

GENCO SHIPPING & TRADING LTD  
Form 10-K  
March 01, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

**x Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the fiscal year ended December 31, 2012**

**or**

**o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**For the transition period from            to**

**Commission file number 000-51442**

**GENCO SHIPPING & TRADING LIMITED**

(Exact name of registrant as specified in its charter)

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

**299 Park Avenue, 12th Floor, New York, New York**  
(Address of principal executive offices)

**98-043-9758**  
(I.R.S. Employer  
Identification No.)

**10171**  
(Zip Code)

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Registrant's telephone number, including area code: **(646) 443-8550**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

**Common Stock, par value \$.01 per share**

Name of Each Exchange on Which Registered

**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicated by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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Non-accelerated filer

Smaller reporting company

Indicate by check mark whether registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's voting common equity held by non-affiliates of the registrant on the last business day of the registrant's most recently completed second fiscal quarter, computed by reference to the last sale price of such stock of \$3.05 per share as of June 30, 2012 on the New York Stock Exchange, was approximately \$113.6 million. The registrant has no non-voting common equity issued and outstanding. The determination of affiliate status for purposes of this paragraph is not necessarily a conclusive determination for any other purpose.

The number of shares outstanding of the registrant's common stock as of March 1, 2013 was 44,270,273 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our Proxy Statement for the 2013 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2012, are incorporated by reference in Part III herein.

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**PART I**

**ITEM 1. BUSINESS**

**OVERVIEW**

We are a New York City-based company, incorporated in the Marshall Islands in 2004. We transport iron ore, coal, grain, steel products and other drybulk cargoes along worldwide shipping routes through the ownership and operation of drybulk carrier vessels. Excluding vessels of Baltic Trading Limited ( *Baltic Trading* ), our fleet currently consists of 53 drybulk carriers, including nine Capesize, eight Panamax, 17 Supramax, six Handymax and 13 Handysize drybulk carriers, with an aggregate carrying capacity of approximately 3,810,000 dwt. The average age of our current fleet is approximately 7.8 years, as compared to the average age for the world fleet of approximately 10 years for the drybulk shipping segments in which we compete. All of the vessels in our fleet were built in shipyards with reputations for constructing high-quality vessels. Excluding *Baltic Trading*, approximately 75% of the vessels in our fleet are currently on spot market-related time charters and approximately 15% are on fixed-rate time charter contracts. Additionally, five of our vessels currently operate in the Lauritzen Pool. Under a pool arrangement, the vessels operate under a time charter agreement whereby the cost of bunkers and port expenses are borne by the pool and operating costs including crews, maintenance and insurance are typically paid by the owner of the vessel. Since the members of the pool share in the revenue generated by the entire group of vessels in the pool, and the pool operates in the spot market, the revenue earned by these five vessels are subject to the fluctuations of the spot market. Most of our vessels are chartered to well-known charterers, including Lauritzen Bulklers A/S or LB/IVS Pool, in which Lauritzen Bulklers A/S acts as the pool manager (collectively, *Lauritzen Bulklers* ), Cargill International S.A. ( *Cargill* ), Pacific Basin Chartering Ltd. ( *Pacbasin* ), Trafigura Beheer B.V. ( *Trafigura* ), Klaveness Chartering ( *Klaveness*) and Swissmarine Services S.A. ( *Swissmarine* ).

In addition, *Baltic Trading*'s fleet currently consists of two Capesize, four Supramax and three Handysize drybulk carriers with an aggregate carrying capacity of approximately 672,000 dwt.

If market conditions improve, we may acquire additional modern, high-quality drybulk carriers through timely and selective acquisitions of vessels in a manner that is accretive to our cash flow. In connection with the acquisitions made during 2007 through 2011 and our growth strategy, we negotiated the 2007 Credit Facility, \$100 Million Term Loan Facility, \$253 Million Term Loan Facility and the 2010 *Baltic Trading* Credit Facility (each as defined herein) that we have used to acquire vessels. As we have used our remaining availability under these facilities, if we make acquisitions of additional vessels, we may consider additional debt or equity financing alternatives.

On June 3, 2010, we entered into an agreement to purchase a total of eight Handysize drybulk vessels, including five newbuildings, from companies within the Metrostar Management Corporation group of companies ( *Metrostar* ) for an aggregate purchase price of \$266.0 million. Five of these vessels are owned by us and three are owned by *Baltic Trading*. Additionally, on June 24, 2010, we entered into a Master Agreement with Bourbon SA ( *Bourbon* ) to purchase 16 drybulk vessels, including two newbuildings, for an aggregate purchase price of \$545.0 million. We retained 13 of the 16 vessels, including one newbuilding, and the remaining three vessels were immediately resold to Maritime Equity Partners LLC ( *MEP* ). Our Chairman, Peter C. Georgiopoulos, controls and has a minority interest in *MEP*. All eight vessels have been delivered from *Metrostar* and all 16 vessels have been delivered from *Bourbon*, three of which were sold to *MEP*.

In order to fund the acquisition of these vessels, we entered into two senior secured term loan facilities. On August 12, 2010, we entered into a \$100 million senior secured term loan facility (the *\$100 Million Term Loan Facility* ) to be utilized to fund or refund to us a portion of the

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purchase price of the acquisition of five vessels from Metrostar. On August 20, 2010, we entered into a \$253 million senior secured term loan facility (the \$253 Million Term Loan Facility ) to fund a portion of the purchase price of the acquisition of 13 vessels from Bourbon. The Baltic Trading vessels have been funded utilizing its \$150 million senior secured revolving credit facility (the 2010 Baltic Trading Credit Facility ).

Our management team and our other employees are responsible for the commercial and strategic management of our fleet. Commercial management includes the negotiation of charters for vessels, managing the mix of various types of charters, such as time charters, voyage charters and spot market-related time charters, and monitoring the performance of our vessels under their charters. Strategic management includes locating, purchasing, financing and selling vessels. We currently contract with three independent technical managers to provide technical management of our fleet at a lower cost than we believe would be possible in-house. Technical management involves the day-to-day management of vessels, including performing routine maintenance, attending to vessel operations and arranging for crews and supplies. Members of our New York City-based management team oversee the activities of our independent technical managers.

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We hold an investment in the capital stock of Jinhui Shipping and Transportation Limited ( Jinhui ). Jinhui is a drybulk shipping owner and operator focused on the Supramax segment of drybulk shipping.

We organized Baltic Trading which completed its initial public offering, or IPO, on March 15, 2010. As of December 31, 2012, our wholly-owned subsidiary Genco Investments LLC owned 5,699,088 shares of Baltic Trading's Class B Stock, which represents a 24.78% ownership interest in Baltic Trading at December 31, 2012 and 83.17% of the aggregate voting power of Baltic Trading's outstanding shares of voting stock. Baltic Trading is consolidated as we control a majority of the voting interest in Baltic Trading. Management's discussion and analysis of our results of operations and financial condition includes the results of Baltic Trading.

We entered into a long-term management agreement (the Management Agreement) with Baltic Trading pursuant to which we apply our expertise and experience in the drybulk industry to provide Baltic Trading with commercial, technical, administrative and strategic services. The Management Agreement is for an initial term of approximately 15 years and will automatically renew for additional five-year periods unless terminated in accordance with its terms. Baltic Trading will pay us for the services we provide it as well as reimburse us for our costs and expenses incurred in providing certain of these services. Management fee income we earn from the Management Agreement net of any allocated shared expenses, such as salary, office expenses and other general and administrative fees, will be taxable to us. Upon consolidation with Baltic Trading, any management fee income earned will be eliminated for financial reporting purposes.

We provide technical services for drybulk vessels purchased by MEP under an agency agreement between us and MEP. These services include oversight of crew management, insurance, drydocking, ship operations and financial statement preparation, but do not include chartering services. The services are provided for a fee of \$750 per ship per day plus reimbursement of out-of-pocket costs and will be provided for an initial term of one year. MEP will have the right to cancel provision of services on 60 days' notice with payment of a one-year termination fee or without a fee upon a change of our control. We may terminate provision of the services at any time on 60 days' notice. Mr. Georgiopoulos controls and has a minority interest in MEP. This arrangement was approved by an independent committee of our Board of Directors.

### AVAILABLE INFORMATION

We file annual, quarterly and current reports, proxy statements, and other documents with the SEC, under the Securities Exchange Act of 1934, or the Exchange Act. The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding issuers, including us, that file electronically with the SEC. The public can obtain any documents that we file with the SEC at [www.sec.gov](http://www.sec.gov).

In addition, our company website can be found on the Internet at [www.gencoshipping.com](http://www.gencoshipping.com). The website contains information about us and our operations. Copies of each of our filings with the SEC on Form 10-K, Form 10-Q and Form 8-K, and all amendments to those reports, can be viewed and downloaded free of charge after the reports and amendments are electronically filed with or furnished to the SEC. To view the reports, access [www.gencoshipping.com](http://www.gencoshipping.com), click on Investor, then SEC Filings. No information on our company website is incorporated by reference into this annual report on Form 10-K.

Any of the above documents can also be obtained in print by any shareholder upon request to our Investor Relations Department at the following address:

Corporate Investor Relations

Genco Shipping & Trading Limited

299 Park Avenue, 12th Floor

New York, NY 10171

## **BUSINESS STRATEGY**

Our strategy is to manage and expand our fleet in a manner that maximizes our cash flows from operations. To accomplish this objective, we intend to:

- *Strategically expand the size of our fleet* If market conditions improve, we may acquire additional modern, high-quality drybulk carriers through timely and selective acquisitions of vessels in a manner that is accretive to our cash flows. If we make acquisitions of additional vessels, we may consider additional debt or equity financing alternatives.

