

EUROSEAS LTD.
Form 6-K
August 18, 2009

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE
SECURITIES EXCHANGE ACT OF 1934

For the month of August 2009

Commission File Number: 001-33283

EUROSEAS LTD.

(Translation of registrant's name into English)

Aethrion Center

40 Ag. Konstantinou Street
151 24 Maroussi, Greece
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): .

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached hereto as Exhibit 1 is Management's Discussion and Analysis of Financial Condition and Results of Operation and interim unaudited financial statements and related information and data of the Company as of and for the six month period ended June 30, 2009.

This Report on Form 6-K is hereby incorporated by reference into the Company's Registration Statement on Form F-3, filed on July 2, 2008, Registration No. 333-152089, and the Company's Registration Statement on Form S-8, as amended, originally filed on December 18, 2007, Registration No. 333-148124.

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

Six months ended June 30, 2009 compared to six months ended June 30, 2008.

Voyage revenues. Voyage revenues for the six month period ended June 30, 2009 were \$31.34 million, down 55.5% compared to the same period in 2008 during which voyage revenues amounted to \$70.45 million. This decrease was primarily due to the lower charter rates our vessels achieved in 2009 as compared to 2008, due to the significant decline in rates in both the drybulk and containership markets. In the first six months of 2009, we operated an average of 15.85 vessels, a 4.1% increase over the average of 15.22 vessels we operated during the same period in 2008. Our fleet of 15.85 vessels had no scheduled off-hire days throughout the six month period ended June 30, 2009 but 373 laid-up days as three of our vessels were laid-up, M/V Artemis for the entire period and M/V Despina P and M/V Jonathan P for the second quarter. We had 112.4 commercial off-hire days and 21.3 operational off-hire days. While employed, our vessels generated a time-charter equivalent ("TCE") rate of \$12,906 per day per vessel compared to \$25,824 per day per vessel for the same period in 2008 (see calculation in table below), a decline of 50%. The average TCE rate our vessels achieve is a combination of the time charter rate earned by our vessels under time charter contracts, which is not influenced by market developments during the duration of the charter (unless the two charter parties renegotiate the terms of the charter as happened with two of our vessels where we agreed to lower the charter rate in exchange for a longer charter period), and the TCE rate earned by our vessels employed in the spot market which is influenced by market developments. Charter rates in the six months of 2009 were significantly lower compared to the first six months of 2008. Our vessels that operated in the spot market or came off time charter contracts and had to be re-chartered were negatively influenced by the depressed market levels during the first half of 2009 and had to incur commercial off-hire time.

| | Six Months Ended | |
|--|------------------|---------------|
| | June 30, 2008 | June 30, 2009 |
| Voyage revenues | \$ 70,453,207 | \$ 31,344,875 |
| Voyage expenses | (2,117,459) | (857,576) |
| Time-Charter Equivalent ("TCE") revenues | \$ 68,335,748 | \$ 30,487,299 |
| Voyage days generating revenues | 2,646.2 | 2,362.3 |
| Time-Charter Equivalent Rate (per day) | \$ 25,824 | \$ 12,906 |

Commissions. Commissions for the six month period ended June 30, 2009 were \$1.19 million. At 3.8% of voyage revenues, commissions were lower than in the same period of 2008 during which they amounted to 4.5% of our voyage revenues. The main reason for this reduction is that voyage revenues in 2009 include a larger contribution from vessels employed in pools where third party commissions are paid at the pool level (we had two vessels operating in pools during the first half of 2009 compared to one during the same period of 2008).

Voyage expenses. Voyage expenses for the six month period ended June 30, 2009 were \$0.86 million related to expenses for certain voyage charters compared to \$2.12 million for the same period of 2008. Because our vessels are generally chartered under time charter contracts, voyage expenses represent a small fraction (2.7% and 3.0% during

the first half of 2009 and 2008, respectively) of voyage revenues.

Vessel operating expenses. Vessel operating expenses were \$12.20 million during the first half of 2009 compared to \$13.41 million for the same period of 2008. This difference, despite the higher number of vessels that we operated in the first six months of 2009, was due to the fact that our three vessels which were at least partly laid-up in 2009 incurred lower costs while laid-up. Daily vessel operating expenses per vessel decreased between the two periods to \$4,253 per day in the first six months of 2009 compared to \$4,840 per day during the same period of 2008, a 12.1% decrease, reflecting the reduced expenses for the laid-up vessels and the easing of cost increase pressures from higher crew and lubricant costs, as well as the higher exchange rate of the Euro and other currencies with respect to the U.S. dollar that were present during most of 2008.

Management fees. These are part of the fees we pay to Eurobulk under our Master Management Agreement. During the first six months of 2009, Eurobulk charged us 655 Euros per day per operating vessel (and half this rate for laid-up vessels), totaling \$2.37 million for the period, or \$828 per day per vessel. In the same period of 2008, management fees amounted to \$2.71 million, or \$980 per day per vessel based on the daily rate per vessel of 630 Euros. The decrease on a per day basis is due to the lower Euro to U.S. dollar exchange rate in the first six months of 2009 as compared to the same period of 2008 and lower management fees for the laid-up vessels.

Other general and administrative expenses. These are expenses we pay as part of our operation as a public company and include the fixed portion of our management agreement fees, legal and auditing fees, directors' and officers' liability insurance and other miscellaneous corporate expenses. In the first six months of 2009, we had a total of \$2.07 million of general and administrative expenses as compared to \$2.30 million in same period of 2008, a decrease of 9.9% despite a 3.5% inflation-based increase of the executive management fees we pay to Eurobulk and other miscellaneous differences. The decline is primarily due to lower share-based compensation expenses.

Drydocking expenses. These are expenses we pay for our vessels to complete a drydocking as part of an intermediate or special survey. As of January 1, 2009, we use the direct expense method of accounting for such expenses as opposed to the deferral method that we employed previously. In the first half of 2009, we had no vessels undergoing a drydocking. During the first half of 2008, we had four vessels undergoing drydocking, one of which was still in progress as of June 30, 2008, for which we incurred \$3.27 million of expenses.

Vessel depreciation. Vessel depreciation for the six month period ended June 30, 2009 was \$9.28 million. Comparatively, vessel depreciation for the same period in 2008 amounted to \$14.79 million. Vessel depreciation in the first six months of 2008 was higher compared to the same period of 2009 because the M/V Ioanna P and M/V Nikolaos P, which were sold in the first quarter of 2009, contributed about \$4.04 million to the depreciation expenses of the first half of 2008 (they were not depreciated in 2009 as they were classified as "held for sale" as of December 31, 2008). Also, due to the changes in estimates of the useful lives of our containerships (from 25 to 30 years based on their intended use and industry practice), offset in part by the decrease of the scrap price per ton (from \$300 to \$250 to better reflect changes in the scrap metal market), depreciation expenses for the first half of 2009 were reduced by \$3.29 million. Finally, there reductions were partly offset by \$1.76 million incremental depreciation expenses for the three vessels we purchased in May 2008 (M/V Maersk Noumea) and in 2009 (M/V Monica P and M/V Eleni P).

Interest and other financing costs. Interest and other financing costs for the six month period ended June 30, 2009 were \$0.69 million. Comparatively, during the same period in 2008, interest and finance costs amounted to \$1.70 million. The difference is due to the lower average LIBOR rate that we had fixed to pay on our debt in the first half of 2009 compared to the same period in 2008 and our lower level of debt outstanding. Specifically, the average LIBOR rate on our debt as of June 30, 2009 was approximately 0.5% compared to approximately 2.5% as of June 30, 2008; our average interest rate margin over LIBOR was approximately 1.4% as of June 30, 2009 compared to approximately 1.0% as of June 30, 2008,

Interest income. Interest income for the six month period ended June 30, 2009 was \$0.81 million compared to \$1.86 million for the same period of 2008. The difference is due to the lower cash reserves at the beginning of the period in 2009 as compared to the beginning of 2008 and the lower LIBOR rate prevailing during the first half of 2009.

Investments in trading securities and foreign exchange gains or losses. In the first six months of 2009, we had a \$24,847 foreign exchange gain compared to a \$13,382 foreign exchange loss in the same period of 2008. In the first half of 2009, we had realized and unrealized gains from investments in trading securities of \$0.66 million, compared to a realized and unrealized gain from investments in trading securities of \$0.26 million in 2008. Our investments in trading securities produced \$0.18 million in dividend income in the first half of 2008; we had no dividend income in the first half of 2009.

Derivatives gains (losses). In the first half of 2009, we had a loss of \$5.78 million from an interest rate swap contract that we entered into in July 2008 and a number of Freight Forward Agreement (“FFA”) contracts that we entered into in December of 2008 and during the first half of 2009. We had a realized loss of \$0.12 million and an unrealized gain of \$0.61 million from the interest rate swap and we had a realized loss of \$0.87 million and an unrealized loss of \$5.39 million from the FFA contracts. We had no derivative contracts during the same period of 2008.

Net income/loss. As a result of the above, our net loss for the six months ended on June 30, 2009 was \$1.50 million compared to net income of \$29.26 million on an as adjusted basis (for change in drydocking costs Accounting Policy) for the same period in 2008.

