Millennium International Management LP, a Delaware limited partnership ("Millennium International Management") is the investment manager to Cognizant Holdings, and consequently may be deemed to have voting control and investment discretion over securities owned by Cognizant Holdings. Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP") is the general partner of Millennium International Management, and consequently may be deemed to have voting control and investment discretion over securities deemed to be beneficially owned by Millennium International Management. Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management and of Millennium International Management GP, and consequently may be deemed to be the beneficial owner of any shares deemed to be beneficially owned by Millennium Management or Millennium International Management GP, as the case may be. The foregoing should not be construed in and of itself as an admission by Millennium Management, Integrated Holding Group, Millennium International Management, Millennium International Management GP, or Mr. Englander as to beneficial ownership of the shares owned by Millenco or Cognizant Holdings, as the case may be.

Millenco, Cognizant Holdings, Integrated Holding Group, Millennium International Management, Millennium International Management GP, Millennium Management and Mr. Englander will be collectively referred to as the reporting persons ("Reporting Persons") in this Schedule 13D.

The business address for Millenco, Millennium Management, Integrated Holding Group and Mr. Englander is c/o Millennium Management LLC, 666 Fifth Avenue, New York, New York 10103. The business address for Cognizant Holdings, Millennium International Management, and Millennium International Management GP is c/o Millennium International Management LP, 666 Fifth Avenue, New York, New York 10103. Mr. Englander is a United States citizen.

Note: Integrated Holding Group is a non-managing member of Millenco. As a non-managing member, Integrated Holding Group has no voting control or investment discretion over Millenco or its securities positions.

(d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) On December 1, 2005, Millennium Management, Millennium International Management and Mr. Englander, together with Millennium Partners, L.P. ("Millennium Partners") and certain related persons and entities, entered into settlements with the Securities and Exchange Commission ("SEC") and the Attorney General of the State of New York (the "NYAG") relating to allegations that Millennium Partners had engaged in a pattern of deceptive "market timing" of mutual fund shares in years prior to 2004 and, in the case of the settlement with the NYAG only, had failed to take adequate steps to prevent a trader from engaging in mutual fund "late trading" in violation of firm policy. The parties neither admitted nor denied the allegations or findings (except as to jurisdiction) but consented to the entry of findings. The SEC proceedings are In the Matter of Millennium Partners, L.P., et al. Securities Act Release No. 8639 (December 1, 2005), available at [www.sec.gov](http://www.sec.gov). Contemporaneously, the NYAG issued an Assurance of Discontinuance relating to the claims and findings of that office.

Neither the Reporting Persons nor any other party admitted or denied any of the allegations or findings in these matters. The remedies included disgorgement by the entities of approximately \$148 million of mutual fund trading profits, civil penalties aggregating approximately \$32.15 million (with approximately \$30 million being paid by Mr. Englander), an administrative order to cease and desist from violations of the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 (the "Exchange Act"), and prophylactic relief.

### **Item 3. Source and Amount of Funds or Other Consideration.**

The amount of funds used to purchase the 2,230,684 and 167,387 shares of the Issuer's Class A Common Shares beneficially owned by Millenco and Cognizant Holdings, respectively, in the transactions giving rise to this Schedule 13D was approximately \$16,819,360, and \$1,226,947, respectively, calculated on an average cost basis (excluding brokerage commissions) by account. Millenco and Cognizant Holdings effect purchases of securities primarily through margin accounts maintained for Millenco and Cognizant Holdings with prime brokers, which may extend margin credit to Millenco and Cognizant Holdings as and when required to open or carry positions in the margin accounts, subject to applicable margin regulations, stock exchange rules and the prime broker's credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

### **Item 4. Purpose of Transaction.**

The Reporting Persons are engaged in the investment business. In pursuing this business, the Reporting Persons analyze the operations, capital structure and markets of companies, including the Issuer, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). From time to time, one or more of the Reporting Persons may hold discussions with third parties or with management of such companies in which the Reporting Persons may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange

Act, including, without limitation, such matters as disposing of or selling all or a portion of the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting certain types of anti-takeover measures and restructuring the Issuer's capitalization or dividend policy.

The Reporting Persons employ the services of a number of portfolio managers, each of whom independently employs a separate and distinct trading strategy. A portion of the securities of the Issuer held by the Reporting Persons are held in accounts of the Reporting Persons managed by portfolio managers who engage in event-, risk- or merger-arbitrage or fundamental strategies.

Except as set forth above, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Issuer and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

**Item 5. Interest in Securities of the Issuer.**

(a) As of the date of this filing Millenco is the beneficial owner of 2,230,684 of the Issuer's Class A Common Shares and Cognizant Holdings is the beneficial owner of 167,387 of the Issuer's Class A Common Shares. Millenco also holds Warrants to purchase 4,391,593 of the Issuer's Class A Common Shares which are not currently exercisable under the terms of the Issuer's warrant agreement.

Integrated Holding Group, as the 100% shareholder of Cognizant Holdings, may also be deemed to beneficially own the above-described Class A Common Shares beneficially owned by Cognizant Holdings.

Millennium Management, as the manager of Millenco and the general partner of Integrated Holding Group, may also be deemed to beneficially own the above-described Class A Common Shares beneficially owned by Millenco or Cognizant Holdings, as the case may be.