- Continue to operate a high-quality fleet* - We intend to maintain a modern, high-quality fleet that meets or exceeds stringent industry standards and complies with charterer requirements through our technical managers' rigorous and comprehensive maintenance program. In addition, our technical managers maintain the quality of our vessels by carrying out regular inspections, both while in port and at sea.
- Pursue an appropriate combination of time and spot charters* - All of our 53 vessels, excluding those of Baltic Trading, are under time charters, spot market-related time charters or pool agreements. Charters under fixed rate contracts provide us with relatively stable revenues, and charterers under spot market-related time charters provide us with market revenues, both of which provide us with a high fleet utilization. We may in the future pursue other market opportunities for our vessels to capitalize on market conditions, including arranging longer or shorter charter periods and entering into short-term time charters, voyage charters and use of vessel pools. Our charter strategy through the current unfavorable market condition has been focused on signing short-term or spot market-related contracts with multinational charterers in order to preserve our ability to capitalize on possible future rate increases.
- Maintain low-cost, highly efficient operations* - During the year ended December 31, 2012, we outsourced technical management of our fleet, to Wallem Shipmanagement Limited ( Wallem ), Anglo-Eastern Group ( Anglo ), and V.Ships Limited ( V.Ships ), third-party independent technical managers, at a cost we believe is lower than what we could achieve by performing the function in-house. Our management team actively monitors and controls vessel operating expenses incurred by the independent technical managers by overseeing their activities. Finally, we seek to maintain low-cost, highly efficient operations by capitalizing on the cost savings and economies of scale that result from operating sister ships.
- Capitalize on our management team's reputation* - We will continue to capitalize on our management team's reputation for high standards of performance, reliability and safety, and maintain strong relationships with major international charterers, many of whom consider the reputation of a vessel owner and operator when entering into time charters. We believe that our management team's track record improves our relationships with high quality shipyards and financial institutions, many of which consider reputation to be an indicator of creditworthiness.

## OUR FLEET

The table below summarizes the characteristics of our vessels, including those of Baltic Trading:

### Genco Shipping & Trading Limited:

| Vessel            | Class    | Dwt     | Year Built |
|-------------------|----------|---------|------------|
| Genco Augustus    | Capesize | 180,151 | 2007       |
| Genco Claudius    | Capesize | 169,025 | 2010       |
| Genco Constantine | Capesize | 180,183 | 2008       |
| Genco Commodus    | Capesize | 169,025 | 2009       |
| Genco Hadrian     | Capesize | 169,694 | 2008       |
| Genco London      | Capesize | 177,833 | 2007       |
| Genco Maximus     | Capesize | 169,025 | 2009       |
| Genco Tiberius    | Capesize | 175,874 | 2007       |



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|               |          |         |      |
|---------------|----------|---------|------|
| Genco Titus   | Capesize | 177,729 | 2007 |
| Genco Acheron | Panamax  | 72,495  | 1999 |
| Genco Beauty  | Panamax  | 73,941  | 1999 |

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| Vessel           | Class     | Dwt    | Year Built |
|------------------|-----------|--------|------------|
| Genco Knight     | Panamax   | 73,941 | 1999       |
| Genco Leader     | Panamax   | 73,941 | 1999       |
| Genco Raptor     | Panamax   | 76,499 | 2007       |
| Genco Surprise   | Panamax   | 72,495 | 1998       |
| Genco Thunder    | Panamax   | 76,588 | 2007       |
| Genco Vigour     | Panamax   | 73,941 | 1999       |
| Genco Aquitaine  | Supramax  | 57,981 | 2009       |
| Genco Ardennes   | Supramax  | 57,981 | 2009       |
| Genco Auvergne   | Supramax  | 57,981 | 2009       |
| Genco Bourgogne  | Supramax  | 57,981 | 2010       |
| Genco Brittany   | Supramax  | 57,981 | 2010       |
| Genco Cavalier   | Supramax  | 53,617 | 2007       |
| Genco Hunter     | Supramax  | 58,729 | 2007       |
| Genco Languedoc  | Supramax  | 57,981 | 2010       |
| Genco Loire      | Supramax  | 53,416 | 2009       |
| Genco Lorraine   | Supramax  | 53,416 | 2009       |
| Genco Normandy   | Supramax  | 53,596 | 2007       |
| Genco Picardy    | Supramax  | 55,257 | 2005       |
| Genco Predator   | Supramax  | 55,407 | 2005       |
| Genco Provence   | Supramax  | 55,317 | 2004       |
| Genco Pyrenees   | Supramax  | 57,981 | 2010       |
| Genco Rhone      | Supramax  | 58,018 | 2011       |
| Genco Warrior    | Supramax  | 55,435 | 2005       |
| Genco Carrier    | Handymax  | 47,180 | 1998       |
| Genco Marine     | Handymax  | 45,222 | 1996       |
| Genco Muse       | Handymax  | 48,913 | 2001       |
| Genco Prosperity | Handymax  | 47,180 | 1997       |
| Genco Success    | Handymax  | 47,186 | 1997       |
| Genco Wisdom     | Handymax  | 47,180 | 1997       |
| Genco Avra       | Handysize | 34,391 | 2011       |
| Genco Bay        | Handysize | 34,296 | 2010       |
| Genco Challenger | Handysize | 28,428 | 2003       |
| Genco Champion   | Handysize | 28,445 | 2006       |
| Genco Charger    | Handysize | 28,398 | 2005       |
| Genco Explorer   | Handysize | 29,952 | 1999       |
| Genco Mare       | Handysize | 34,428 | 2011       |
| Genco Ocean      | Handysize | 34,409 | 2010       |
| Genco Pioneer    | Handysize | 29,952 | 1999       |
| Genco Progress   | Handysize | 29,952 | 1999       |
| Genco Reliance   | Handysize | 29,952 | 1999       |
| Genco Spirit     | Handysize | 34,432 | 2011       |
| Genco Sugar      | Handysize | 29,952 | 1998       |

**Baltic Trading Limited:**

| Vessel         | Class     | Dwt     | Year Built |
|----------------|-----------|---------|------------|
| Baltic Bear    | Capesize  | 177,717 | 2010       |
| Baltic Wolf    | Capesize  | 177,752 | 2010       |
| Baltic Cougar  | Supramax  | 53,432  | 2009       |
| Baltic Jaguar  | Supramax  | 53,474  | 2009       |
| Baltic Leopard | Supramax  | 53,447  | 2009       |
| Baltic Panther | Supramax  | 53,351  | 2009       |
| Baltic Breeze  | Handysize | 34,386  | 2010       |

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|             |           |        |      |
|-------------|-----------|--------|------|
| Baltic Cove | Handysize | 34,403 | 2010 |
| Baltic Wind | Handysize | 34,409 | 2009 |

**FLEET MANAGEMENT**

Our management team and other employees are responsible for the commercial and strategic management of our fleet. Commercial management involves negotiating charters for vessels, managing the mix of various types of charters, such as time

charters, voyage charters and spot market-related time charters, and monitoring the performance of our vessels under their charters. Strategic management involves locating, purchasing, financing and selling vessels.

We utilize the services of reputable independent technical managers for the technical management of our fleet. We currently contract with Wallem, Anglo and V.Ships, independent technical managers, for our technical management. Technical management involves the day-to-day management of vessels, including performing routine maintenance, attending to vessel operations and arranging for crews and supplies. Members of our New York City-based management team oversee the activities of our independent technical managers. The head of our technical management team has over 30 years of experience in the shipping industry.

Wallem, founded in 1971, Anglo, founded in 1974 and V.Ships, founded in 1984, are among the largest ship management companies in the world. These technical managers are known worldwide for their agency networks, covering all major ports in China, Hong Kong, Japan, Vietnam, Taiwan, Thailand, Malaysia, Indonesia, the Philippines and Singapore. These technical managers provide services to over 1,000 vessels of all types, including Capesize, Panamax, Supramax, Handymax and Handysize drybulk carriers that meet strict quality standards.

Under our technical management agreements, our technical manager is obligated to:

- provide personnel to supervise the maintenance and general efficiency of our vessels;
- arrange and supervise the maintenance of our vessels to our standards to assure that our vessels comply with applicable national and international regulations and the requirements of our vessels' classification societies;
- select and train the crews for our vessels, including assuring that the crews have the correct certificates for the types of vessels on which they serve;
- check the compliance of the crews' licenses with the regulations of the vessels' flag states and the International Maritime Organization, or IMO;
- arrange the supply of spares and stores for our vessels; and
- report expense transactions to us, and make its procurement and accounting systems available to us.

## **OUR CHARTERS**

As of February 27, 2013, excluding Baltic Trading, we employed 40 of our 53 drybulk carriers under spot market-related time charters, which are time charters with rates based on published Baltic Indices. These types of charters are similar to time charters with the exception of having a fixed rate over the term of the time charter agreement. As such, the revenue earned by these 40 vessels is subject to the fluctuations of the spot market. Four of these vessels have spot market-related time charters which are linked with a floor of \$8,500 and a ceiling of \$13,500 daily with a 50% profit sharing arrangement to apply to any amount above the ceiling. The rate is based on 115% of the average of the daily rates of the Baltic Handysize index as reflected in daily reports. Additionally, as of February 27, 2013, excluding Baltic Trading, we employed eight of our 53 drybulk carriers under fixed-rate time charters. A time charter involves the hiring of a vessel from its owner for a period of time pursuant to a contract under which the vessel owner places its ship (including its crew and equipment) at the disposal of the charterer. Under a time charter, the charterer periodically pays a fixed daily charterhire rate to the owner of the vessel and bears all voyage expenses, including the cost of bunkers ( fuel ), port expenses, agents fees and canal dues.

The remaining five of our drybulk carriers are currently in a vessel pool. The Genco Explorer, Genco Pioneer, Genco Progress, Genco Reliance and Genco Sugar are in the Lauritzen Pool. We believe that vessel pools provide cost-effective commercial management activities for a group of similar class vessels. The pool arrangement provides the benefits of a large-scale operation and chartering efficiencies that might not be available to smaller fleets. Under the pool arrangement, the vessels operate under a time charter agreement whereby the cost of bunkers and port expenses are borne by the charterer and operating costs including crews, maintenance and insurance are typically paid by the owner of the vessel. Since the members of the pool share in the revenue generated by the entire group of vessels in the pool, and the pool operates in the spot market, the revenue earned by these five vessels is subject to the fluctuations of the spot market.

Subject to any restrictions in the contract, the charterer determines the type and quantity of cargo to be carried and the ports of loading and discharging. Our vessels operate worldwide within the trading limits imposed by our insurance terms. The technical operation and navigation of the vessel at all times remains the responsibility of the vessel owner, which is generally responsible for the vessel's operating expenses, including the cost of crewing, insuring, repairing and maintaining the vessel, costs of spares and consumable stores, tonnage taxes and other miscellaneous expenses.

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Each of our current time charters, spot market-related time charters and vessel pool agreements expire within a range of dates (for example, a minimum of 11 and maximum of 13 months following delivery), with the exact end of the time charter left unspecified to account for the uncertainty of when a vessel will complete its final voyage under the time charter. The charterer may extend the charter period by any time that the vessel is off-hire. If a vessel remains off-hire for more than 30 consecutive days, the time charter may be cancelled at the charterer's option.