Cash Flows

As of June 30, 2009, we had a cash balance of \$56.25 million, funds due from a related company of \$4.68 million and restricted cash and cash in restricted retention or margin accounts of \$12.16 million. We had contracted to pay \$24.75 million, the remainder amount to complete the acquisition of M/V Pantelis which we did upon its delivery to us in July 2009. Amounts due from related company represent net disbursements and collections made by our fleet manager, Eurobulk, on behalf of the ship-owning companies during the normal course of operations for which they have the right of offset. Amounts due from such related company mainly consist of advances to our fleet manager of funds to pay for all anticipated vessel expenses. The amount of \$4.68 million due from such related company as of June 30, 2009 therefore consists entirely of such deposits. Working capital is current assets minus current liabilities, including the current portion of long term debt. We had a working capital surplus of \$45.98 million including the current portion of long term debt which was \$12.25 million as of June 30, 2009. The \$6.16 million of dividends declared was paid as of June 30, 2009, except for \$47,000 that was accrued on account of the unvested stock incentive award shares which will be paid at the time of vesting. We consider our liquidity sufficient for our operations. We expect to finance all our working capital requirements from cash generated from operations and cash on our balance sheet.

Net cash from operating activities.

Our net cash from operating activities for the six months ended June 30, 2009 was \$6.97 million. This represents the net amount of cash, after expenses, generated by chartering our vessels. Eurobulk, on our behalf, collects our chartering revenues and pays our chartering expenses. Net loss for the period was \$1.50 million, which was increased by \$9.28 million of depreciation and \$4.79 million of unrealized derivative losses, and decreased by \$0.60 million for amortization of fair value of charters and \$4.77 million we had to put in a margin account for our FFA contracts amongst other adjustments. During the same period of 2008, net cash flow from operating activities was \$39.95 million based on a contribution of net income of \$29.26 million reduced by \$4.52 million for amortization of fair value of charters and increased by \$14.79 million of depreciation amongst other adjustments.

Net cash from investing activities.

In the first six months of 2009, we purchased two vessels for \$34.67 million in addition to \$1.82 million of deposits advanced in December 2008. We also made an advance of \$2.75 million for the purchase of M/V Pantelis which we took delivery of in July 2009. We sold two vessels in the first six months of 2009 for net proceeds of \$5.98 million and contributed an additional \$0.41 million to restricted accounts for total funds used in investment activities of \$31.85 million. In the same period of 2008, we paid \$43.58 million to purchase M/V Maersk Noumea and we increased funds in our retention account by \$0.46 million. It is our strategy to expand and renew our fleet by pursuing selective acquisitions. At the same time, we sell vessels in order to renew our fleet or take advantage of opportune market conditions.

Net cash used in financing activities.

In the first half of 2009, net cash provided by financing activities amounted to \$7.27 million. These funds consisted primarily of \$6.11 million of dividends paid, \$6.48 million of loan repayments and \$0.14 million of loan initiation fees offset by \$20.00 million of new loans drawn. In the same period of 2008, net cash used in financing activities amounted to \$31.35 million. This is accounted for by the \$18.56 million in dividend payments, \$14.49 million of debt

repayments partly offset by \$1.80 million net proceeds of new shares issued following the exercise of 173,234 warrants.

Debt Financing

We operate in a capital intensive industry which requires significant amounts of investment, and we fund a portion of this investment through long term debt. We maintain debt levels we consider prudent based on our market expectations, cash flow, interest coverage and percentage of debt to capital. We drew new loans totaling \$20.00 million in the first half of 2009 to partly finance the two vessels we purchased in the period.

As of June 30, 2009, we had nine outstanding loans with a combined outstanding balance of \$69.54 million. These loans have maturity dates between 2010 and 2015. Our long-term debt as of June 30, 2009 comprises of bank loans granted to our vessel-owning subsidiaries. A description of our loans as of June 30, 2009 is provided in Note 9 to our attached unaudited condensed consolidated financial statements. Over the next twelve months, we have scheduled repayments of approximately \$12.25 million of the above debt. As of the date of this filing, we are in compliance with our loan agreement covenants. We financed the acquisition of M/V Pantelis with our cash reserves but we are in the process of securing a loan of \$13 million to partly finance the acquisition with bank debt.

We have partly hedged our interest rate exposure and entered into two interest rate swap agreements: (i) one for a notional amount of \$25 million which expires on July 14, 2013; under this agreement we will receive each quarter interest on the notional amount based on the three month LIBOR rate and pay interest based on an interest rate of 3.99%, and, (ii) another one for a notional amount of \$25 million which expires on July 8, 2014; under this agreement we will receive each quarter interest on the notional amount based on the three month LIBOR rate and pay interest based on an interest rate of 2.88%.

Euroseas Ltd. and Subsidiaries
Unaudited Condensed Consolidated Financial Statements
June 30, 2008 and 2009

Index to consolidated financial statements

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Euroseas Ltd. and Subsidiaries
 Unaudited Condensed Consolidated Balance Sheets
 (All amounts, except share data, expressed in U.S. Dollars)

| | Notes | As of December 31, 2008 (as adjusted Note 2) | As of June 30, 2009 |
|--|-------|--|------------------------|
| Assets | | | |
| Current assets | | | |
| Cash and cash equivalents | | 73,851,191 | 56,249,817 |
| Trade accounts receivable, net of allowance of \$408,893 and \$567,828 | | 1,233,895 | 1,310,760 |
| Other receivables | | 1,439,628 | 860,571 |
| Due from related company | 8 | 4,678,750 | 4,676,284 |
| Inventories | 3 | 2,011,973 | 2,069,190 |
| Restricted cash | 9, 13 | 2,181,264 | 5,427,316 |
| Vessels held for sale | 4 | 6,067,020 | - |
| Trading securities | | 771,727 | 691,184 |
| Derivatives | 13 | 61,670 | - |
| Prepaid expenses | | 241,102 | 291,003 |
| Total current assets | | 92,538,220 | 71,576,125 |
| Fixed assets | | | |
| Vessels, net | 4 | 231,963,606 | 259,168,663 |
| Advances for vessel acquisitions | | 1,821,798 | 2,751,326 |
| Long-term assets | | | |
| Restricted cash | 9, 13 | 4,800,000 | 6,733,260 |
| Deferred charges, net | 5 | 373,702 | 613,636 |
| Derivatives | 13 | 68,038 | - |
| Fair value of above market time charter acquired | 7 | 1,653,422 | 177,876 |
| Total long-term assets | | 240,680,566 | 269,444,761 |
| Total assets | | 333,218,786 | 341,020,886 |
| Liabilities and shareholders' equity | | | |
| Current liabilities | | | |
| Long-term debt, current portion | 9 | 12,450,000 | 12,250,000 |
| Trade accounts payable | | 2,283,488 | 2,770,656 |
| Accrued expenses | 6 | 1,206,466 | 1,516,129 |
| Accrued dividends | | 116,750 | 163,750 |
| Deferred revenues | | 4,533,601 | 2,498,777 |
| Derivatives | 13 | 827,210 | 6,394,003 |
| Total current liabilities | | 21,417,515 | 25,593,315 |
| Long-term liabilities | | | |
| Long-term debt, net of current portion | 9 | 43,565,000 | 57,290,000 |
| Derivatives | 13 | 2,700,028 | 1,790,002 |
| Fair value of below market time charters acquired | 7 | 8,704,811 | 6,627,574 |

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| | | | |
|--|----|-------------|-------------|
| Total long-term liabilities | | 54,969,839 | 65,707,576 |
| Total liabilities | | 76,387,354 | 91,300,891 |
| Commitments and contingencies | 10 | - | |
| Shareholders' equity | | | |
| Common stock (par value \$0.03, 100,000,000 shares authorized, 30,575,611 and 30,575,611 issued and outstanding) | | 917,269 | 917,269 |
| Preferred shares (par value \$0.01, 20,000,000 shares authorized, no shares issued and outstanding) | | - | - |
| Additional paid-in capital | | 234,567,670 | 235,119,671 |
| Retained earnings | | 21,346,493 | 13,683,055 |
| Total shareholders' equity | | 256,831,432 | 249,719,995 |
| Total liabilities and shareholders' equity | | 333,218,786 | 341,020,886 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Euroseas Ltd. and Subsidiaries
 Unaudited Condensed Consolidated Statements of Operations
 (All amounts, except for share data, expressed in U.S. Dollars)

| | | Six Months Ended | |
|--|-------|-------------------------|------------------|
| | | June 30, 2008 | June 30, 2009 |
| | Notes | (as adjusted Note 2) | |
| Revenues | | | |
| Voyage revenue | | 70,453,207 | 31,344,875 |
| Commissions | 8 | (3,167,155) | (1,188,660) |
| Net revenue | | 67,286,052 | 30,156,215 |
| Operating expenses | | | |
| Voyage expenses | | 2,117,459 | 857,576 |
| Vessel operating expenses | 8 | 13,407,911 | 12,200,619 |
| Drydocking expenses | 2 | 3,274,716 | - |
| Vessel depreciation | 4 | 14,787,848 | 9,283,929 |
| Management fees | 8 | 2,714,535 | 2,374,359 |
| Other general and administrative expenses | 8 | 2,297,429 | 2,070,858 |
| Charter termination fees | | - | (103,577) |
| Total operating expenses | | 38,599,898 | 26,683,764 |
| Operating income | | 28,686,154 | 3,472,451 |
| Other income/(expenses) | | | |
| Interest and other financing costs | | (1,700,736) | (688,453) |
| Change in fair value of derivatives | 13 | - | (5,778,948) |
| Realized and unrealized gain on trading securities | | 256,695 | 660,705 |
| Foreign exchange gain/(loss) | | (13,382) | 24,847 |
| Interest income | | 1,860,219 | 808,082 |
| Dividend income | | 175,000 | - |
| Other income / (expenses), net | | 577,796 | (4,973,767) |
| Net income / (loss) | | 29,263,950 | (1,501,316) |
| Earnings (loss) per share - basic | 11 | 0.96 | (0.05) |
| Weighted average number of shares outstanding during the period, basic | 11 | 30,375,182 | 30,575,611 |
| Earnings (loss) per share - diluted | 11 | 0.96 | (0.05) |
| Weighted average number of shares outstanding during the period, diluted | 11 | 30,501,654 | 30,575,611 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Euroseas Ltd. and Subsidiaries

