

Edgar Filing: Genesis Lease LTD - Form POS AM

Genesis Lease LTD  
Form POS AM  
May 07, 2008

As filed with the Securities and Exchange Commission on May 7, 2008

Registration No. 333-138968

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

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Post-Effective Amendment No. 1  
to  
FORM F-6  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933  
For American Depositary Shares Evidenced by American Depositary Receipts

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GENESIS LEASE LIMITED  
(Exact name of issuer of deposited securities as specified in its charter)  
N/A  
(Translation of issuer's name into English)  
Bermuda  
(Jurisdiction of incorporation or organization of issuer)  
DEUTSCHE BANK TRUST COMPANY AMERICAS  
(Exact name of depository as specified in its charter)  
60 Wall Street  
New York, N.Y. 10005  
(212) 250-9100  
(Address, including zip code, and telephone number, including area code, of  
depository's principal executive offices)

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Deutsche Bank Trust Company Americas  
ADR Department  
60 Wall Street  
New York, New York 10005  
(212) 250-9100  
(Address, including zip code, and telephone number, including area code, of  
agent for service)

Copies to:

Francis Fitzherbert-Brockholes, Esq.  
White & Case LLP  
5 Old Broad Street  
London EC2N 1DW  
+44-20-7532-1000

Boris Dolgonos, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
(212) 310-8000

It is proposed that this filing become effective under Rule 466  
[ ] immediately upon filing  
[ ] on (Date) at (Time)  
If a separate registration statement has been filed to register the deposited  
shares, check the following box. [x]

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CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit (1)	Proposed maximum aggregate offering price
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing one common shares, par value \$0.001, of Genesis Lease Limited	100,000,000 American Depositary Shares	\$0.05	\$5,000,000.0

- 1 For the purpose of this table only the term "unit" is defined as one American Depositary Share.
- 2 Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Shares.
- 3 Registration fees paid in connection with the initial registration of 100,000,000 American Depositary Shares on Registration Statement No. 333-138968.

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

This registration statement may be executed in any number of counterparts, each of which shall be deemed an original and all of such counterparts together shall constitute one and the same instrument.

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The prospectus consists of the proposed form of American Depositary Receipt ("Receipt" or "American Depositary Receipt") included as Exhibit A to the form of Deposit Agreement previously filed (Form F-6, file number 333-138968), which form of American Depositary Receipt is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1. Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption	Location in Form of Receipt Incorporated Herein by Reference
1. Name and address of depositary	Face of Receipt, introductory Article

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2. Title of American Depositary Receipts and identity of deposited securities	Face of Receipt, introductory Article
Terms of Deposit:	
(i) The amount of deposited securities represented by one unit of American Depositary Receipts	Face of Receipt, introductory Article, upper right corner
(ii) The procedure for voting, if any, the deposited securities	Reverse of Receipt, Article 15
(iii) The procedure for collection and distribution of dividends	Reverse of Receipt, Article 13
(iv) The procedure for transmission of notices, reports and proxy soliciting material	Face of Receipt, Article 5, Reverse of Receipt, Article 15
(v) The procedure for sale or exercise of rights	Reverse of Receipt, Article 13
(vi) The procedure for deposit or sale of securities resulting from dividends, splits or plans of reorganization	Face of Receipt, Article 3, Reverse of Receipt, Articles 13 and 16
(vii) The procedure for amendment, extension or termination of the deposit agreement	Reverse of Receipt, Articles 19, 20 and 21 (no provisions for extensions)
(viii) The procedure for rights of holders of Receipts to inspect the transfer books of the depositary and the list of holders of Receipts	Face of Receipt, Article 12
(ix) Restrictions upon the right to transfer or withdraw the underlying securities	Face of Receipt, Articles 2, 4 and 6
(x) Limitation upon the liability of the depositary	Reverse of Receipt, Articles 13, 17, 18 and 23
3. Fees and Charges	Face of Receipt, Article 9

### Item - 2. Available Information

Public Reports furnished by issuer Face of Receipt, Article 12

Genesis Lease Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, and, accordingly, files certain reports with the United States Securities and Exchange Commission (the "Commission"). These reports can be inspected by holders of Receipts and copied at public reference facilities maintained by the Commission located at 100 F Street, N.E., Washington D.C. 20549, and at the principal executive office of the Depositary.

## PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

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### Item - 3. Exhibits

- (a) (1) Form of Deposit Agreement dated December 19, 2006 (the "Deposit Agreement") among Genesis Lease Limited (the "Company"), Deutsche Bank Trust Company Americas, as depository (the "Depository"), and the Holders and Beneficial Owners of American Depositary Shares evidenced by American Depositary Receipts issued thereunder to which the Supplemental Agreement relates. - Previously filed (Form F-6, file number 333-138968) and incorporated herein by reference.
- (a) (2) Supplemental Agreement No. 1 dated May 7, 2008 (the "Supplemental Agreement") between the Company and the Depository. - Filed herewith as Exhibit (a) (2).
- (b) Any other agreement to which the Depository is a party relating to the issuance of the American Depositary Shares registered hereby or the custody of the deposited securities represented thereby. - Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depository and the issuer of the deposited securities in effect at any time within the last three years. - Not Applicable.
- (d) Opinion of White & Case LLP, counsel to the Depository, as to the legality of the securities being registered. - Previously filed (Form F-6, file number 333-138968) and incorporated herein by reference.
- (e) Certification under Rule 466. - Not Applicable.
- (f) (1) Powers of attorney for certain officers and directors of the Company. - Previously filed (Form F-6, file number 333-138968) and incorporated herein by reference.
- (f) (2) Powers of attorney for certain officers and directors of the Company. - Set forth on the signature page hereto.

### Item - 4. Undertakings

- (a) The Depository hereby undertakes to make available at the principal office of the Depository in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depository as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depository undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depository undertakes to notify each registered holder of an American Depositary Receipt 30 days before any change in the fee schedule.

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Post-Effective Amendment No. 1 to Form F-6 are met and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, New York, on May 7, 2008.

Legal entity created by the form of  
Deposit Agreement for the issuance of  
American Depositary Receipts for common  
shares, par value \$0.001, of Genesis  
Lease Limited

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
AS DEPOSITARY

By: /s/ Christopher Konopelko  
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Name: Christopher Konopelko  
Title: Vice President

By: /s/ James Kelly  
-----

Name: James Kelly  
Title: Vice President

Pursuant to the requirements of the Securities Act of 1933, Genesis Lease Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Post-Effective Amendment No. 1 to Form F-6 are met and has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Shannon, Ireland, on May 7, 2008.

GENESIS LEASE LIMITED

By: /s/ John McMahan  
-----

Name: John McMahan  
Title: Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John McMahan and Alan Jenkins, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, and supplements to this registration statement, and to file or cause to be filed the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, his or her full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute, shall do or cause to be done by virtue of this Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 7, 2008.

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SIGNATURE	TITLE
-----	-----
/s/ John McMahon ----- John McMahon	Chief Executive Officer and Director
/s/ Alan Jenkins ----- Alan Jenkins	Chief Financial Officer and Chief Accounting Officer
/s/ Paul Dacier ----- Paul Dacier	Director
/s/ Michael Gradon ----- Michael Gradon	Director
* ----- Niall Green	Director
* ----- Kenneth Holden	Director
* ----- David C. Hurley	Director
* ----- Andrew L. Wallace	Director

\* By: /s/ John McMahon  
-----  
John McMahon  
As Attorney-In-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of Genesis Lease Limited, has signed this registration statement or amendment thereto in the City of Newark, Delaware, on May 7, 2008.

PUGLISI & ASSOCIATES

By: /s/ Donald J. Puglisi  
-----  
Name: Donald J. Puglisi  
Title: Managing Director

INDEX TO EXHIBITS

Exhibit Number	Exhibit
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(a) (2) Supplemental Agreement - Filed herewith as Exhibit (a) (2).