In connection with the charter of each of our vessels, we incur commissions generally ranging from 1.25% to 6.25% of the total daily charterhire rate of each charter to third-parties, depending on the number of brokers involved with arranging the relevant charter.

We monitor developments in the drybulk shipping industry on a regular basis and strategically adjust the charterhire periods for our vessels according to market conditions as they become available for charter.

During the beginning of 2009, the Genco Cavalier, a 2007-built Supramax vessel, was on charter to Samsun Logix Corporation ( Samsun ), when Samsun filed for the equivalent of bankruptcy protection in South Korea, otherwise referred to as a rehabilitation application. On February 5, 2010, the rehabilitation plan submitted by Samsun was approved by the South Korean courts. As part of the rehabilitation process, our claim of approximately \$17.2 million will be settled in the following manner: 34%, or approximately \$5.9 million, will be paid in cash in annual installments on December 30 of each year from 2010 through 2019 ranging in percentages from eight to 17; the remaining 66%, or approximately \$11.3 million, converted to Samsun shares at a specified value per share. During the year ended December 31, 2012, we have recorded \$0.3 million as other operating income which represents 50% of the portion (9%) of the cash settlement that was due on December 30, 2012 as this was the only amount remitted by Samsun. During the year ended December 31, 2011, we have recorded \$0.5 million as other operating income which represents the portion (9%) of the cash settlement that was due on December 30, 2011. During the year ended December 31, 2010, we have recorded \$0.6 million as other operating income which represents the portion (10%) of the cash settlement which was due on December 30, 2010.

During January 2011, the Genco Success, a 1997-built Handymax vessel, was on charter to Korea Line Corporation ( KLC ) when KLC filed for a rehabilitation application. On July 3, 2012, the rehabilitation plan submitted by KLC was approved by the South Korean courts. As part of the rehabilitation process, our claim of approximately \$0.8 million will be settled in the following manner: 37%, or approximately \$0.3 million, will be paid in cash in annual installments on December 30 of each year from 2012 through 2021 ranging in percentages from 0.5 to 43; the remaining 63%, or approximately \$0.5 million, converted to KLC shares at a specified value per share. During the year ended December 31, 2012, we have recorded two-thousand dollars as other operating income which represents the portion (0.5%) of the cash settlement that was due on December 30, 2012.

The following table sets forth information about the current employment of the vessels currently in our fleet as of February 27, 2013:

### Genco Shipping & Trading Limited

| Vessel                         | Year Built | Charterer                  | Charter Expiration (1) | Cash Daily Rate (2) |
|--------------------------------|------------|----------------------------|------------------------|---------------------|
| <b><u>Capesize Vessels</u></b> |            |                            |                        |                     |
| Genco Augustus                 | 2007       | Cargill International S.A. | March 2013             | 100% of BCI         |
| Genco Tiberius                 | 2007       | Cargill International S.A. | September 2013         | 100% of BCI         |

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|                   |      |                            |               |                 |
|-------------------|------|----------------------------|---------------|-----------------|
| Genco London      | 2007 | Cargill International S.A. | July 2013     | 100% of BCI     |
| Genco Titus       | 2007 | Swissmarine Services S.A.  | June 2013     | 100% of BCI     |
| Genco Constantine | 2008 | Cargill International S.A. | October 2013  | 100% of BCI     |
| Genco Hadrian     | 2008 | Swissmarine Services S.A.  | October 2013  | 98.5% of BCI(3) |
| Genco Commodus    | 2009 | Swissmarine Services S.A.  | May 2013      | 99% of BCI      |
| Genco Maximus     | 2009 | Swissmarine Services S.A.  | December 2013 | 98.5% of BCI(4) |
| Genco Claudius    | 2010 | Swissmarine Services S.A.  | January 2014  | 98.5% of BCI(5) |

**Panamax Vessels**

|               |      |                                  |               |                |
|---------------|------|----------------------------------|---------------|----------------|
| Genco Beauty  | 1999 | Global Maritime Investments Ltd. | May 2013      | 97% of BPI     |
| Genco Knight  | 1999 | Swissmarine Services S.A.        | January 2014  | 98% of BPI(6)  |
| Genco Leader  | 1999 | TTMI Sarl                        | December 2013 | 100% of BPI(7) |
| Genco Vigour  | 1999 | Global Maritime Investments Ltd. | March 2013    | 97% of BPI     |
| Genco Acheron | 1999 | Global Maritime Investments Ltd. | March 2013    | 97% of BPI     |

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|                |      |                                  |                |             |
|----------------|------|----------------------------------|----------------|-------------|
| Genco Surprise | 1998 | Swissmarine Services S.A.        | September 2013 | 97% of BPI  |
| Genco Raptor   | 2007 | Global Maritime Investments Ltd. | March 2013     | 100% of BPI |
| Genco Thunder  | 2007 | Swissmarine Services S.A.        | June 2013      | 97% of BPI  |

**Supramax Vessels**

|                 |      |   |                     |                            |
|-----------------|------|---|---------------------|----------------------------|
| Genco Predator  | 2005 | D Amico Dry Ltd.                            | May 2013/Oct. 2014  | 103% of BSI/101% of BSI(8) |
| Genco Warrior   | 2005 | Pacific Basin Chartering Ltd.               | May 2014            | 101% of BSI                |
| Genco Hunter    | 2007 | Pacific Basin Chartering Ltd.               | July 2013           | 105% of BSI                |
| Genco Cavalier  | 2007 | West Line Shipping Co., Ltd.                | March 2013          | \$7,000(9)                 |
| Genco Lorraine  | 2009 | Pioneer Navigation Ltd.                     | July 2013           | \$9,400                    |
| Genco Loire     | 2009 | Clipper Bulk Shipping N.V.                  | July 2013           | \$9,950                    |
| Genco Aquitaine | 2009 | Pioneer Navigation Ltd.                     | March 2013          | 100% of BSI                |
| Genco Ardennes  | 2009 | Hamburg Bulk Carriers                       | February 2014       | \$10,250                   |
| Genco Auvergne  | 2009 | Pacific Basin Chartering Ltd.               | April 2013          | 100% of BSI                |
| Genco Bourgogne | 2010 | Thoresen Shipping Singapore PTE Ltd.        | July 2013           | \$8,000(10)                |
| Genco Brittany  | 2010 | D Amico Dry Ltd.                            | April 2013          | 100% of BSI                |
| Genco Languedoc | 2010 | Clipper Bulk Shipping N.V./D Amico Dry Ltd. | Mar. 2013/Jan. 2015 | \$8,500/100% of BSI(11)    |
| Genco Normandy  | 2007 | Pacific Basin Chartering Ltd.               | March 2013          | \$8,500(12)                |
| Genco Picardy   | 2005 | Pioneer Navigation Ltd.                     | December 2014       | 101% of BSI(13)            |
| Genco Provence  | 2004 | Pioneer Navigation Ltd.                     | March 2014          | 101% of BSI(14)            |
| Genco Pyrenees  | 2010 | Navig8 Inc.                                 | March 2013          | 100% of BSI                |
| Genco Rhone     | 2011 | AMN Bulk Carriers Inc.                      | March 2013          | 100% of BSI                |

**Handymax Vessels**

|                  |      |                             |            |              |
|------------------|------|-----------------------------|------------|--------------|
| Genco Success    | 1997 | ED & F MAN Shipping Ltd     | April 2013 | 91.5% of BSI |
| Genco Carrier    | 1998 | Klaveness Chartering        | June 2013  | 91% of BSI   |
| Genco Prosperity | 1997 | ED & F MAN Shipping Ltd     | June 2013  | \$7,000(15)  |
| Genco Wisdom     | 1997 | JIT International Co., Ltd. | April 2013 | \$7,900(16)  |
| Genco Marine     | 1996 | ED & F MAN Shipping Ltd     | April 2013 | 91% of BSI   |
| Genco Muse       | 2001 | Trafigura Beheer B.V.       | March 2013 | 93.5% of BSI |

**Handysize Vessels**

|                  |      |                               |                |  |
|------------------|------|-------------------------------|----------------|--|
| Genco Explorer   | 1999 | Lauritzen Bulkers A/S         | May 2013       | Spot(17)                                     |
| Genco Pioneer    | 1999 | Lauritzen Bulkers A/S         | May 2013       | Spot(17)                                     |
| Genco Progress   | 1999 | Lauritzen Bulkers A/S         | February 2014  | Spot(17)                                     |
| Genco Reliance   | 1999 | Lauritzen Bulkers A/S         | February 2014  | Spot(17)                                     |
| Genco Sugar      | 1998 | Lauritzen Bulkers A/S         | February 2014  | Spot(17)                                     |
| Genco Charger    | 2005 | Pacific Basin Chartering Ltd. | February 2015  | 100% of BHSI(18)                             |
| Genco Challenger | 2003 | Pacific Basin Chartering Ltd. | February 2015  | 100% of BHSI(19)                             |
| Genco Champion   | 2006 | Pacific Basin Chartering Ltd. | March 2013     | 100% of BHSI                                 |
| Genco Ocean      | 2010 | Cargill International S.A.    | June 2013      | \$8,500-\$13,500 with 50% profit sharing(20) |
| Genco Bay        | 2010 | Cargill International S.A.    | March 2013     | \$8,500-\$13,500 with 50% profit sharing(20) |
| Genco Avra       | 2011 | Cargill International S.A.    | March 2014     | \$8,500-\$13,500 with 50% profit sharing(20) |
| Genco Mare       | 2011 | Cargill International S.A.    | May 2015       | 115% of BHSI                                 |
| Genco Spirit     | 2011 | Cargill International S.A.    | September 2014 | \$8,500-\$13,500 with 50% profit sharing(20) |



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(1) The charter expiration dates presented represent the earliest dates that our charters may be terminated in the ordinary course. Under the terms of each contract, the charterer is entitled to extend the time charter from two to four months in order to complete the vessel's final voyage plus any time the vessel has been off-hire.

(2) Time charter rates presented are the gross daily charterhire rates before third-party commissions generally ranging from 1.25% to 6.25%. In a time charter, the charterer is responsible for voyage expenses such as bunkers, port expenses, agents' fees and canal dues.

(3) We have reached an agreement with Swissmarine Services S.A. on a spot market-related time charter for 10.5 to 13.5 months based on 98.5% of the Baltic Capesize Index (BCI), published by the Baltic Exchange, as reflected in daily reports. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. Genco maintains the option to convert to a fixed rate based on Capesize FFA values at 98.5%. The vessel delivered to charterers on December 7, 2012.