Millennium International Management, as the investment manager to Cognizant Holdings, may also be deemed to beneficially own the above-described Class A Common Shares beneficially owned by Cognizant Holdings.

Millennium International Management GP, as the general partner of Millennium International Management, may also be deemed to beneficially own the above-described Class A Common Shares beneficially owned by Cognizant Holdings.

Mr. Englander, as the managing member of Millennium Management and of Millennium International Management GP, may also be deemed to beneficially own the above-described Class A Common Shares beneficially owned by Millenco or Cognizant Holdings, as the case may be.

Accordingly, as of the date of this filing, Millennium Management and Mr. Englander may be deemed to be beneficial owners of 2,398,071 Class A Common Shares which represents approximately 7.2% of the outstanding Class A Common Shares. The calculation of the foregoing percentage is on the basis of approximately 33,204,000 of the Issuer's Class A Common Shares outstanding at the close of merger between Global Ship Lease, Inc. and Marathon Acquisition Corp. on August 14, 2008, as disclosed by the Issuer in a press release, dated August 19, 2008. Integrated Holding Group, Millennium International Management and Millennium International Management GP may be deemed to be the beneficial owners of 167,387 Class A Common Shares.

The foregoing should not be construed in and of itself as an admission by Millennium Management, Integrated Holding Group, Millennium International Management, Millennium International Management GP or Mr. Englander as to beneficial ownership of the Class A Common Shares held by Millenco or Cognizant Holdings, as the case may be.

(b) Millenco may be deemed to hold shared power to vote and to dispose of the 2,230,684 of the Issuer's Class A Common Shares described in (a) above. Cognizant Holdings, Integrated Holding Group, Millennium International Management, and Millennium International Management GP may be deemed to hold shared power to vote and to dispose of the 167,387 shares of the Issuer's Class A Common Shares described in (a) above. Mr. Englander and Millennium Management may be deemed to hold shared power to vote and to dispose of the 2,398,071 shares of the Issuer's Class A Common Shares described in (a) above. The foregoing should not be construed in and of itself as an admission by Mr. Englander, Millennium Management, Integrated Holding Group, Millennium International Management or Millennium International Management GP as to beneficial ownership of the shares held by Millenco or Cognizant Holdings, as the case may be.

(c) Transactions in the Issuer's Class A Common Shares, Warrants and units (each consisting of one class A Common Share and one Warrant ("Units")) during the past 60 days: Schedule A annexed hereto lists all transactions in the Issuer's Class A Common Shares, Warrants and Units during the past 60 days by the Reporting Persons. Except where otherwise noted, all transactions during the past 60 days were effected by Millenco in the open market.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of, the Issuer's Class A Common Shares reported in this Schedule 13D.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

In connection with arrangements with Millenco's and Cognizant Holdings's prime brokers, such prime brokers are permitted to lend securities in Millenco's and Cognizant Holdings's accounts (as the case may be) to the extent permitted by debit balances in such accounts. Millenco and Cognizant Holdings generally will not have any knowledge of the specific loans made by such prime brokers. In addition, in the ordinary course of business, Millenco and Cognizant Holdings (or their prime brokers), may borrow securities to satisfy delivery obligations arising from short sales and may lend securities to third parties and such loans generally may be recalled upon demand. However, it should be noted that shares lent by Millenco and Cognizant Holdings or their prime brokers may not be able to be recalled in advance of an applicable record date and thus, such loaned shares may not be able to be voted by Millenco and Cognizant Holdings (as the case may be).

There are no other contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

**Item 7. Material to Be Filed as Exhibits.**

Exhibit I: Joint Filing Agreement, dated as of August 22, 2008, by and among Millenco LLC, Cognizant Holdings, Ltd., Integrated Holding Group LP, Millennium International Management LP, Millennium International Management GP LLC, Millennium Management LLC and Israel A. Englander.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 22, 2008

MILLENCO LLC

By: /s/ Mark Meskin  
Name: Mark Meskin  
Title: Chief Executive Officer

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,  
as investment manager

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

INTEGRATED HOLDING GROUP LP

By: Millennium Management LLC,  
its general partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A Common Shares, par value \$0.01 per share, of Global Ship Lease, Inc., a corporation organized under the laws of the Republic of the Marshall Islands, is being filed and all amendments thereto will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 22, 2008

MILLENCO LLC

By: /s/ Mark Meskin  
Name: Mark Meskin  
Title: Chief Executive Officer

COGNIZANT HOLDINGS, LTD.

By: Millennium International Management LP,  
as investment manager

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

INTEGRATED HOLDING GROUP LP

By: Millennium Management LLC,  
its general partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Executive Vice President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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Schedule A

Transactions in the Issuer's Class A Common Shares, Warrants and Units during the past 60 days:

Date of Transaction	Class of Securities	Quantity Purchased (Sold)	Price Per Share \$
6/23/2008	Warrants	100	0.93

Notes:

All of the transactions listed above prior to and including August 14, 2008, were effected in the securities of Marathon Acquisition Corp.

(1) Indicates transactions that were effected in Marathon Acquisition Corp. by Integrated Core Strategies (US) LLC, an affiliate of the Reporting Persons. All of the remaining transactions listed above were effected by Millenco in the open market. Some of the sales listed above were short sales.