Unaudited Condensed Consolidated Statements of Changes in Shareholders' Equity

For the six months period ended June 30, 2009

(All amounts, except share data, expressed in U.S. Dollars)

| | Comprehensive Income | Number of Shares | Common Stock Amount | Paid – in Capital | Retained Earnings | Total |
|--|-------------------------|---------------------|---------------------------|----------------------|----------------------|--------------|
| Balance, December 31, 2008 | | 30,575,611 | 917,269 | 234,567,670 | 28,744,133 | 264,229,072 |
| Cumulative effect adjustment from change in accounting policy for drydockings | | | | | (7,397,640) | (7,397,640) |
| Balance, January 1, 2009(as adjusted – Note 2) | | 30,575,611 | 917,269 | 234,567,670 | 21,346,493 | 256,831,432 |
| Net income / (loss) | (1,501,316) | | | | (1,501,316) | (1,501,316) |
| Share-based compensation | | - | - | 552,001 | - | 552,001 |
| Dividends (Dividends declared per common share \$0.10) | - | - | - | - | (6,162,122) | (6,162,122) |
| Balance, June 30, 2009 | | 30,575,611 | 917,269 | 235,119,671 | 13,683,055 | 249,719,995 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Euroseas Ltd. and Subsidiaries
 Unaudited Condensed Consolidated Statements of Cash Flows
 (All amounts expressed in U.S. Dollars)

| | Six Months Ended June 30, 2008 | |
|--|-----------------------------------|--------------|
| | (as adjusted Note 2) | 2009 |
| Cash flows from operating activities: | | |
| Net income / (loss) | 29,263,950 | (1,501,316) |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation of vessels | 14,787,848 | 9,283,929 |
| Amortization of deferred charges | 43,821 | 46,611 |
| Amortization of fair value of time charters | (4,516,612) | (601,691) |
| Share-based compensation | 877,398 | 552,001 |
| Unrealized loss on derivatives, net | - | 4,786,475 |
| Purchase of trading securities | (503,602) | - |
| Sale of trading securities | 786,248 | 741,248 |
| Realized gain on trading securities | (93,737) | (411,444) |
| Unrealized gain on trading securities | (162,958) | (249,261) |
| Changes in operating assets and liabilities | | |
| (Increase)/decrease in: | | |
| Trade accounts receivable | (359,878) | (76,865) |
| Cash deposit requirements for FFA contracts | - | (4,768,050) |
| Prepaid expenses | 65,468 | (49,901) |
| Other receivables | 72,968 | 579,057 |
| Inventories | 305,285 | (57,217) |
| Due from related company | 1,438,702 | 2,466 |
| Increase/(decrease) in: | | |
| Trade accounts payable | (1,218,324) | 487,168 |
| Accrued expenses | (12,436) | 244,651 |
| Deferred revenue | (819,608) | (2,034,824) |
| Net cash provided by operating activities | 39,954,533 | 6,973,037 |
| Cash flows from investing activities: | | |
| Purchase of vessels including improvements | (43,582,320) | (34,667,188) |
| Advances for vessels acquisition | - | (2,751,326) |
| Change in restricted cash | (455,644) | (411,262) |
| Proceeds from sale of vessels | - | 5,980,487 |
| Net cash (used in) investing activities | (44,037,964) | (31,849,289) |
| Cash flows from financing activities: | | |
| Issuance of share capital | 5,030 | - |
| Net proceeds from shares issued | 1,805,892 | - |
| Dividends paid | (18,561,707) | (6,115,122) |
| Offering expenses paid | (110,340) | - |
| Loan arrangements fees paid | - | (135,000) |
| Proceeds from long-term debt | - | 20,000,000 |

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| | | |
|---|--------------|--------------|
| Repayment of long-term debt | (14,490,000) | (6,475,000) |
| Net cash provided by (used in) financing activities | (31,351,125) | 7,274,878 |

(Condensed consolidated statements of cash flows continues in the next page)

Euroseas Ltd. and Subsidiaries
 Notes to Unaudited Condensed Consolidated Financial Statements
 For the six month periods ended June 30, 2008 and 2009
 (All amounts expressed in U.S. Dollars)

| | | |
|--|---------------|--------------|
| Net decrease in cash and cash equivalents | (35,434,556) | (17,601,374) |
| Cash and cash equivalents at beginning of period | 104,135,320 | 73,851,191 |
| Cash and cash equivalents at end of period | 68,700,764 | 56,249,817 |
| Cash paid for interest | 1,990,126 | 662,978 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

1. Basis of Presentation and General Information

Euroseas Ltd. (the “Company”) was formed on May 5, 2005 under the laws of the Republic of the Marshall Islands to consolidate the beneficial owners of the ship owning companies in existence at that time.

The operations of the vessels are managed by Eurobulk Ltd. (the “manager”), a corporation controlled by members of the Pittas family. The Pittas family is the controlling shareholder of Friends Investment Company Inc. which owned 33.3% of the Company’s shares as of June 30, 2009.

The manager has an office in Greece located at 40 Ag. Konstantinou Ave, Maroussi, Athens, Greece. The manager provides the Company with a wide range of shipping services such as technical support and maintenance, insurance consulting, chartering, financial and accounting services, as well as executive management services, in consideration for fixed and variable fees (see Note 8).

The Company is engaged in the ocean transportation of dry bulk and containers through ownership and operation of dry bulk and container carriers owned by the following ship-owning companies:

- Searoute Maritime Ltd. incorporated in Cyprus on May 20, 1992, owner of the Cyprus flag 33,712 DWT bulk carrier motor vessel (M/V) “Ariel”, which was built in 1977 and acquired on March 5, 1993. M/V “Ariel” was sold on February 22, 2007.
- Oceanopera Shipping Ltd. incorporated in Cyprus on June 26, 1995, owner of the Cyprus flag 34,750 DWT bulk carrier M/V “Nikolaos P”, which was built in 1984 and acquired on July 22, 1996. M/V “Nikolaos P” was sold in February 2009.
- Oceanpride Shipping Ltd. incorporated in Cyprus on March 7, 1998, owner of the Cyprus flag 26,354 DWT bulk carrier M/V “John P”, which was built in 1981 and acquired on March 7, 1998. M/V “John P” was sold on July 5, 2006.
- Alcinoe Shipping Ltd. incorporated in Cyprus on March 20, 1997, owner of the Cyprus flag 26,354 DWT bulk carrier M/V “Pantelis P”, which was built in 1981 and acquired on June 4, 1997. M/V “Pantelis P” was sold on May 31, 2006. On February 22, 2007, Alcinoe Shipping Ltd. acquired the 38,691 DWT Cyprus flag drybulk carrier M/V “Gregos”, which was built in 1984. On June 13, 2007, M/V Gregos was transferred to Gregos Shipping Limited incorporated in the Marshall Islands and its flag was changed to the flag of the Marshall Islands.
- Allendale Investment S.A. incorporated in Panama on January 22, 2002, owner of the Panama flag 18,154 DWT container carrier M/V “Kuo Hsiung”, which was built in 1993 and acquired on May 13, 2002.

Euroseas Ltd. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

For the six month periods ended June 30, 2008 and 2009

(All amounts expressed in U.S. Dollars)