(4) We have agreed to an extension with Swissmarine Services S.A. on a spot market-related time charter for 11 to 13.5 months based on 98.5% of the BCI, as reflected in daily reports. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. Genco maintains the option to convert to a fixed rate based on Capesize FFA values at 98.5%. The extension began on January 18, 2013.

(5) We have agreed to an extension with Swissmarine Services S.A. on a spot market-related time charter for 11 to 13.5 months based on 98.5% of the BCI, as reflected in daily reports. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. Genco maintains the option to convert to a fixed rate based on Capesize FFA values at 98.5%. The extension began on February 12, 2013.

(6) We have agreed to an extension with Swissmarine Services S.A. on a spot market-related time charter based on 98% of the Baltic Panamax Index (BPI), published by the Baltic Exchange, as reflected in daily reports, except for the initial 10 days in which hire is based on 98% of the rate for the Baltic Panamax P3A route. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. The minimum and maximum expiration dates of the time charter are January 1, 2014 and April 1, 2014, respectively. Genco maintains the option to convert to a fixed rate based on Panamax FFA values at 98%. The extension is expected to begin on or about March 9, 2013.

(7) We have reached an agreement with TTMI Sarl on a spot market-related time charter for 10 to 15 months based on 100% of the BPI, as reflected in daily reports, except for the initial 40 days in which hire is based on 100% of the rate for the Baltic Panamax P3A route. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. Genco maintains the option to convert to a fixed rate based on Panamax FFA values at 100%. The vessel's previous time charter ended on January 23, 2013 and delivered to the new charterers on February 5, 2013 after repositioning.

(8) We have agreed to an extension with D'Amico Dry Ltd. on a spot market-related time charter based on 101% of the Baltic Supramax Index (BSI), published by the Baltic Exchange, as reflected in daily reports. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. The minimum and maximum expiration dates of the time charter are October 7, 2014 and January 7, 2015, respectively. Genco maintains the option to convert to a fixed rate based on Supramax FFA values at 101%. The extension is expected to begin on or about May 11, 2013.

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(9) We have reached an agreement with West Line Shipping Co., Ltd. on a time charter for approximately 20 days at a rate of \$7,000 per day. Hire is paid every 15 days in advance less a 5.00% third party brokerage commission. The vessel delivered to charterers on February 20, 2013 after repositioning. The vessel's previous time charter with Pacific World Shipping PTE Ltd. at a rate of \$9,500 per day ended on February 14, 2013.

(10) We have reached an agreement with Thoresen Shipping Singapore PTE Ltd. on a time charter for 8 to 13 months at a rate of \$8,000 per day. Hire is paid every 15 days in advance less a 5.00% third party brokerage commission. The vessel delivered to charterers on November 23, 2012.

(11) We have reached an agreement with D'Amico Dry Ltd. on a spot market-related time charter based on 100% of the BSI, as reflected in daily reports, except for the initial 35 days in which the hire rate will be based on the average of the Baltic Supramax S2 and S3 routes. Hire will be paid every 15 days in arrears less a 5.00% third party brokerage commission. The minimum and maximum expiration dates of the time charter are January 5, 2015 and March 5, 2015, respectively. Genco maintains the option to convert to a fixed rate based on Supramax FFA values at 100%. The vessel is expected to deliver to charterers on or about March 2, 2013.

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(12) We have reached an agreement with Pacific Basin Chartering Ltd. on a time charter for 3 to 5.5 months at a rate of \$8,500 per day. Hire is paid every 15 days in advance less a 5.00% third party brokerage commission. The vessel delivered to charterers on December 9, 2012 after being previously fixed with Oceanwide Services GMBH on a time charter at a rate of \$8,100 per day beginning on November 15, 2012.

(13) We have reached an agreement with Pioneer Navigation Ltd. on a spot market-related time charter based on 101% of the BSI, as reflected in daily reports, except for the initial 38 days in which the hire rate will be \$5,000 per day. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. The minimum and maximum expiration dates of the time charter are December 1, 2014 and February 15, 2015, respectively. Genco maintains the option to convert to a fixed rate based on Supramax FFA values at 101%. The vessel delivered to charterers on February 20, 2013.

(14) We have reached an agreement with Pioneer Navigation Ltd. on a spot market-related time charter based on 101% of the BSI, as reflected in daily reports, except for the initial 30 days in which the hire rate will be \$5,500 per day. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. The minimum and maximum expiration dates of the time charter are March 1, 2014 and June 1, 2014, respectively. Genco maintains the option to convert to a fixed rate based on Supramax FFA values at 101%. The vessel delivered to charterers on January 1, 2013.

(15) We have reached an agreement with ED & F MAN Shipping Ltd. on a time charter for 3.5 to 7 months at a rate of \$7,000 per day less a 5.00% third party brokerage commission. Hire is paid every 15 days in advance. The vessel delivered to charters on February 22, 2013 after repositioning. The vessel's previous time charter with Jaldhi Overseas PTE Ltd. at a rate of \$4,000 per day ended on February 17, 2013.

(16) We have reached an agreement with JIT International Co., Ltd. on a time charter for 4 to 6.5 months at a rate of \$7,900 per day less a 5.00% third party brokerage commission. Hire is paid every 15 days in advance. The vessel delivered to charterers on December 6, 2012.

(17) We have reached an agreement to enter these vessels into the LB/IVS Pool whereby Lauritzen Bulkers A/S acts as the pool manager. We can withdraw up to two vessels with three months' notice and the remaining three vessels with 12 months' notice.

(18) We have reached an agreement with Pacific Basin Chartering Ltd. on a spot market-related time charter based on 100% of the Baltic Handysize Index (BHSI), as published by the Baltic Exchange, as reflected in daily reports. Hire is paid every 15 days in arrears less a 5.00% third party brokerage commission. The minimum and maximum expiration dates of the time charter are February 15, 2015 and May 15, 2015, respectively. Genco maintains the option to convert to a fixed rate based on Handysize FFA values at 100%. The vessel delivered to charterers on January 31, 2013.

(19) We have reached an agreement with Pacific Basin Chartering Ltd. on a spot market-related time charter for 23 to 27 months based on 100% of the BHSI, as reflected in daily reports. Hire will be paid every 15 days in arrears less a 5.00% third party brokerage commission. Genco maintains the option to convert to a fixed rate based on Handysize FFA values at 100%. The vessel is currently in drydock for scheduled repairs and is expected to deliver to charterers on or about March 11, 2013.

(20) The rate for the spot market-related time charter is linked with a floor of \$8,500 and a ceiling of \$13,500 daily with a 50% profit sharing arrangement to apply to any amount above the ceiling. The rate is based on 115% of the average of the daily rates of the BHSI, as reflected in

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daily reports. Hire is paid every 15 days in advance net of a 5.00% third party brokerage commission. These vessels were acquired with existing time charters with below-market rates. For these below-market time charters, Genco allocates the purchase price between the respective vessels and an intangible liability for the value assigned to the below-market charter-hire. This intangible liability is amortized as an increase to voyage revenues over the minimum remaining terms of the applicable charters, at which point the respective liabilities will be amortized to zero and the vessels will begin earning the Cash Daily Rate. For cash flow purposes, Genco will continue to receive the rate presented in the Cash Daily Rate column until the charter expires. Specifically, for the Genco Spirit, Genco Avra, Genco Ocean and Genco Bay, the daily amount of amortization associated with the below-market rates are approximately \$200, \$350, \$700 and \$750 per day over the actual cash rate earned, respectively.

### Baltic Trading Limited

| Vessel                  | Year<br>Built | Charterer                  | Charter<br>Expiration(1) | Employment<br>Structure |
|-------------------------|---------------|----------------------------|--------------------------|-------------------------|
| <i>Capesize Vessels</i> |               |                            |                          |                         |
| Baltic Bear             | 2010          | Swissmarine Services S.A.  | May 2013                 | 101.5% of BCI (2)       |
| Baltic Wolf             | 2010          | Cargill International S.A. | May 2014                 | 100% of BCI (3)         |

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| <i>Supramax Vessels</i>  |      |   |               |                  |
|--------------------------|------|---|---------------|------------------|
| Baltic Leopard           | 2009 | Resource Marine PTE Ltd. (part of the Macquarie group of companies) | February 2014 | 95% of BSI (4)   |
| Baltic Panther           | 2009 | Klaveness Chartering  | April 2013    | 95% of BSI (5)   |
| Baltic Jaguar            | 2009 | Resource Marine PTE Ltd. (part of the Macquarie group of companies) | April 2014    | 95% of BSI (6)   |
| Baltic Cougar            | 2009 | Pacific World Shipping PTE Ltd.                                     | March 2013    | \$7,500(7)       |
| <i>Handysize Vessels</i> |      |   |               |                  |
| Baltic Wind              | 2009 | Cargill International S.A.  | May 2013      | 115% of BHSI (8) |
| Baltic Cove              | 2010 | Cargill International S.A.  | February 2014 | 115% of BHSI (8) |
| Baltic Breeze            | 2010 | Cargill International S.A.  | July 2014     | 115% of BHSI (8) |

(1) The charter expiration dates presented represent the earliest dates that our charters may be terminated in the ordinary course. Under the terms of each contract, the charterer is entitled to extend the time charters from two to four months in order to complete the vessel's final voyage plus any time the vessel has been off-hire.

(2) We have agreed to an extension with Swissmarine Services S.A. on a spot market-related time charter at a rate based on 101.5% of the average of the daily rates of the Baltic Capesize Index (BCI), published by the Baltic Exchange, as reflected in daily reports. Hire is paid in arrears net of a 6.25% brokerage commission, which includes the 1.25% commission payable to GS&T. The duration of the extension is 10.5 to 13.5 months.

(3) We have agreed to an extension with Cargill International S.A. on a spot market-related time charter based on 100% of the average of the daily rates of the BCI, as reflected in daily reports. Hire is paid every 15 days in arrears net of a 5.00% brokerage commission, which includes the 1.25% commission payable to GS&T. The duration of the spot market-related time charter is 21.5 to 26.5 months.

(4) We have reached an agreement with Resource Marine PTE Ltd. on a spot market-related time charter for a minimum of 18.5 months to a maximum end date of May 30, 2014 based on 95% of the average of the daily rates of the Baltic Supramax Index (BSI), published by the Baltic Exchange, as reflected in daily reports. Hire is paid every 15 days in arrears net of a 6.25% brokerage commission, which includes the 1.25% commission payable to GS&T.

