

GENCO SHIPPING & TRADING LTD  
Form 305B2  
July 21, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM T-1**

**STATEMENT OF ELIGIBILITY UNDER THE TRUST**  
**INDENTURE ACT OF 1939 OF A CORPORATION**  
**DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A**  
**TRUSTEE PURSUANT TO SECTION 305(b)(2)**

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**THE BANK OF NEW YORK MELLON**

(Exact name of trustee as specified in its charter)

**New York**  
(Jurisdiction of incorporation or  
organization if not a U.S. national bank)

**One Wall Street**  
**New York, New York**  
(Address of principal executive offices)

**13-5160382**  
(I.R.S. Employer  
Identification No.)

**10286**  
(Zip code)

**Legal Department**

**The Bank of New York Mellon**

**One Wall Street, 15th Floor**

**New York, NY 10286**

**(212) 635-1270**

(Name, address and telephone number of agent for service)

## **GENCO SHIPPING & TRADING LIMITED**

(Exact name of obligor as specified in its charter)

**Republic of the Marshall Islands**

(State or other jurisdiction  
of incorporation or organization)

**98-043-9758**

(I.R.S. Employer  
Identification No.)

**299 Park Avenue**

**20th Floor**

**New York, NY**

(Address of principal executive offices)

**10171**

(Zip code)

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**Debt Securities**

(Title of the indenture securities)

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**Item 1. General Information.**

Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417 and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Plaza, New York, N.Y. 10045
Federal Deposit Insurance Corporation	550 17th Street, N.W., Washington, D.C. 20429
New York Clearing House Association	New York, N.Y. 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

**Item 2. Affiliations with Obligor.**

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

**Item 16. List of Exhibits.**

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. - A copy of the Organization Certificate of The Bank of New York Mellon (formerly The Bank of New York (formerly Irving Trust Company)) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed as Exhibit 25.1 to Current Report on Form 8-K of Nevada Power Company, Date of Report (Date of Earliest Event Reported) July 25, 2008 (File No. 000-52378).)

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4. - A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 with Registration Statement No. 333-155238.)
  
  6. - The consent of the Trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152856.)
  
  7. - A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.
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**SIGNATURE**

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 21st day of July, 2010.

**THE BANK OF NEW YORK MELLON**

By:                   /s/ Beata Harvin  
Name:               Beata Harvin  
Title:               Vice President

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Consolidated Report of Condition of  
**THE BANK OF NEW YORK MELLON**  
of One Wall Street, New York, N.Y. 10286  
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business March 31, 2010, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	<b>Dollar Amounts In Thousands</b>
<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	\$ 2,640,000
Interest-bearing balances	59,828,000
Securities:	
Held-to-maturity securities	4,111,000
Available-for-sale securities	48,709,000
Federal funds sold and securities purchased under agreements to resell	
Federal funds sold in domestic offices	308,000
Securities purchased under agreements to resell	538,000
Loans and lease financing receivables:	
Loans and leases held for sale	26,000
Loans and leases, net of unearned income	22,881,000
LESS: Allowance for loan and lease losses	508,000
Loans and leases, net of unearned income and allowance	22,373,000
Trading Assets	4,433,000
Premises and fixed assets (including capitalized leases)	1,044,000
Other real estate owned	5,000
Investments in unconsolidated subsidiaries and associated companies	916,000
Not applicable	
Intangible assets:	
Goodwill	4,934,000
Other intangible assets	1,428,000
Other assets	10,771,000
<b>Total assets</b>	<b>\$ 162,064,000</b>

<b>LIABILITIES</b>	
Deposits:	
In domestic offices	\$ 55,305,000
Noninterest-bearing	27,276,000
Interest-bearing	28,029,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	74,195,000
Noninterest-bearing	2,725,000
Interest-bearing	71,470,000
Federal funds purchased and securities sold under agreements to repurchase	
Federal funds purchased in domestic offices	3,001,000
Securities sold under agreements to repurchase	10,000
Trading liabilities	5,509,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	1,551,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	4,486,000
Total liabilities	\$ 147,547,000
Not applicable	
<b>EQUITY CAPITAL</b>	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,536,000
Retained earnings	5,807,000
Accumulated other comprehensive income	-1,327,000
Other equity capital components.	0
Total bank equity capital	14,151,000
Noncontrolling (minority) interests in consolidated subsidiaries	366,000
Total equity capital	14,517,000
Total liabilities, minority interest, and equity capital	\$ 162,064,000

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,  
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell  
Steven G. Elliott  
Robert P. Kelly

Directors