1. Basis of Presentation and General Information - continued

- Alterwall Business Inc. incorporated in Panama on January 15, 2001, owner of the Panama flag 18,253 DWT container carrier M/V “Ninos” (previously named M/V “Quingdao I”) which was built in 1990 and acquired on February 16, 2001.
- Diana Trading Ltd. incorporated in the Marshall Islands on September 25, 2002, owner of the Marshall Islands flag 69,734 DWT bulk carrier M/V “Irimi”, which was built in 1988 and acquired on October 15, 2002.
- Salina Shipholding Corp., incorporated in the Marshall Islands on October 20, 2005, owner of the Marshall Islands flag 29,693 DWT container carrier M/V “Artemis”, which was built in 1987 and acquired on November 25, 2005.
- Xenia International Corp., incorporated in the Marshall Islands on April 6, 2006, owner of the Marshall Islands flag 22,568 DWT / 950 TEU multipurpose M/V “Tasman Trader”, which was built in 1990 and acquired on April 27, 2006.
- Prospero Maritime Inc., incorporated in the Marshall Islands on July 21, 2006, owner of the Marshall Islands flag 69,268 DWT dry bulk M/V “Aristides N.P.”, which was built in 1993 and acquired on September 4, 2006.
- Xingang Shipping Ltd., incorporated in Liberia on October 16, 2006, owner of the Liberian flag 23,596 DWT container carrier M/V “YM Xingang I” , which was built in February 1993 and acquired on November 15, 2006.
- Manolis Shipping Ltd., incorporated in the Marshall Islands on March 16, 2007, owner of the Marshall Islands flag 20,346 DWT / 1,452 TEU container carrier M/V “Manolis P”, which was built in 1995 and acquired on April 12, 2007.
- Eternity Shipping Company, incorporated in the Marshall Islands on May 17, 2007, owner of the Marshall Islands flag 30,007 DWT / 1,742 TEU container carrier M/V “Clan Gladiator”, which was built in 1992 and acquired on June 13, 2007. On May 9, 2008, M/V “Clan Gladiator” was renamed M/V “OEL Transworld”.
 - Emmentaly Business Inc., incorporated in Panama on July 4, 2007, owner of the Panamanian flag 33,667 DWT / 1,932 TEU container carrier M/V “Jonathan P”, which was built in 1990 and acquired on August 7, 2007. On April 16, 2008, M/V “Jonathan P” was renamed M/V “OEL Integrity”; on March 5, 2009, the vessel was again renamed M/V “Jonathan P” upon the expiration of its charter with OEL.
- Pilory Associates Corp., incorporated in Panama on July 4, 2007, owner of the Panamanian flag 33,667 DWT / 1,932 TEU container carrier M/V “Despina P”, which was built in 1990 and acquired on August 13, 2007.
- Tiger Navigation Corp., incorporated in Marshall Islands on August 29, 2007, owner of the Marshall Islands flag 31,627 DWT / 2,228 TEU container carrier M/V “Tiger Bridge”, which was built in 1990 and acquired on October 4, 2007.

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

1. Basis of Presentation and General Information - continued

- Trust Navigation Corp., incorporated in Liberia on October 1, 2007, owner of the Liberian flag 64,873 DWT bulk carrier M/V “Ioanna P”, which was built in 1984 and acquired on November 1, 2007. M/V “Ioanna P” was sold in January 2009.
- Noumea Shipping Ltd, incorporated in Liberia on May 14, 2008, owner of the Liberian flag 34,677 DWT / 2,556 TEU container vessel M/V “Maersk Noumea”, which was built in 2001 and acquired on May 22, 2008.
- Saf-Concord Shipping Ltd., incorporated in Liberia on June 8, 2008, owner of the Liberian flag 46,667 DWT bulk carrier M/V “Monica P”, which was built in 1998 and acquired on January 19, 2009.
- Eleni Shipping Ltd., incorporated in Liberia on February 11, 2009, owner of the Liberian flag 72,119 DWT bulk carrier M/V “Eleni P”, which was built in 1997 and acquired on March 6, 2009.

2. Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (US GAAP) for interim financial information. Accordingly, they do not include all the information and notes required by US GAAP for complete financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments considered necessary for a fair presentation of the Company’s financial position, results of operations and cash flows for the periods presented. Operating results for the six month period ended June 30, 2009 are not necessarily indicative of the results that might be expected for the fiscal year ending December 31, 2009.

The unaudited condensed consolidated financial statements as of and for the six month periods ended June 30, 2009 and 2008 should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2008 as filed with the SEC on Form 20-F.

A summary of the Company’s significant accounting policies is identified in Note 2 of the Company’s Annual Report on Form 20-F for the fiscal year ended December 31, 2008. There have been no material changes to the Company’s significant accounting policies, except for the accounting principle for drydocking expenses and new accounting pronouncements as noted below.

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

2. Significant Accounting Policies - continued

New accounting pronouncements adopted in 2009:

- i) In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurement" ("SFAS No. 157"). SFAS No. 157 addresses standardizing the measurement of fair value for companies that are required to use a fair value measure for recognition or disclosure purposes. The FASB defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." The new standard provides a single definition of fair value, together with a framework for measuring it and requires additional disclosure about the use of fair value to measure assets and liabilities. While the statement does not require any new fair value measurements, it does change certain previous practices. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The effective date of SFAS No. 157 was delayed for all nonfinancial assets and liabilities except those that are recognized or disclosed at fair value in the financial statements on at least an annual basis, until January 1, 2009 for calendar year end entities. The Company adopted SFAS No. 157 for financial assets and liabilities for the fiscal year starting January 1, 2008 and its adoption did not have a material impact on its consolidated financial position results of operations or cash flows. The Company has also adopted SFAS No. 157, as it relates to nonfinancial assets and liabilities, starting January 1, 2009 and its adoption did not have a material impact on its financial position, results of operations or cash flows.
- ii) In March 2008 the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("FASB No. 161"). The new standard is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. We have adopted SFAS No. 161 and included the required disclosures.
- iii) On June 16, 2008, the FASB issued FSP EITF 03-6-1 "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities" ("FSP EITF 03-6-1"). The FASB concluded that all unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The FSP is effective for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. The adoption of FSP EITF 03-6-1 did not have an impact on our consolidated condensed financial statements as dividends are required to be returned to the entity if an employee forfeits the share-based payment award.
- iv) In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" ("SFAS No. 165"). This standard is intended to establish 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. Specifically, SFAS No. 165 sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS No. 165 is effective for fiscal years and interim periods ended after June 15, 2009 and will be applied

prospectively. The adoption of SFAS No. 165 in the current quarter did not have a material impact on the Company's consolidated financial statements.

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

2. Significant Accounting Policies - continued

v) On June 29, 2009 the FASB issued SFAS No. 168, FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles — a replacement of FASB Statement No. 162 (“SFAS No. 168”), which became the single source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. Once effective, the Codification’s content will carry the same level of authority, effectively superseding SFAS No. 162. In other words, the GAAP hierarchy will be modified to include only two levels of GAAP: authoritative and nonauthoritative.” SFAS No. 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Company will adopt SFAS No. 168 in the third quarter of 2009 and does not expect this standard will have an impact on the Company’s financial statements.

vi) In April 2009, the FASB issued FASB Staff Position (“FSP”) 107-1 and Accounting Principles Board (“APB”) 28-1, “Interim Disclosures about Fair Value of Financial Instruments” (“FSP 107-1 and APB 28-1”), which amends SFAS No. 107, “Disclosures about Fair Value of Financial Instruments” (“SFAS No. 107”) to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB 28, “Interim Financial Reporting,” to require those disclosures in summarized financial information at interim reporting periods. FSP 107-1 and APB 28-1 is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of FSP 107-1 and APB 28-1 in the current quarter did not have an impact on the Company’s consolidated financial statements. See Note 13 – Derivative Financial Instruments for the Company’s disclosures about the fair value of financial instruments.

Change in estimates

During the fourth quarter of 2008, the Company changed its estimates of the scrap price and useful life of its containerships to better reflect the present market environment, industry practice and intended use. These changes decreased net loss for the six month period ended June 30, 2009 by \$3.3 million, or \$0.11 per share.

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

2. Significant Accounting Policies - continued

Change in accounting principle for drydocking costs

Beginning with the first quarter of 2009, the Company changed its accounting policy of drydocking costs from the deferral method, under which the Company amortized drydocking costs over the estimated period of benefit between drydockings, to the direct expense method, under which the Company expenses all drydocking costs as incurred. The Company believes that the direct expense method is preferable as it eliminates the significant amount of time and subjectivity involved in determining which costs and activities related to drydocking qualify for the deferral method. When the accounting principle was retrospectively applied, net income for the six month period ended June 30, 2008 decreased by \$1.6 million.

The Company reflected this change as a change in accounting principle from an accepted accounting principle to a preferable accounting principle in accordance with Statement of Financial Accounting Standards No. 154, Accounting Changes and Error Corrections. The new accounting principle has been applied retrospectively to all periods presented.

Consolidated balance sheets

| | As of December 31, 2008 | | | As of June 30, 2009 | | |
|---|--|---|------------------|---------------------------------------|---|------------------|
| | As originally reported under the deferral method | As adjusted under the direct expense method | Effect of change | As computed under the deferral method | As reported under the direct expense method | Effect of change |
| Increase (decrease) | | | | | | |
| Deferred charges | 7,771,342 | 373,702 | (7,397,640) | 5,596,636 | 613,636 | (4,983,000) |
| Total long-term assets | 248,078,206 | 240,680,566 | (7,397,640) | 274,427,761 | 269,444,761 | (4,983,000) |
| Total assets | 340,616,426 | 333,218,786 | (7,397,640) | 346,003,886 | 341,020,886 | (4,983,000) |
| Retained earnings | 28,744,133 | 21,346,493 | (7,397,640) | 18,666,055 | 13,683,055 | (4,983,000) |
| Total shareholders equity | 264,229,072 | 256,831,432 | (7,397,640) | 254,702,995 | 249,719,995 | (4,983,000) |
| Total liabilities and shareholders equity | 340,616,426 | 333,218,786 | (7,397,640) | 346,003,886 | 341,020,886 | (4,983,000) |