(5) We have reached an agreement with Klaveness Chartering on a spot market-related time charter based on 95% of the average of the daily rates of the BSI, as reflected in daily reports. The duration is 22.5 to 25.5 months with hire paid every 15 days in arrears net of a 6.25% brokerage commission, which includes the 1.25% commission payable to GS&T.

(6) We have reached an agreement with Resource Marine PTE Ltd. on a spot market-related time charter for a minimum of 20.5 months to a maximum end date of July 11, 2014 based on 95% of the average of the daily rates of the BSI, as reflected in daily reports. Hire is paid every 15 days in arrears net of a 6.25% brokerage commission, which includes the 1.25% commission payable to GS&T.

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(7) We have reached an agreement with Pacific World Shipping PTE Ltd. on a time charter for approximately 20 days at a rate of \$7,500 per day. Hire is paid every 15 days in advance net of a 6.25% brokerage commission, which includes the 1.25% commission payable to GS&T. The vessel delivered to charters on February 18, 2013 after repositioning. The vessel was previously fixed with Bulk Marine Ltd. on a time charter at a rate of \$9,250 per day which ended on February 12, 2013.

(8) The rate for each of these spot market-related time charters is based on 115% of the average of the daily rates of the Baltic Handysize Index (BHSI), published by the Baltic Exchange, as reflected in daily reports. Hire is paid every 15 days in advance net of a 6.25% brokerage commission, which includes the 1.25% commission payable to GS&T

### CLASSIFICATION AND INSPECTION

All of our vessels have been certified as being in class by the American Bureau of Shipping ( ABS ), Det Norske Veritas ( DNV ) or Lloyd's Register of Shipping ( Lloyd's ). Each of these classification societies is a member of the International Association of Classification Societies. Every commercial vessel's hull and machinery is evaluated by a classification society authorized by its country of registry. The classification society certifies that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the

international conventions of which that country is a member. Each vessel is inspected by a surveyor of the classification society in three surveys of varying frequency and thoroughness: every year for the annual survey, every two to three years for the intermediate survey and every four to five years for special surveys. Special surveys always require drydocking. Vessels that are 15 years old or older are required, as part of the intermediate survey process, to be drydocked every 24 to 30 months for inspection of the underwater portions of the vessel and for necessary repairs stemming from the inspection.

In addition to the classification inspections, many of our customers regularly inspect our vessels as a precondition to chartering them for voyages. We believe that our well-maintained, high-quality vessels provide us with a competitive advantage in the current environment of increasing regulation and customer emphasis on quality.

We have implemented the International Safety Management Code, which was promulgated by the International Maritime Organization, or IMO (the United Nations agency for maritime safety and the prevention of marine pollution by ships), to establish pollution prevention requirements applicable to vessels. We obtained documents of compliance for our offices and safety management certificates for all of our vessels, which are required by the IMO.

## **CREWING AND EMPLOYEES**

Each of our vessels is crewed with 21 to 24 officers and seamen. Our technical managers are responsible for locating and retaining qualified officers for our vessels. The crewing agencies handle each seaman's training, travel and payroll, and ensure that all the seamen on our vessels have the qualifications and licenses required to comply with international regulations and shipping conventions. We typically man our vessels with more crew members than are required by the country of the vessel's flag in order to allow for the performance of routine maintenance duties.

As of March 1, 2013, we employed 35 shore-based personnel and approximately 1,400 seagoing personnel on our vessels, including Baltic Trading.

## **CUSTOMERS**

Our assessment of a charterer's financial condition and reliability is an important factor in negotiating employment for our vessels. We generally charter our vessels to major trading houses (including commodities traders), major producers and government-owned entities rather than to more speculative or undercapitalized entities. Our customers include national, regional and international companies, such as Lauritzen Bulk, Cargill, Pacbasin, Trafigura, Klaveness and Swissmarine. For the year ended December 31, 2012, one of our charterers, Cargill, accounted for more than 10% of our voyage revenue, or 31.3%, in the aggregate.

## **COMPETITION**

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Our business fluctuates in line with the main patterns of trade of the major drybulk cargoes and varies according to changes in the supply and demand for these items. We operate in markets that are highly competitive and based primarily on supply and demand. We compete for charters on the basis of price, vessel location and size, age and condition of the vessel, as well as on our reputation as an owner and operator. We compete with other owners of drybulk carriers in the Capesize, Panamax, Supramax, Handymax and Handysize class sectors, some of whom may also charter our vessels as customers. Ownership of drybulk carriers is highly fragmented and is divided among approximately 1,670 independent drybulk carrier owners.

### PERMITS AND AUTHORIZATIONS

We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses, certificates and other authorizations with respect to our vessels. The kinds of permits, licenses, certificates and other authorizations required for each vessel depend upon several factors, including the commodity transported, the waters in which the vessel operates, the nationality of the vessel's crew and the age of the vessel. We believe that we have all material permits, licenses, certificates and other authorizations necessary for the conduct of our operations. However, additional laws and regulations, environmental or otherwise, may be adopted which could limit our ability to do business or increase the cost of our doing business.

### INSURANCE

#### *General*

The operation of any drybulk vessel includes risks such as mechanical failure, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, piracy, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. The U.S. Oil Pollution Act of 1990, or OPA, which imposes virtually unlimited liability upon owners, operators and demise charterers of vessels trading in the U.S.-exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for ship owners and operators trading in the U.S. market.



While we maintain hull and machinery insurance, war risks insurance, protection and indemnity cover, and freight, demurrage and defense cover and loss of hire insurance for our fleet in amounts that we believe to be prudent to cover normal risks in our operations, we may not be able to achieve or maintain this level of coverage throughout a vessel's useful life. Furthermore, while we believe that our present insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

#### *Hull and Machinery, War Risks, Kidnap and Ransom Insurance*

We maintain marine hull and machinery, war risks and kidnap and ransom insurance which cover the risk of actual or constructive total loss, for all of our vessels. Our vessels are each covered up to at least fair market value with deductibles, which depend primarily on the class of the insured vessel and are subject to change. We are covered, subject to limitations in our policy, to have the crew released in the case of kidnapping due to piracy in the Gulf of Aden / Somalia.

#### *Protection and Indemnity Insurance*

Protection and indemnity insurance is provided by mutual protection and indemnity associations, or P&I Associations, which insure our third-party liabilities in connection with our shipping activities. This includes third-party liability and other related expenses resulting from the injury or death of crew, passengers and other third parties, the loss or damage to cargo, claims arising from collisions with other vessels, damage to other third-party property, pollution arising from oil or other substances and salvage, towing and other related costs, including wreck removal. Protection and indemnity insurance is a form of mutual indemnity insurance, extended by protection and indemnity mutual associations, or clubs. Subject to the capping discussed below, our coverage, except for pollution, is unlimited.

We maintain protection and indemnity insurance coverage for pollution of \$1 billion per vessel per incident. The 13 P&I Associations that comprise the International Group insure approximately 90% of the world's commercial tonnage and have entered into a pooling agreement to reinsure each association's liabilities. We are a member of P&I Associations, which are members of the International Group. As a result, we are subject to calls payable to the associations based on the group's claim records as well as the claim records of all other members of the individual associations and members of the pool of P&I Associations comprising the International Group.

#### *Loss of Hire Insurance*

We maintain loss of hire insurance, which covers business interruptions and related losses that result from the loss of use of a vessel. Our loss of hire insurance has a 14-day deductible and provides claim coverage for up to 90 days.

## **ENVIRONMENTAL AND OTHER REGULATION**

Government regulation significantly affects the ownership and operation of our vessels. We are subject to international conventions and treaties, national, state and local laws and regulations in force in the countries in which our vessels may operate or are registered relating to safety and

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health and environmental protection including the storage, handling, emission, transportation and discharge of hazardous and non-hazardous materials, and the remediation of contamination and liability for damage to natural resources. Compliance with such laws, regulations and other requirements entails significant expense, including vessel modifications and implementation of certain operating procedures.

A variety of governmental and private entities subject our vessels to both scheduled and unscheduled inspections. These entities include the local port authorities, (applicable national authorities such as the U.S. Coast Guard and harbor masters), classification societies, flag state administrations (countries of registry) and charterers. Some of these entities require us to obtain permits, licenses, certificates and other authorizations for the operation of our vessels. Our failure to maintain necessary permits, licenses, certificates or authorizations could require us to incur substantial costs or temporarily suspend the operation of one or more of our vessels.

In recent periods, heightened levels of environmental and operational safety concerns among insurance underwriters, regulators and charterers have led to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the drybulk shipping industry. Increasing environmental concerns have created a demand for vessels that conform to the stricter environmental standards. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations and that our vessels have all material permits, licenses, certificates or other authorizations necessary for the conduct of our operations. However, because such laws and regulations are frequently changed and may impose increasingly stricter requirements, we cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our vessels. In addition, a future serious marine incident, such as one comparable to the 2010 *Deepwater Horizon* oil spill, that results in significant oil pollution or otherwise causes significant adverse environmental impact could result in additional legislation or regulation that could negatively affect our profitability.

*International Maritime Organization (IMO)*

The United Nations International Maritime Organization (the IMO) has adopted the International Convention for the Prevention of Marine Pollution from Ships, 1973, as modified by the Protocol of 1978 relating thereto (collectively referred to as MARPOL 73/78 and herein as MARPOL). MARPOL entered into force on October 2, 1983. It has been adopted by over 150 nations, including many of the jurisdictions in which our vessels operate. MARPOL is broken into six Annexes, each of which regulates a different source of pollution. Annex I relates to oil leakage or spilling; Annexes II and III relate to harmful substances carried, in bulk, in liquid or packaged form, respectively; Annexes IV and V relate to sewage and garbage management, respectively; and Annex VI, lastly, relates to air emissions. Annex VI was separately adopted by the IMO in September of 1997.

*Air Emissions*

In September of 1997, the IMO adopted Annex VI to MARPOL to address air pollution. Effective May 2005, Annex VI sets limits on nitrogen oxide emissions from ships whose diesel engines were constructed (or underwent major conversions) on or after January 1, 2000. It also prohibits deliberate emissions of ozone depleting substances, defined to include certain halons and chlorofluorocarbons. Deliberate emissions are not limited to times when the ship is at sea; they can for example include discharges occurring in the course of the ships repair and maintenance. Emissions of volatile organic compounds from certain tankers, and the shipboard incineration (from incinerators installed after January 1, 2000) of certain substances (such as polychlorinated biphenyls (PCBs)) are also prohibited. Annex VI also includes a global cap on the sulfur content of fuel oil (see below).