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

2. Significant Accounting Policies - continued

Change in accounting principle for drydocking costs – continued

Consolidated statements of operations

| | Six Month Period Ended June 30, 2008 | | | Six Month Period Ended June 30, 2009 | | |
|---|--|---|------------------|---------------------------------------|---|------------------|
| | As originally reported under the deferral method | As adjusted under the direct expense method | Effect of change | As computed under the deferral method | As reported under the direct expense method | Effect of change |
| Income (expense) | | | | | | |
| Drydocking expenses | - | 3,274,716 | 3,274,716 | - | - | - |
| Amortization of drydocking and special survey expense and vessel depreciation | 16,456,481 | 14,787,848 | (1,668,633) | 11,698,569 | 9,283,929 | (2,414,640) |
| Total operating expenses | 36,993,815 | 38,599,898 | 1,606,083 | 29,098,404 | 26,683,764 | (2,414,640) |
| Operating income | 30,292,237 | 28,686,154 | (1,606,083) | 1,057,811 | 3,472,451 | 2,414,640 |
| Net income / (loss) | 30,870,033 | 29,263,950 | (1,606,083) | (3,915,956) | (1,501,316) | 2,414,640 |
| Earnings (loss) per share, basic | 1.02 | 0.96 | (0.06) | (0.13) | (0.05) | 0.08 |
| Earnings (loss) per share, diluted | 1.01 | 0.96 | (0.05) | (0.13) | (0.05) | 0.08 |

Consolidated statements of cash flow

| | Six Month Period Ended June 30, 2008 | | | Six Month Period Ended June 30, 2009 | | |
|---|--|---|------------------|---------------------------------------|---|------------------|
| | As originally reported under the deferral method | As adjusted under the direct expense method | Effect of change | As computed under the deferral method | As reported under the direct expense method | Effect of change |
| Inflow (outflow) | | | | | | |
| Net income | 30,870,033 | 29,263,950 | (1,606,083) | (3,915,956) | (1,501,316) | 2,414,640 |
| Amortization of deferred charges | 1,712,454 | 43,821 | (1,668,633) | 2,461,251 | 46,611 | (2,414,640) |
| Increase/(decrease) in trade accounts payable | (1,368,368) | (1,218,324) | 150,044 | - | - | - |
| Drydocking expenses paid | (3,124,672) | - | 3,124,672 | - | - | - |

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

3. Inventories

This consisted of the following:

| | December 31, 2008 | June 30, 2009 |
|-------------|----------------------|------------------|
| Lubricants | 1,410,063 | 1,424,358 |
| Victualling | 164,708 | 148,574 |
| Bunkers | 437,202 | 496,258 |
| Total | 2,011,973 | 2,069,190 |

4. Vessels, net

The amounts in the accompanying condensed consolidated balance sheets are as follows:

| | Costs | Accumulated Depreciation | Net Book Value |
|------------------------------|-------------|-----------------------------|-------------------|
| Balance, January 1, 2009 | 280,267,999 | (48,304,393) | 231,963,606 |
| -Depreciation for the period | | (9,283,929) | (9,283,929) |
| -Purchase of vessels | 36,488,986 | - | 36,488,986 |
| Balance, June 30, 2009 | 316,756,985 | (57,588,322) | 259,168,663 |

There were two vessel purchases in the six month period ended June 30, 2009, M/V Monica P and M/V Eleni P, for an aggregate price plus costs to make the vessels available for use of \$36,488,986. Vessels M/V Nikolaos P and M/V Ioanna P which were classified as held for sale as of December 31, 2008 were sold during the period for aggregate net proceeds of \$5,980,487.

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

5. Deferred Charges, net

This consisted of:

| | Six months ended June 30, 2008 (as adjusted Note 2) | Six months ended June 30, 2009 |
|---------------------------------------|---|---|
| Balance, beginning of the period | 315,338 | 373,702 |
| Additions | - | 286,545 |
| Amortization of loan arrangement fees | (43,820) | (46,611) |
| Balance, end of the period | 271,518 | 613,636 |

For the six month period ended June 30, 2009, additions of \$286,545 reflect loan fees of \$135,000 for the loan drawn to finance the purchase of M/V "Monica P" and M/V "Eleni P" and \$151,545 for other deferred expenses.

6. Accrued Expenses

The accrued expenses account consisted of:

| | December 31, 2008 | June 30, 2009 |
|---|----------------------|------------------|
| Accrued payroll expenses | 262,370 | 212,892 |
| Accrued interest | 182,716 | 161,578 |
| Accrued general and administrative expenses | 48,000 | 173,824 |
| Accrued commissions | 204,531 | 217,890 |
| Other accrued expenses | 508,849 | 749,945 |
| Total | 1,206,466 | 1,516,129 |

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

7. Fair Value of Above or Below Market Time Charters Acquired

M/V "Tasman Trader" was acquired on April 27, 2006 with an outstanding time charter terminating on December 17, 2008 with a charter rate of \$8,850 per day. The charter rate was below the market rates for equivalent time charter prevailing at the time the vessel was acquired. The present values of the below the market charter was estimated by the Company at \$1,237,072 and was recorded as a liability in the consolidated balance sheets. Net voyage revenues included \$233,712 as amortization of the below market rate charters for M/V "Tasman Trader" for the six month period ended June 30, 2008. The below market rate charter for M/V "Tasman Trader" was fully amortized by December 31, 2008.

M/V "YM Xingang I" was acquired on November 15, 2006 with an outstanding time charter terminating on July 21, 2009 with a charter rate of \$26,650 per day. This charter rate was above the market rates for equivalent time charters prevailing at the time. The present value of the above the market charter was estimated by the Company at \$7,923,480, and was recorded as an asset in the consolidated balance sheets. Net voyage revenues included a reduction of \$1,475,546 as amortization of the above market rate charter for M/V "YM Xingang I" for the six month periods ended June 30, 2008 and 2009. The remaining unamortized fair value of the above market charter was \$1,653,422 and \$177,876 as of December 31, 2008 and June 30, 2009, respectively, and is recorded as a long term asset in the consolidated balance sheets. The unamortized amount as of June 30, 2009 will be amortized in the remainder of 2009.

M/V "Tiger Bridge" was acquired on October 4, 2007 with an outstanding time charter terminating on August 7, 2009 with a charter rate of \$16,500 per day. This charter rate was below the market rates for equivalent time charters prevailing at the time. The present value of the below-market charter was estimated by the Company at \$2,263,924, and was recorded as a liability in the consolidated balance sheets. Net voyage revenues included \$613,006 and \$738,965 as amortization of the below-market rate charter for M/V "Tiger Bridge" for the six month periods ended June 30, 2008 and 2009, respectively. The remaining unamortized below market rate charter was \$738,965 as of December 31, 2008 and is recorded as a liability in the consolidated balance sheets. The below market rate charter for M/V "Tiger Bridge" was fully amortized by June 30, 2009.

M/V "Ioanna P" was acquired on November 1, 2007 with an outstanding time charter terminating on August 4, 2008 with a charter rate of \$35,500 per day. This charter rate was below the market rates for equivalent time charters prevailing at the time. The present value of the below-market charter was estimated by the Company at \$7,441,558 and was recorded as a liability in the consolidated balance sheets. Net voyage revenues included \$4,852,120 as amortization of the below-market rate charter for M/V "Ioanna P" for the six month period ended June 30, 2008. The below market rate charter for M/V "Ioanna P" was fully amortized by December 31, 2008.

Euroseas Ltd. and Subsidiaries
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7. Fair Value of Above or Below Market Time Charters Acquired - Continued

M/V “Maersk Noumea” was acquired on May 22, 2008 with an outstanding time charter terminating on August 2011 with a charter rate of \$16,800 per day plus three one-year consecutive optional extensions at \$18,735, \$19,240 and \$19,750 per day respectively. This charter rate was below the market rates for equivalent time charters prevailing at the time. The present value of the below-market charter plus the optional periods was estimated by the Company at \$9,597,438 and was recorded as a liability in the consolidated balance sheets. Net voyage revenues included \$293,320 and \$1,338,272 as amortization of the below-market rate charter for M/V “Maersk Noumea” for the six month periods ended June 30, 2008 and 2009, respectively. The remaining unamortized below market rate charter was \$7,965,846 and \$6,627,574 as of December 31, 2008 and June 30, 2009, respectively. The remaining unamortized amount as of June 30, 2009 will be amortized as follows: \$1,338,272 in the remainder 2009, \$2,676,544 in 2010, \$1,888,347 in 2011, \$570,123 in 2012 and \$154,279 in 2013.

8. Related Party Transactions

The Company’s vessel owning companies are parties to management agreements with Eurobulk Ltd. (“Management Company”), which is controlled by members of the Pittas family, whereby the Management Company provides technical and commercial vessel management for a fixed daily fee of Euro 630 and Euro 655 per vessel in the six month periods ended June 30, 2008 and 2009, respectively, under our Master Management Agreement (see below). Vessel management fees paid to the Management Company amounted to \$2,714,535 and \$2,374,359 in the six month periods ended June 30, 2008 and 2009, respectively. These agreements were renewed on January 31, 2005 and amended in August and October 2006 with an initial term of five years and will automatically be extended after the initial term until terminated by the parties. Termination is not effective until two months following notice having been delivered in writing by either party after the expiration of the initial five-year period. An annual adjustment of the management fee due to inflation as provided under the management agreement took effect on the annual anniversary of the agreement on January 1, 2009 increasing the management fee by Euro 25 per vessel per day to Euro 655. The Company’s master management agreement with Eurobulk - effective as of October 1, 2006 and with an initial term of five years until September 30, 2011 – was amended and renewed for five years on February 7, 2008.

In addition to the vessel management services, Eurobulk provides us with management services for our needs as a public company. In the six month periods ended June 30, 2008 and 2009 compensation for such services to us as a public company was \$550,000 and \$575,000, respectively, incremental to the management fee. The compensation for executive services is adjusted annually for inflation every January 1st.

Amounts due to or from related parties represent net disbursements and collections made on behalf of the vessel-owning companies by the Management Company during the normal course of operations for which a right of off-set exists. As of December 31, 2008 and June 30, 2009, the amount due from related companies was \$4,678,750 and \$4,676,284, respectively. Based on the master management and ship-management agreements between Euroseas Ltd. and Euroseas’ shipowning subsidiaries and Eurobulk Ltd. an estimate of the quarter’s operating expenses, expected drydocking expenses, vessel management fee and fee for management executive services is to be advanced in the beginning of quarter to Eurobulk Ltd. For the fleet as of December 31, 2008 and June 30, 2009, this advance is estimated between \$7,500,000 and \$9,000,000 excluding any advances needed for drydocking expenses and is paid in advance around the beginning of each quarter. Interest earned on funds deposited in related party accounts is credited

to the account of the Company.

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

8. Related Party Transactions - Continued

The Company uses brokers for various services, as is industry practice. Eurochart S.A., a company controlled by certain members of the Pittas family, provides vessel sale and purchase services, and chartering services to the Company whereby the Company pays commission of 1% of the vessel sales price and 1.25% of charter revenues. Commission expenses for the six month period ended June 30, 2009 of \$62,490 were incurred for the sale of M/V "Nikolaos P" and M/V "Ioanna P". There were no sales of vessels in the six month period ended June 30, 2008. In the six month period ended June 30, 2008, the Company bought M/V "Maersk Noumea" and Eurochart S.A. received a sales commission from the seller of the vessel. Commissions for chartering services were \$843,443 and \$374,386 in the six month periods ended on June 30, 2008 and 2009, respectively.

Certain members of the Pittas family, together with another unrelated ship management company, have formed a joint venture with the insurance broker Sentinel Maritime Services Inc., and with a crewing agent More Maritime Agencies Inc. The shareholders' percentage participation in these joint ventures was 78.7% and 78.7% in the six month periods ended on June 30, 2008 and 2009, respectively. Sentinel Maritime Services Inc. is paid a commission on premium not exceeding 5%; More Maritime Agencies Inc. is paid a fee of \$50 per crew member per month. Total fees charged by Sentinel Marine Services Inc. and More Maritime Agencies Inc. for the six month period ended on June 30, 2008 and 2009 were \$81,919 and \$80,427, respectively to More, and \$62,993 and \$88,268, respectively to Sentinel. These amounts are recorded in "Vessel operating expenses" under "Operating expenses".

The Company authorized Eurotrade S.A., a company controlled by certain members of the Pittas family, to act on its behalf and enter into six FFA contracts in December 2008 using its existing FFA trading account arrangements with Royal Bank of Scotland ("RBS"), until the Company established its own separate FFA trading account. These six FFA contracts are for a total of 480 vessel-equivalent days for calendar year 2009 and 485 days for 2010 of a modern panamax size vessel. The Company collects the difference between the spot rate and the contract rate if the spot rate is lower or will pay it if it is higher. Settlement takes place monthly. As of June 30, 2009, there were 240 and 485 days, respectively for 2009 and 2010, of these six contracts that remained to be settled. The Company did not pay any fees to Eurotrade S.A. for its services.

As of January 1, 2009, the Company trades FFA contracts via its own trading account. During the six month period ended June 30, 2009, the Company entered into FFA contracts totaling 285 vessel-equivalent days for calendar year 2009 and 570 days for 2010 of a modern panamax size vessel for a total of 765 days for 2009 and 1055 for 2010. As of June 30, 2009, 315 days of the 2009 contracts have been settled resulting in open positions of 450 days for the second half of 2009 and 1055 days for 2010. Eurotrade S.A. acted as an agent of the Company for entering into these contracts. The Company did not pay any fees to Eurotrade S.A. for its services.

Euroseas Ltd. and Subsidiaries
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9. Long-Term Debt

This consisted of bank loans of the ship-owning companies and is as follows:

| Borrower | | December 31, 2008 | June 30, 2009 |
|--|-----|-------------------------|------------------|
| Alterwall Business Inc./ Allendale Investments S.A | (a) | 5,500,000 | 4,600,000 |
| Salina Shipholding Corp. | (b) | 5,000,000 | 4,350,000 |
| Xenia International Corp | (c) | 5,600,000 | 5,070,000 |
| Prospero Maritime Inc. | (d) | 11,275,000 | 10,450,000 |
| Xingang Shipping Ltd. / Alcinoe Shipping Ltd / Diana Shipping Limited | (e) | 12,000,000 | 10,500,000 |
| Manolis Shipping Ltd. | (f) | 9,040,000 | 8,720,000 |
| Trust Navigation Corp. / Tiger Navigation Co. | (g) | 7,600,000 | 6,100,000 |
| Saf-Concord Shipping Ltd. | (h) | - | 9,750,000 |
| Eleni Shipping Ltd. | (i) | - | 10,000,000 |
| | | 56,015,000 | 69,540,000 |
| Less: Current portion | | (12,450,000) | (12,250,000) |
| Long-term portion | | \$43,565,000 | \$57,290,000 |

The future annual loan repayments are as follows:

| | | |
|-------------|--|--------------|
| To June 30: | | |
| 2010 | | 12,250,000 |
| 2011 | | 15,500,000 |
| 2012 | | 8,440,000 |
| 2013 | | 5,890,000 |
| 2014 | | 21,940,000 |
| Thereafter | | 5,520,000 |
| Total | | \$69,540,000 |

Euroseas Ltd. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

For the six month periods ended June 30, 2008 and 2009

(All amounts expressed in U.S. Dollars)

9. Long-Term Debt - continued

- (a) Allendale Investments S.A. and Alterwall Business Inc. drew \$20,000,000 on May 26, 2005 against a loan facility for which they are jointly and severally liable. The loan is payable in twenty-four unequal consecutive quarterly installments of \$1,500,000 each in the first year, \$1,125,000 each in the second year, \$775,000 each in the third year, \$450,000 each in the fourth through sixth years and a balloon payment of \$1,000,000 payable with the final installment due in May 2011. The interest is based on LIBOR plus 1.25% per annum as long as the outstanding loan amount remains below 60% of the fair market value (FMV) of M/V “Ninos” and M/V “Kuo Hsiung” and plus 1.375% if the outstanding loan amount is above 60% of the FMV of such vessels.
- (b) This loan is a \$15,500,000 loan drawn by Salina Shipholding Corp. on December 30, 2005. The loan is payable in ten consecutive semi-annual installments consisting of six installments of \$1,750,000 each and four installments of \$650,000 each and a balloon payment of \$2,400,000 payable with the final installment due in January 2011. The interest is based on LIBOR plus a margin that ranges between 0.9%-1.1%, depending on the asset cover ratio. The loan is secured with the following: (i) first priority mortgage over M/V “Artemis”, (ii) first assignment of earnings and insurance of M/V “Artemis”, (iii) a corporate guarantee of Euroseas Ltd., (iv) a minimum cash balance equal to an amount of no less than \$300,000 in an account Salina Shipholding Corp. maintains with the bank, and (v) overall liquidity (cash and cash equivalents) of \$300,000 for each of the Company’s vessels throughout the life of the facility. In August 2009, an additional \$1,200,000 for a total of \$1,500,000 has been restricted in the operating account held by the Company with the Bank to allow the vessel to comply with the hull cover ratio covenant. This amount is shown as “Restricted cash” under “Long-Term Assets” in the consolidated balance sheets.
- (c) This loan is an \$8,250,000 loan drawn by Xenia International Corp. on June 30, 2006. The loan is payable in twenty three consecutive quarterly installments consisting of \$265,000 each and a balloon payment of \$2,155,000 payable with the final quarterly installment due in March 2012. The interest is based on LIBOR plus a margin of 0.95%. The loan is secured with the following: (i) first priority mortgage over M/V “Tasman Trader”, (ii) first assignment of earnings and insurance of M/V “Tasman Trader”, (iii) a corporate guarantee of Euroseas Ltd., and (iv) overall liquidity (cash and cash equivalents) of \$300,000 for each of the Company’s vessels throughout the life of the facility.
- (d) This loan is a \$15,500,000 loan drawn by Prospero Maritime Inc. on September 4, 2006. The loan is payable in fourteen consecutive semi-annual installments consisting of two installments of \$1,200,000 each, one installment of \$1,000,000 each and eleven installments of \$825,000 each and a balloon payment of \$3,025,000 payable with the final semi-annual installment due in September 2013. The interest is based on LIBOR plus a margin that ranges between 0.9%-0.95%, depending on the asset cover ratio. The loan is secured with the following: (i) first priority mortgage over M/V “Aristides N.P.”, (ii) first assignment of earnings and insurance of M/V “Aristides N.P.”, (iii) a corporate guarantee of Euroseas Ltd., (iv) a minimum cash balance equal to an amount of no less than \$300,000 in an account Prospero Maritime Inc. maintains with the bank, and (v) overall liquidity (cash and cash equivalents) of \$300,000 for each of the Company’s vessels throughout the life of the facility.