The IMO's Maritime Environment Protection Committee, or MEPC, adopted amendments to Annex VI on October 10, 2008, which entered into force on July 1, 2010. The amended Annex VI seeks to further reduce air pollution by, among other things, implementing a progressive reduction of the amount of sulphur contained in any fuel oil used on board ships. As of January 1, 2012, the amended Annex VI requires that fuel oil contain no more than 3.50% sulfur (from the previous cap of 4.50%). By January 1, 2020, sulfur content must not exceed 0.50%, subject to a feasibility review to be completed no later than 2018.

Sulfur content standards are even stricter within certain Emission Control Areas (ECAs). As of July 1, 2010, ships operating within an ECA were not permitted to use fuel with sulfur content in excess of 1.0% (from 1.50%), which will be further reduced to 0.10% on January 1, 2015. Amended Annex VI establishes procedures for designating new ECAs. Currently, the Baltic Sea and the North Sea have been so designated. Effective August 1, 2012, certain coastal areas of North America were designated ECAs, as will the applicable areas of the United States Caribbean Sea, effective January 1, 2014. If other ECAs are approved by the IMO or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the U.S. Environmental Protection Agency (EPA) or the states where we operate, compliance with these regulations could entail significant capital expenditures or otherwise increase the costs of our operations.

As of January 1, 2013, MARPOL made mandatory certain measures relating to energy efficiency for ships. All new ships are required to utilize the Energy Efficiency Design Index (EEDI) and all ships must use a Ship Energy Efficiency Management Plan (SEEMP). Our fleet is already compliant with this requirement.

Amended Annex VI also establishes new tiers of stringent nitrogen oxide emissions standards for new marine engines, depending on their date of installation. The U.S. Environmental Protection Agency promulgated equivalent (and in some senses stricter) emissions standards in late

2009.

*Safety Management System Requirements*

The IMO also adopted the International Convention for the Safety of Life at Sea, or SOLAS and the International Convention on Load Lines, or the LL Convention, which impose a variety of standards that regulate the design and operational features of ships. The IMO periodically revises the SOLAS Convention and LL Convention standards. The Convention on Limitation of Liability for Maritime Claims (LLMC) was recently amended, and the amendments are expected to go into effect on June 8, 2015. The amendments alter the limits of liability for loss of life or personal injury and property claims against ship owners.

Under Chapter IX of SOLAS, the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention, or ISM Code, our operations are also subject to environmental standards and requirements. The ISM Code requires the owner of a vessel, or any person who has taken responsibility for operation of a vessel, to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. We rely upon the safety management system that we and our technical manager have developed for compliance with the ISM Code. The failure of a ship owner or bareboat charterer to comply with the ISM Code may subject such party to increased liability, may decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports.

The ISM Code requires that vessel operators also obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel's management with code requirements for a safety management system. No vessel can

obtain a certificate unless its manager has been awarded a document of compliance, issued by each flag state, under the ISM Code. We believe that we have all material requisite documents of compliance for our offices and safety management certificates for all of our vessels for which such certificates are required by the IMO. We renew these documents of compliance and safety management certificates as required.

#### *Pollution Control and Liability Requirements*

The IMO has negotiated international conventions that impose liability for pollution in international waters and the territorial waters of the nations signatory to such conventions. For example, IMO adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments, or the BWM Convention, in February 2004. The BWM Convention's implementing regulations call for a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits. The BWM Convention will not become effective until 12 months after it has been adopted by 30 states, the combined merchant fleets of which represent not less than 35% of the gross tonnage of the world's merchant shipping. To date, there has not been sufficient adoption of this standard for it to take force. However, Panama may adopt this standard in the relatively near future, which would be sufficient for it to take force. Upon entry into force of the BWM Convention, mid-ocean ballast exchange would be mandatory for our vessels, and our vessels would be required to be equipped with ballast water treatment systems that meet mandatory concentration limits, in each case not later than the first intermediate or renewal survey, whichever occurs first, after the anniversary date of delivery of the vessel in 2016. If mid-ocean ballast exchange is made mandatory, or if ballast water treatment requirements or options are instituted, the cost of compliance could increase for ocean carriers, and the costs of ballast water treatment may be material.

The IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage, or the Bunker Convention, to impose strict liability on ship owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention requires registered owners of ships over 1,000 gross tons to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended). With respect to non-ratifying states, liability for spills or releases of oil carried as fuel in ship's bunkers typically is determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

Noncompliance with the ISM Code or other IMO regulations may subject the vessel owner or bareboat charterer to increased liability, lead to decreases in available insurance coverage for affected vessels or result in the denial of access to, or detention in, some ports. The U.S. Coast Guard and European Union authorities have indicated that vessels not in compliance with the ISM Code by the applicable deadlines will be prohibited from trading in U.S. and European Union ports, respectively. As of the date of this report, each of our vessels is ISM Code certified. However, there can be no assurance that such certificates will be maintained in the future.

#### *Anti-Fouling Requirements*

In 2001, the IMO adopted the International Convention on the Control of Harmful Anti-fouling Systems on Ships, or the Anti-fouling Convention. The Anti-fouling Convention prohibits the use of organotin compound coatings to prevent the attachment of mollusks and other sea life to the hulls of vessels after September 1, 2003. The exteriors of vessels constructed prior to January 1, 2003 that have not been in drydock must, as of September 17, 2008, either not contain the prohibited compounds or have coatings applied to the vessel exterior that act as a barrier to the leaching of the prohibited compounds. Vessels of over 400 gross tons engaged in international voyages must obtain an International Anti-fouling System Certificate and undergo a survey before the vessel is put into service or when the anti-fouling systems are altered or replaced. We have obtained Anti-fouling System Certificates for all of our vessels that are subject to the Anti-fouling Convention.

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The IMO continues to review and introduce new regulations. For example, in July 2011, MARPOL adopted amendments for the prevention of air pollution, which designate certain waters near the coasts of Puerto Rico and the U.S. Virgin Islands ECAs for emissions of nitrogen oxides, sulphur oxides, and particulate matter. The new ECA designation will enter into force on January 1, 2014. It is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulations might have on our operations.

### *The U.S. Oil Pollution Act of 1990 and Comprehensive Environmental Response, Compensation and Liability Act*

The U.S. Oil Pollution Act of 1990, or OPA, established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA affects all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in U.S. waters, which includes the U.S. territorial sea and its 200 nautical mile exclusive economic zone. The United States has also enacted the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, which applies to the discharge of hazardous substances other than oil, whether on land or at sea. OPA and CERCLA both define owner or operator in the case of a vessel as any person owning, operating or chartering by demise, the vessel. Accordingly, both OPA and CERCLA impact our operations.

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Under OPA, vessel owners and operators are responsible parties and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels. OPA defines these other damages broadly to include:

- injury to, destruction or loss of, or loss of use of, natural resources and related assessment costs;
- injury to, or economic losses resulting from, the destruction of real and personal property;
- net loss of taxes, royalties, rents, fees or net profit revenues resulting from injury, destruction or loss of real or personal property, or natural resources;
- loss of subsistence use of natural resources that are injured, destroyed or lost;
- lost profits or impairment of earning capacity due to injury, destruction or loss of real or personal property or natural resources; and
- net cost of increased or additional public services necessitated by removal activities following a discharge of oil, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources.

OPA contains statutory caps on liability and damages; such caps do not apply to direct cleanup costs. Effective July 31, 2009, the U.S. Coast Guard adjusted the limits of OPA liability for non-tank vessels to the greater of \$1,000 per gross ton or \$854,400 (subject to periodic adjustment for inflation). These limits of liability do not apply if an incident was proximately caused by the violation of an applicable U.S. federal safety, construction or operating regulation by a responsible party (or its agent, employee or a person acting pursuant to a contractual relationship), or a responsible party's gross negligence or willful misconduct. The limitation on liability similarly does not apply if the responsible party fails or refuses to (i) report the incident where the responsibility party knows or has reason to know of the incident; (ii) reasonably cooperate and assist as requested in connection with oil removal activities; or (iii) without sufficient cause, comply with an order issued under the Federal Water Pollution Act (Section 311 (c), (e)) or the Intervention on the High Seas Act.

CERCLA contains a similar liability regime whereby owners and operators of vessels are liable for cleanup, removal and remedial costs, as well as damage for injury to, or destruction or loss of, natural resources, including the reasonable costs associated with assessing same, and health assessments or health effects studies. There is no liability if the discharge of a hazardous substance results solely from the act or omission of a third party, an act of God or an act of war. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$5 million for vessels carrying a hazardous substance as cargo and the greater of \$300 per gross ton or \$500,000 for any other vessel. These limits do not apply (rendering the responsible person liable for the total cost of response and damages) if the release or threat of release of a hazardous substance resulted from willful misconduct or negligence, or the primary cause of the release was a violation of applicable safety, construction or operating standards or regulations. The limitation on liability also does not apply if the responsible person fails or refused to provide all reasonable cooperation and assistance as requested in connection with response activities where the vessel is subject to OPA.

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OPA and CERCLA both require owners and operators of vessels to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet the maximum amount of liability to which the particular responsible person may be subject. Vessel owners and operators may satisfy their financial responsibility obligations by providing a proof of insurance, a surety bond, qualification as a self-insurer or a guarantee. We plan to comply with the U.S. Coast Guard's financial responsibility regulations by providing a certificate of responsibility evidencing sufficient self-insurance.

The 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico may also result in additional regulatory initiatives or statutes, including the raising of liability caps under OPA. For example, on August 15, 2012, the U.S. Bureau of Safety and Environmental Enforcement (BSEE) implemented a final drilling safety rule for offshore oil and gas operations that strengthens the requirements for safety equipment, well control systems, and blowout prevention practices. Compliance with any new requirements of OPA may substantially impact our cost of operations or require us to incur additional expenses to comply with any new regulatory initiatives or statutes. Additional legislation or regulations applicable to the operation of our vessels that may be implemented in the future could adversely affect our business.

While we do not carry oil as cargo, we do carry bunkers in our drybulk carriers. We currently maintain pollution liability coverage insurance in the amount of \$1 billion per incident for each of our vessels. If the damages from a catastrophic spill were to exceed our insurance coverage, it could have a material adverse effect on our business, financial condition, results of operations, cash flows and ability to pay dividends.