Euroseas Ltd. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

For the six month periods ended June 30, 2008 and 2009

(All amounts expressed in U.S. Dollars)

9. Long-Term Debt - continued

- (e) This loan is a \$20,000,000 loan drawn by Xingang Shipping Ltd. on November 15, 2006; Alcinoe Shipping Ltd., owner of the M/V “Gregos”, became a guarantor to the loan in March 2007. Diana Shipping Ltd, owner of M/V “Irimi” is a guarantor to this loan. The loan is payable in eight consecutive quarterly installments of \$1.0 million each, the first of which is due in February 2007, followed by four consecutive quarterly installments of \$750,000 each, followed by sixteen consecutive installments of \$250,000 each and a balloon payment of \$5.0 million payable with the final quarterly installment due in November 2013. The interest was based on LIBOR plus a margin of 0.935% initially; after Alcinoe Shipping Ltd. became a guarantor the rate became 0.90%. The loan is secured with the following: (i) first priority mortgage over M/V “YM Xingang I”, (ii) first assignment of earnings and insurance, (iii) a corporate guarantee of Euroseas Ltd. and (iv) a third mortgage on M/V “Irimi” also financed by the same bank.
- (f) This loan is a \$10,000,000 loan drawn by Manolis Shipping Ltd. on June 11, 2007. In August 2009, vessel M/V “Monica P” owned by the Company’s wholly owned subsidiary, SAF-Concord Shipping Ltd., was added as collateral in order to ensure compliance with the hull cover ratio covenant. The loan is payable in thirty-two consecutive quarterly installments of \$160,000 each, the first of which is due in September 2007, plus a balloon payment of \$4,880,000 payable with the final quarterly installment in June 2015. The interest is based on LIBOR plus a margin of 0.80% if the ratio of the outstanding loan to the vessel value is below 55%, otherwise the margin is 0.90%. The loan is secured with the following: (i) first priority mortgage over M/V “Manolis P”, (ii) first assignment of earnings and insurance, (iii) a corporate guarantee of Euroseas Ltd. and (iv) a minimum cash balance equal to an amount of no less than \$300,000 in an account Manolis Shipping Ltd. maintains with the bank. Other covenants and guarantees are similar to the rest of the loans of the Company.
- (g) This loan is a \$15,000,000 loan drawn by Trust Navigation Corp. on November 1, 2007. In December 2008, vessel M/V “Tiger Bridge” owned by the Company’s wholly owned subsidiary, Tiger Navigation Corp., was added as collateral. In August 2009, vessel M/V “Monica P” owned by the Company’s wholly owned subsidiary, SAF-Concord Shipping Ltd., was added as collateral in order to ensure compliance with the hull cover ratio covenant. The loan is payable in four consecutive quarterly installments of \$1,850,000 each, the first of which is due in February 2008, followed by four consecutive quarterly installments of \$750,000 each, followed by four consecutive quarterly installments of \$550,000 each, plus a balloon payment of \$2,400,000 payable with the final quarterly installment in November 2010. The interest is based on LIBOR plus a margin of 0.90%. The loan is secured with the following: (i) first priority mortgage over M/V “Tiger Bridge”, (ii) first assignment of earnings and insurance, (iii) a corporate guarantee of Euroseas Ltd. and (iv) a minimum cash balance equal to an amount of no less than \$300,000 in an account Trust Navigation Corp. maintains with the bank. Other covenants and guarantees are similar to the rest of the loans of the Company.
-

Euroseas Ltd. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

9. Long-Term Debt - continued

- (h) This loan is a \$10,000,000 loan drawn by Saf-Concord Shipping Ltd. on January 19, 2009. The loan is payable in twenty consecutive quarterly installments of \$250,000 each, the first of which is due in April 2009, plus a balloon payment of \$5,000,000 payable with the final quarterly installment in January 2014. The interest is based on LIBOR plus a margin of 2.50%. The loan is secured with the following: (i) first priority mortgage over M/V "Monica P", (ii) first assignment of earnings and insurance, (iii) a corporate guarantee of Euroseas Ltd. and (iv) a minimum cash balance equal to an amount of no less than \$300,000 in an account Saf-Concord Shipping Ltd. Shipping Ltd. maintains with the bank. Other covenants and guarantees are similar to the rest of the loans of the Company.
- (i) This loan is a \$10,000,000 loan drawn by Eleni Shipping Ltd. on April 30, 2009. The loan is payable in 10 consecutive semi-annual installments, two in the amount of \$100,000, two in the amount of \$400,000, two in the amount of \$600,000 and four in the amount of \$800,000, with a \$4.6 million balloon payment to be paid together with the last installment. The margin of the loan is 2.50% above LIBOR for the \$5.4 million repaid throughout the 5 years and 2.70% above LIBOR for the amount of the balloon payment. The loan is secured with the following: (i) first priority mortgage over M/V "Eleni P", (ii) first assignment of earnings and insurance, (iii) a corporate guarantee of Euroseas Ltd. and (iv) a minimum cash balance equal to an amount of no less than \$300,000 in an account Eleni Shipping Ltd. maintains with the bank. Other covenants and guarantees are similar to the rest of the loans of the Company.

In addition to the terms specific to each loan described above, all the above loans are secured with one or more of the following:

- first priority mortgage over the respective vessels on a joint and several basis.
 - first assignment of earnings and insurance.
 - a personal guarantee of one shareholder.
 - a corporate guarantee of Euroseas Ltd.
- a pledge of all the issued shares of each borrower.

The loan agreements contain covenants such as minimum requirements regarding the hull ratio cover (the ratio of fair value of vessel to outstanding loan less cash in retention accounts), restrictions as to changes in management and ownership of the vessel shipowning companies, distribution of profits or assets (i.e. limiting dividends in some loans to 60% of profits, or, not permitting dividend payment or other distributions in cases that an event of default has occurred), additional indebtedness and mortgage of vessels without the lender's prior consent, sale of vessels, maximum fleet-wide leverage, sale of capital stock of our subsidiaries, ability to make investments and other capital expenditures, entering in mergers or acquisitions, minimum cash balance requirements and minimum cash retention accounts (restricted cash). The loans agreements also require the Company to make deposits in retention accounts with certain banks that can only be used to pay the current loan installments. Minimum cash balance requirements are in addition to cash held in retention accounts. These cash deposits amounted to \$6,981,264 and \$7,392,526 as of December 31, 2008 and June 30, 2009, respectively, and are shown as "Restricted cash" under "Current Assets" and "Long-Term Assets" in the consolidated balance sheets.

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Interest expense for the six month periods ended June 30, 2008 and 2009 amounted to \$1,656,916 and \$641,842, respectively. At June 30, 2009, LIBOR for the Company's loans was on average approximately 0.5% and the average interest rate on our debt was approximately 1.9%.

Euroseas Ltd. and subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
For the six month periods ended June 30, 2008 and 2009
(All amounts expressed in U.S. Dollars)

10. Commitments and Contingencies

There are no material legal proceedings to which the Company is a party or to which any of its properties are subject, other than routine litigation incidental to the Company's business. In the opinion of the management, the disposition of these lawsuits should not have a material impact on the consolidated results of operations, financial position and cash flows.

11. Earnings Per Share

Basic and diluted earnings per common share are computed as follows:

| | Six months ended, June 30, 2008(as adjusted Note 2) | Six months ended, June 30, 2009 |
|---|---|---------------------------------------|
| Income/(loss): | | |
| Net income / (loss) | 29,263,950 | (1,501,316) |
| Basic earnings (loss) per share: | | |
| Weighted average common shares –Outstanding | 30,375,182 | 30,575,611 |
| Basic earnings (loss) per share | 0.96 | (0.05) |
| Effect of dilutive securities | | |
| Warrants | 33,511 | - |
| Incentive stock awards (Note 12) | 92,961 | 65,768 |
| Weighted average common shares –Outstanding | 30,501,654 | 30,575,611 |
| Diluted earnings (loss) per share | 0.96 | (0.05) |

During the six month period ended June 30, 2008, a total of 173,234 warrants were exercised and converted to 169,123 common shares for total proceeds of \$1,810,922 (5,556 of these warrants were exercised through cashless exercise and converted to 1,445 shares). No warrants were exercised during six month periods ended June 30, 2009. As of June 30, 2009, the Company has outstanding warrants that entitle their holders to purchase 144,913 shares of common stock at an exercise price of \$10.80 per share. The exercise price of outstanding 144,913 warrants was above the average market price of the Company's shares during six month period ended June 30, 2009. Consequently, the Company's warrants were anti-dilutive and not included in the computation of diluted earnings per share six month period ended June 30, 2009. Given losses for the six month period ended June 30, 2009, the effect of the stock incentive awards was anti-dilutive and was not included in the calculation of diluted earnings per share.

Euroseas Ltd. and subsidiaries
 Notes to Unaudited Condensed Consolidated Financial Statements
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 (All amounts expressed in U.S. Dollars)

12. Stock Incentive Plan

As of June 30, 2009, there were 220,000 unvested restricted shares awarded under the Company's 2007 Stock Incentive Plan (the "Plan") of which 147,500 shares correspond to awards to directors and officers of the Company and 72,500 shares to employees of Eurobulk. The shares are to vest on the following schedule: 70,000 shares on August 7, 2009 and 75,000 shares each on November 16, 2009 and 2010, respectively.

All unvested restricted shares are conditional upon the grantee's continued service as an employee of the Company, Eurobulk or as a director until the applicable vesting date. The grantee does not have the right to vote such unvested restricted shares until they vest or exercise any right as a shareholder of these shares, however, the unvested shares will accrue dividends as declared and paid which will be retained by the Company until the shares vest at which time they are payable to the grantee (accrued dividends are forfeited if shares do not vest). As of December 31, 2008 and June 30, 2009 the unvested restricted shares accrued dividends of \$116,750 and \$163,750, respectively. As unvested restricted share grantees accrue dividends on awards that are expected to vest, such dividends are charged to retained earnings.

The Company estimates the forfeitures of unvested restricted shares to be immaterial. The Company will, however, re-evaluate the reasonableness of its assumption at each reporting period.

The compensation cost that has been charged against income for those plans was \$877,398 and \$552,001 for the six month periods ended June 30, 2008 and 2009, respectively. The Company has used the straight-line method to recognize the cost of the awards.

A summary of the status of the Company's unvested shares as of June 30, 2009, and changes during the year ended December 31, 2008, are presented below:

| Unvested Shares | Shares | Weighted-Average Grant-Date Fair Value |
|-------------------------------|-----------|--|
| Unvested at December 31, 2008 | 235,000 | \$ 1,465,000 |
| Granted | - | - |
| Vested | - | - |
| Forfeited | (15,000) | (95,000) |
| Unvested at June 30, 2009 | 220,000 | \$ 1,370,000 |

As of June 30, 2009, there was \$521,464 of total unrecognized compensation cost related to unvested share-based compensation arrangements granted under the Plan based on the closing stock price of \$4.78 on June 30, 2009 used for the valuation of the shares awarded to non-employees. That cost is expected to be recognized over a weighted-average period of 0.475 years.

Euroseas Ltd. and subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
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13. Derivative Financial Instruments

The gains for the period ended December 31, 2008 arose from an interest rate swap entered into in July 2008 and FFA contracts that did not meet the criteria for hedge accounting treatment. There were no derivative financial instruments for the six month period ended June 30, 2008.

Effective July 14, 2008, the Company entered into an interest rate swap with EFG Eurobank – Ergasias S.A. (“Eurobank”) on a notional amount of \$25.0 million in order to manage interest costs and the risk associated with changing interest rates. Under the terms of the swap, Eurobank makes a quarterly payment to the Company based on 3-month LIBOR less 3.99% on the relevant amount if the 3-month LIBOR is greater than 3.99%. If 3-month LIBOR is less than 3.99%, Eurobank receives an amount from the Company based on 3.99% less the 3-month LIBOR for the relevant amount. If LIBOR is equal to 3.99% no amount is due or payable to the Company. The swap is effective from July 14, 2008 to July 14, 2013. The interest rate swap did not qualify for hedge accounting as of December 31, 2008.

As of June 30, 2009, the Company sold FFA contracts on the Baltic Panamax Index (“BPI”) for Calendar Year 2009 and 2010 totaling 765 and 1,055 days, respectively, at an average time charter equivalent date of approximately \$12,150 and \$12,800 per day, respectively, in order to hedge its vessels employed in the spot market which is highly correlated with the BPI. The contracts are settled on a monthly basis using the average of the BPI for the days of the month the BPI is published. The Company will receive a payment if the average BPI for the month is below the contract rate equal to the difference of the contract rate less the average BPI for the month times the number of contract days sold (for example, January 2009 was settled based on 40 days as 40 of the 480 days sold by the Company referred to January 2009); if the average BPI for the month is greater than the contract rate the Company will make a payment equal to the difference of the average BPI for the month less the contract rate times the number of contract days sold. The Company has paid \$867,914 net for settlements of FFA contracts during the six month periods ended June 30, 2009. The FFA contract did not qualify for hedge accounting as of December 31, 2008 or June 30, 2009.

Minimum cash security deposit requirements for the FFA contracts of \$4,034,790 and \$733,260, respectively, are shown as “Restricted cash” under “Current Assets” and “Long-Term Assets” in the consolidated balance sheets as of June 30, 2009, inclusive of \$2,141,640 and \$322,860, respectively, for mark-to-market margin requirements. There was no margin as of December 31, 2008.

Under SFAS 133, the Company marks to market the fair market value of the interest rate swaps and FFA contracts at the end of every period and reflects the resulting unrealized gains (losses) during the period in “Change of fair value of derivatives” on its consolidated condensed statement of income as well as presenting the fair value at the end of each period in the balance sheet. Information on the location and amounts of derivative fair values in the condensed consolidated balance sheets and derivative gains (losses) in the condensed consolidated income statements are shown below:

Euroseas Ltd. and subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
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(All amounts expressed in U.S. Dollars)

13. Derivative Financial Instruments - continued

| Derivatives not designated as hedging instruments under Statement 133 | Balance Sheet Location | December 31, 2008 | June 30, 2009 |
|---|-------------------------------------|-------------------|------------------|
| FFA contracts | Current assets - Derivatives | 61,670 | 0 |
| FFA contracts | Long-tem assets - Derivatives | 68,038 | 0 |
| Total derivative assets | | 129,708 | 0 |
| FFA contracts | Current liabilities - Derivatives | 355,651 | 5,459,271 |
| Interest rate contracts | Current liabilities - Derivatives | 471,559 | 934,732 |
| Total derivative current liabilities | | 827,210 | 6,394,003 |
| FFA contracts | Long-term liabilities - Derivatives | 990,140 | 1,150,252 |
| Interest rate contracts | Long-term liabilities - Derivatives | 1,709,888 | 639,750 |
| Total derivative long-term liabilities | | 2,700,028 | 1,790,002 |
| Total derivative liabilities | | 3,527,238 | 8,184,005 |

| Derivatives not designated as hedging instruments under Statement 133 | Location of gain (loss) recognized | Six Months Ended June 30, 2008 | Six Months Ended June 30, 2009 |
|---|-------------------------------------|--------------------------------|--------------------------------|
| FFA contracts – Fair value | Change in fair value of derivatives | - | (5,393,440) |
| FFA contracts - Realized loss | Change in fair value of derivatives | - | (867,914) |
| Interest rate – Fair value | Change in fair value of derivatives | - | 606,965 |
| Interest rate contracts - Realized loss | Change in fair value of derivatives | - | (124,559) |
| Total loss on derivatives | | - | (5,778,948) |

Euroseas Ltd. and subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements
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13. Derivative Financial Instruments - continued

Fair value of financial instruments

The carrying values of cash, trading securities, accounts receivable and accounts payable are reasonable estimates of their fair value due to the short term nature of these financial instruments. The fair value of long term bank loans bearing interest at variable interest rates approximates the recorded values. Additionally, the Company considers the creditworthiness when determining the fair value of the credit facilities. The carrying value approximates the fair market value of the floating rate loans. The fair value of the Company's interest rate swaps was the estimated amount the Company would pay to terminate the swap agreements at the reporting date, taking into account current interest rates and the current creditworthiness of the Company and its counter parties. The fair value of trading securities and FFA contracts is based on the closing price on the last day of the reporting period.

The Company follows SFAS No. 157, which requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities;

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data;

Level 3: Unobservable inputs that are not corroborated by market data.

The fair value of the Company's investments in trading securities and FFA contracts are determined based on quoted prices in active markets and therefore are considered Level 1 of the fair value hierarchy as defined in SFAS No. 157. The Company's interest rate swap agreements are based on LIBOR swap rates. LIBOR swap rates are observable at commonly quoted intervals for the full terms of the swaps and therefore are considered Level 2 items. The fair values of the interest rate swap determined through Level 2 of the fair value hierarchy as defined in SFAS No. 157 are derived principally from or corroborated by observable market data. Inputs include quoted prices for similar assets, liabilities (risk adjusted) and market-corroborated inputs, such as market comparables, interest rates, yield curves and other items that allow value to be determined. As of June 30, 2009 no fair value measurements for assets or liabilities under Level 3 were recognized in the Company's consolidated financial statements.

| | Fair Value Measurement at Reporting Date Using | | | |
|--------------------|--|--|---|---|
| | Total, June 30, 2009 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Other Unobservable Inputs (Level 3) |
| Assets | | | | |
| Trading Securities | \$691,184 | \$691,184 | - | - |

Liabilities

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| | | | | |
|--|-------------|-------------|-------------|---|
| Interest rate swaps, current and long-term portion | \$1,574,482 | - | \$1,574,482 | - |
| FFA contracts, current and long-term portion | \$6,609,523 | \$6,609,523 | - | - |

Euroseas Ltd. and subsidiaries
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(All amounts expressed in U.S. Dollars)

14. Subsequent Events

We have evaluated subsequent events through August 18, 2009, the date the financial statements are issued.

- a) On July 31, 2009, the Board of Directors declared a cash dividend of \$0.10 per Euroseas Ltd. common share. Such cash dividend will be paid on or about September 4, 2009 to the holders of record of Euroseas Ltd. common shares as of the close of business August 27, 2009.
 - b) On June 10, 2009, a subsidiary of the Company agreed to purchase the 74,020 dwt drybulk carrier M/V "Four Coal" (renamed M/V "Pantelis"), built in 2000 in Japan, for \$27.5 million. The vessel was delivered to a subsidiary of the Company on July 20, 2009. The vessel comes with a time charter of \$25,200 per day until December 2009. The acquisition was initially financed with cash reserves, however the Company is in the process of securing a loan of \$13 million to partly finance the acquisition with bank debt.
 - c) On July 6, 2009, the Company entered into an interest rate swap agreement for a notional amount of \$25 million. The agreement is effective starting July 8, 2009 and expires on July 8, 2014; under this agreement the Company will receive each quarter interest on the notional amount based on the three month LIBOR rate and pay interest based on an interest rate of 2.88%.
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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.

EUROSEAS LTD.
(registrant)

Dated: August 18, 2009

By: /s/Aristides J. Pittas
Aristides J. Pittas
President