*Other United States Environmental Regulations*

The U.S. Clean Water Act, or CWA, prohibits the discharge of oil or hazardous substances in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA. In addition, many U.S. states that border a navigable waterway have enacted environmental pollution laws that impose strict liability on a person for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance. These laws may be more stringent than U.S. federal law.

The EPA regulates the discharge of ballast water and other substances in U.S. waters under the CWA. EPA regulations require vessels 79 feet in length or longer (other than commercial fishing and recreational vessels) to comply with a Vessel General Permit authorizing ballast water discharges and other discharges incidental to the operation of vessels. The Vessel General Permit imposes technology and water-quality based effluent limits for certain types of discharges and establishes specific inspection, monitoring, recordkeeping and reporting requirements to ensure the effluent limits are met. The EPA has proposed a draft 2013 Vessel General Permit to replace the current Vessel General Permit upon its expiration on December 19, 2013, authorizing discharges incidental to operations of commercial vessels. The draft permit also contains numeric ballast water discharge limits for most vessels to reduce the risk of invasive species in U.S. waters, more stringent requirements for exhaust gas scrubbers and the use of environmentally acceptable lubricants. U.S. Coast Guard regulations adopted under the U.S. National Invasive Species Act, or NISA, also impose mandatory ballast water management practices for all vessels equipped with ballast water tanks entering or operating in U.S. waters. As of June 21, 2012, the Coast Guard implemented revised regulations on ballast water management standards by establishing standards on the allowable concentration of living organisms in ballast water discharged from ships in U.S. waters. The revised ballast water standards are consistent with those adopted by the IMO in 2004. Compliance with the EPA and the U.S. Coast Guard regulations could require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

*European Union Regulations*

In October 2009, the European Union amended a directive to impose criminal sanctions for illicit ship-source discharges of polluting substances, including minor discharges, if committed with intent, recklessly or with serious negligence and the discharges individually or in the aggregate result in deterioration of the quality of water. Aiding and abetting the discharge of a polluting substance may also lead to criminal penalties. Member States were required to enact laws or regulations to comply with the directive by the end of 2010. Criminal liability for pollution may result in substantial penalties or fines and increased civil liability claims. The directive applies to all types of vessels, irrespective of their flag, but certain exceptions apply to warships or where human safety or that of the ship is in danger.

*Greenhouse Gas Regulation*

Currently, the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which entered into force in 2005 and pursuant to which adopting countries have been required to implement national programs to reduce greenhouse gas emissions. However, in July 2011 the MEPC adopted two new sets of mandatory requirements to address greenhouse gas emissions from ships that entered into force in January 2013. Currently operating ships will be required to develop Ship Energy Efficiency Management Plans, and minimum energy efficiency levels per capacity mile will apply to new ships. These requirements could cause us to incur additional compliance costs. The IMO is also planning to implement market-based mechanisms to reduce greenhouse gas emissions from ships at an upcoming MEPC session. The European Union has indicated that it intends to propose an expansion of the existing European Union emissions trading scheme to include emissions of greenhouse gases from marine vessels, and in January 2012 the European

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Commission launched a public consultation on possible measures to reduce greenhouse gas emissions from ships. In the United States, the EPA has issued a finding that greenhouse gases endanger the public health and safety and has adopted regulations to limit greenhouse gas emissions from certain mobile sources and large stationary sources. Although the mobile source emissions regulations do not apply to greenhouse gas emissions from vessels, such regulation of vessels is foreseeable, and the EPA has in recent years received petitions from the California Attorney General and various environmental groups seeking such regulation. Any passage of climate control legislation or other regulatory initiatives by the IMO, European Union, the U.S. or other countries where we operate, or any treaty adopted at the international level to succeed the Kyoto Protocol, that restrict emissions of greenhouse gases could require us to make significant financial expenditures which we cannot predict with certainty at this time.

### *International Labour Organization*

The International Labour Organization (ILO) is a specialized agency of the UN with headquarters in Geneva, Switzerland. The ILO has adopted the Maritime Labor Convention 2006 (MLC 2006). A Maritime Labor Certificate and a Declaration of Maritime Labor Compliance will be required to ensure compliance with the MLC 2006 for all ships above 500 gross tons in international trade. The MLC 2006 will enter into force one year after 30 countries with a minimum of 33% of the world's tonnage have ratified it.

August 20, 2012, the required number of countries was met and MLC 2006 is expected to enter into force on August 20, 2013. The ratification of MLC 2006 will require us to develop new procedures to ensure full compliance with its requirements.

#### *Vessel Security Regulations*

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the U.S. Maritime Transportation Security Act of 2002, or the MTSA, came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. The regulations also impose requirements on certain ports and facilities, some of which are regulated by the EPA.

Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new Chapter V became effective in July 2004 and imposes various detailed security obligations on vessels and port authorities, and mandates compliance with the International Ship and Port Facilities Security Code, or the ISPS Code. The ISPS Code is designed to enhance the security of ports and ships against terrorism. To trade internationally, a vessel must attain an International Ship Security Certificate, or ISSC, from a recognized security organization approved by the vessel's flag state. Among the various requirements are:

- on-board installation of automatic identification systems to provide a means for the automatic transmission of safety-related information from among similarly equipped ships and shore stations, including information on a ship's identity, position, course, speed and navigational status;
- on-board installation of ship security alert systems, which do not sound on the vessel but only alert the authorities on shore;
- the development of vessel security plans;
- ship identification number to be permanently marked on a vessel's hull;
- a continuous synopsis record kept onboard showing a vessel's history including the name of the ship, the state whose flag the ship is entitled to fly, the date on which the ship was registered with that state, the ship's identification number, the port at which the ship is registered and the name of the registered owner(s) and their registered address; and
- compliance with flag state security certification requirements.

A ship operating without a valid certificate may be detained at port until it obtains an ISSC, or may be expelled from port or refused entry at port.

The U.S. Coast Guard regulations, intended to align with international maritime security standards, exempt from MTSA vessel security measures non-U.S. vessels that have on board, as of July 1, 2004, a valid ISSC attesting to the vessel's compliance with SOLAS security requirements and the ISPS Code. We have implemented the various security measures addressed by the MTSA, SOLAS and the ISPS Code.

*Inspection by Classification Societies*

Every oceangoing vessel must be classed by a classification society. The classification society certifies that the vessel is in class, signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society also undertakes on request other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case and/or to the regulations of the country concerned.

For maintenance of the class certification, regular and extraordinary surveys of hull, machinery, including the electrical plant, and any special equipment classes are required to be performed as follows:

- *Annual Surveys:* For seagoing ships, annual surveys are conducted for the hull and the machinery, including the electrical plant, and where applicable for special equipment classed, within three months before or after each anniversary date of the date of commencement of the class period indicated in the certificate.
- *Intermediate Surveys:* Extended annual surveys are referred to as intermediate surveys and typically are conducted two and one-half years after commissioning and each class renewal. Intermediate surveys are to be carried out at or between the occasion of the second or third annual survey.

- *Class Renewal Surveys:* Class renewal surveys, also known as special surveys, are carried out for the ship's hull, machinery, including the electrical plant, and for any special equipment classed, at the intervals indicated by the character of classification for the hull. At the special survey, the vessel is thoroughly examined, including audio-gauging to determine the thickness of the steel structures. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. The classification society may grant a one-year grace period for completion of the special survey. Substantial amounts of money may have to be spent for steel renewals to pass a special survey if the vessel experiences excessive wear and tear. In lieu of the special survey every four or five years, depending on whether a grace period was granted, a vessel owner has the option of arranging with the classification society for the vessel's hull or machinery to be on a continuous survey cycle, in which every part of the vessel would be surveyed within a five-year cycle. Upon a vessel owner's request, the surveys required for class renewal may be split according to an agreed schedule to extend over the entire period of class. This process is referred to as continuous class renewal.

All areas subject to survey as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are prescribed elsewhere. The period between two subsequent surveys of each area must not exceed five years.

Most vessels are also drydocked every 30 to 36 months for inspection of the underwater parts and for repairs related to inspections. If any defects are found, the classification surveyor will issue a recommendation which must be rectified by the vessel owner within prescribed time limits.

Most insurance underwriters make it a condition for insurance coverage that a vessel be certified as in class by a classification society which is a member of the International Association of Classification Societies (IACS). IACS issued draft harmonized Common Structural Rules, which align with the IMO goal standards, for industry reviews in 2012, and it expects them to be adopted in winter 2013. All of our vessels have been certified as being in class by ABS, DNV or Lloyd's. All new and secondhand vessels that we purchase must be certified prior to their delivery under our standard agreements.

## SEASONALITY

We operate our vessels in markets that have historically exhibited seasonal variations in demand and, as a result, charter rates. We seek to mitigate the risk of these seasonal variations by entering into long-term time charters for our vessels, where possible. However, this seasonality may result in quarter-to-quarter volatility in our operating results, depending on when we enter into our time charters or if our vessels trade on the spot market. The drybulk sector is typically stronger in the fall and winter months in anticipation of increased consumption of coal and raw materials in the northern hemisphere during the winter months. As a result, our revenues could be weaker during the fiscal quarters ended June 30 and September 30, and conversely, our revenues could be stronger during the quarters ended December 31 and March 31.

## ITEM 1A. RISK FACTORS

### ADDITIONAL FACTORS THAT MAY AFFECT FUTURE RESULTS

This annual report on Form 10-K contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements use words such as anticipate, budget, estimate, expect, project, intend,

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believe, and other words and terms of similar meaning in connection with a discussion of potential future events, circumstances or future operating or financial performance. These forward-looking statements are based on our management's current expectations and observations. Included among the factors that, in our view, could cause actual results to differ materially from the forward looking statements contained in this annual report on Form 10-K are the following: (i) declines in demand or rates in the drybulk shipping industry; (ii) prolonged weakness in drybulk shipping rates; (iii) changes in the supply of or demand for drybulk products, generally or in particular regions; (iv) changes in the supply of drybulk carriers including newbuilding of vessels or lower than anticipated scrapping of older vessels; (v) changes in rules and regulations applicable to the cargo industry, including, without limitation, legislation adopted by international organizations or by individual countries and actions taken by regulatory authorities; (vi) increases in costs and expenses including but not limited to: crew wages, insurance, provisions, lube oil, bunkers, repairs, maintenance and general, administrative and management fee expenses; (vii) whether our insurance arrangements are adequate; (viii) changes in general domestic and international political conditions; (ix) acts of war, terrorism, or piracy; (x) changes in the condition of our vessels or applicable maintenance or regulatory standards (which may affect, among other things, our anticipated drydocking or maintenance and repair costs) and unanticipated drydock expenditures; (xi) our acquisition or disposition of vessels; (xii) the number of off-hire days needed to complete repairs on vessels and the timing and amount of any reimbursement by our insurance carriers for insurance claims including off-hire days; (xiii) the completion of definitive documentation with respect to time charters; (xiv) charterers' compliance with the terms of their charters in the current market environment; (xv) those other risks and uncertainties discussed below under the heading **RISKFATORS RELATED TO OUR BUSINESS & OPERATIONS**, and (xvi) other factors listed from time to time in our filings with the Securities and Exchange

Commission (the SEC) We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following risk factors and other information included in this report should be carefully considered. If any of the following risks actually occur, our business, financial condition, operating results or cash flows could be materially and adversely affected and the trading price of our common stock could decline.

## **RISK FACTORS RELATED TO OUR BUSINESS AND OPERATIONS**

### **Industry Specific Risk Factors**

*The current global economic downturn may continue to negatively impact our business.*

In the current global economy, operating businesses have been facing tight credit, weak demand for goods and services, deteriorating international liquidity conditions, and depressed markets. Lower demand for drybulk cargoes as well as diminished trade credit available for the delivery of such cargoes have led to decreased demand for drybulk vessels, creating downward pressure on charter rates. General market volatility has endured as a result of uncertainty about sovereign debt and fears of countries such as Greece, Portugal and Spain defaulting on their governments' financial obligations and speculation about the growth rate of the Chinese economy. If the current global economic environment persists or worsens, we may be negatively affected in the following ways:

- We may not be able to employ our vessels at charter rates as favorable to us as historical rates or operate our vessels profitably.
- Our earnings and cash flows could remain at depressed levels or decline, which may leave us with insufficient cash resources to make required amortization payments under our credit facilities or cause us to breach one or more of the covenants in our credit facilities, thereby potentially accelerating the repayment of outstanding facility borrowings and our outstanding convertible notes. Please refer to Our payment obligations and restrictive covenants under our credit facilities may be difficult to satisfy in the current market environment below for further details.
- The market values of our vessels have decreased, which may cause us to recognize losses if any of our vessels are sold or if their values are impaired. A further decline in the market value of our vessels could trigger defaults under our credit facilities' covenants. In particular, all of our credit facilities contain collateral maintenance covenants, although we obtained a waiver of this covenant in our 2007 Credit Facility in 2009. Please refer to The market values of our vessels may decrease, which could adversely affect our operating results or cause us to breach one or more of the covenants in our credit facilities below for further details.
- Our charterers may fail to meet their obligations under our time charter agreements.

- The value of our investment in Jinhui could further decline, and we may recognize additional impairment losses if we were to sell our shares or if the value of our investment is impaired.

The occurrence of any of the foregoing could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Charterhire rates for drybulk carriers are volatile and are currently at historically low levels and may further decrease in the future, which may adversely affect our earnings.*

The prolonged downturn in the drybulk charter market, from which we derive the large majority of our revenues, has severely affected the drybulk shipping industry. The Baltic Dry Index ( BDI ), an index published by The Baltic Exchange of shipping rates for 26 key drybulk routes, showed relative weakness in 2012 and recorded an average level of 920, compared to a ten-year average level of 3,504. The BDI decreased to a historic low in February 2012. While the BDI has since increased, there can be no assurance that the drybulk charter market will increase further, and the market could decline.

The year to date in 2013 has exhibited seasonal issues like those of the corresponding period in 2012, with seasonal factors contributing to the most recent downturn in rates, including: order timing issues for iron ore cargoes related to the celebration of the Chinese New Year; temporary disruptions of cargo availability due to strikes in Columbian coal mines; increased deliveries of newbuilding vessels for the month of January as compared to the previous three months; and short-term weather-related issues, temporarily reducing iron ore output. In addition to these factors, there have been a number of adverse consequences for drybulk shipping, including, among other things:

- a significant reduction in available financing for vessels;
- a less active second-hand market for the sale of vessels;



- extremely low charter rates, particularly for vessels employed in the spot market;
- widespread loan covenant defaults in the drybulk shipping industry; and
- declaration of bankruptcy by some operators and shipowners as well as charterers.

Approximately 85% of our vessels, excluding Baltic Trading, are currently traded at spot market rates through spot market-related time charters or a vessel pool. For these vessels, we are exposed to changes in spot market. For the remaining vessels that are on fixed-rate time charters, we are exposed to changes in spot market rates for drybulk carriers at the time of entering into charterhire contracts and such changes may affect our earnings and the value of our drybulk carriers at any given time. We cannot assure you that we will be able to successfully charter our vessels in the future or renew existing charters at rates sufficient to allow us to meet our obligations or to pay dividends to our shareholders. The supply of and demand for shipping capacity strongly influences freight rates. Because the factors affecting the supply and demand for vessels are outside of our control and are unpredictable, the nature, timing, direction and degree of changes in industry conditions are also unpredictable.

Factors that influence demand for vessel capacity include:

- demand for and production of drybulk products;
- global and regional economic and political conditions, including developments in international trade, fluctuations in industrial and agricultural production and armed conflicts;
- the distance drybulk cargo is to be moved by sea;
- environmental and other regulatory developments; and
- changes in seaborne and other transportation patterns.

The factors that influence the supply of vessel capacity include:

- the number of newbuilding deliveries;

- port and canal congestion;
- the scrapping rate of older vessels;
- vessel casualties; and
- the number of vessels that are out of service, i.e., laid-up, drydocked, awaiting repairs or otherwise not available for hire.

In addition to the prevailing and anticipated freight rates, factors that affect the rate of newbuilding, scrapping and laying-up include newbuilding prices, secondhand vessel values in relation to scrap prices, costs of bunkers and other operating costs, costs associated with classification society surveys, normal maintenance and insurance coverage, the efficiency and age profile of the existing fleet in the market and government and industry regulation of maritime transportation practices, particularly environmental protection laws and regulations. These factors influencing the supply of and demand for shipping capacity are outside of our control, and we may not be able to correctly assess the nature, timing and degree of changes in industry conditions.

We anticipate that the future demand for our drybulk carriers will be dependent upon economic growth in the world's economies, particularly China and India, seasonal and regional changes in demand, changes in the capacity of the global drybulk carrier fleet and the sources and supply of drybulk cargo to be transported by sea. Adverse economic, political, social or other developments, including a change in worldwide fleet capacity, could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*The current oversupply of drybulk carrier capacity may lead to further reductions in charterhire rates and profitability.*

The market supply of drybulk carriers has been increasing as a result of the delivery of numerous newbuilding orders over the last few years. Newbuildings have been delivered in significant numbers since the beginning of 2006. The oversupply of drybulk carrier capacity has resulted in a reduction of charterhire rates, as evidenced by the low rates we experienced in 2012. Currently, some of our spot market-related time charterers are at times unprofitable due to the volatility associated with dry cargo freight rates. If market conditions persist, upon the expiration or termination of our vessels' current non-spot charters, we may only be able to re-charter our vessels at reduced or unprofitable rates, or we may not be able to charter these vessels at all. The occurrence of these events could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*The market values of our vessels may decrease, which could adversely affect our operating results or cause us to breach one or more of the covenants in our credit facilities.*

If the book value of one of our vessels is impaired due to unfavorable market conditions or a vessel is sold at a price below its book value, we would incur a loss that could adversely affect our financial results. Also, if the market value of our fleet declines, we may not be in compliance with certain provisions of our credit facilities, and we may not be able to refinance our debt or obtain additional financing under our credit facilities or otherwise. In January 2009, we obtained a waiver of the collateral maintenance requirement under our 2007 Credit Facility, subject to certain conditions as mentioned above. This requirement was waived pursuant to an amendment entered into on January 26, 2009 (the 2009 Amendment ) effective for the year ended December 31, 2008 and until we can represent that we are in compliance with all of our financial covenants and are otherwise able to pay a dividend and purchase or redeem shares of common stock under the terms of the 2007 Credit Facility in effect before the 2009 Amendment. With the exception of the collateral maintenance financial covenant and the net debt to EBITDA covenant, compliance with which was waived by the lenders through December 31, 2013 under the August 2012 Agreements (defined below), we believe that we are in compliance with our covenants under the 2007 Credit Facility. Without a waiver of the kind provided in the 2009 Amendment, a decrease in the fair market value of our vessels may cause us to breach one or more of the covenants in our 2007 Credit Facility, which could accelerate the repayment of outstanding borrowings under the facility. We are also subject to collateral maintenance covenants in the \$100 Million Term Loan Facility, \$253 Million Term Loan Facility, and the 2010 Baltic Trading Credit Facility. A decrease in the fair market value of our vessels may cause us to breach one or more of the covenants in the \$100 Million Term Loan Facility, the \$253 Million Term Loan Facility, or the 2010 Baltic Trading Credit Facility, which could accelerate the repayment of outstanding borrowings under our facilities. We cannot assure you that we will satisfy all our debt covenants in the future or that our lenders will waive any future failure to satisfy these covenants. The occurrence of these events could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Prolonged declines in charter rates and other market deterioration could cause us to incur impairment charges.*

We evaluate the carrying amounts of our vessels to determine if events have occurred that would require us to evaluate our vessels for an impairment of their carrying amounts. The recoverable amount of vessels is reviewed based on events and changes in circumstances that would indicate that the carrying amount of the assets might not be recovered. The review for potential impairment indicators and projection of future cash flows related to the vessels is complex and requires us to make various estimates including future freight rates and earnings from the vessels. All of these items have been historically volatile.

We evaluate the recoverable amount as the higher of fair value and value in use on an undiscounted cash basis. If the recoverable amount is less than the carrying amount of the vessel, the vessel is deemed impaired and such vessel would be written down to its fair value. The carrying values of our vessels may not represent their fair market value in the future because the new market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of newbuildings. Any impairment charges incurred as a result of declines in charter rates could have a material adverse effect on our business, results of operations, cash flows and financial condition.

*A further economic slowdown or changes in the economic and political environment in the Asia Pacific region could have a material adverse effect on our business, financial position and results of operations.*

A significant number of the port calls made by our vessels involve the loading or discharging of raw materials and semi-finished products in ports in the Asia Pacific region. As a result, a negative change in economic conditions in any Asia Pacific country, and particularly in China or Japan, could have an adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends. In particular, in recent years, China has been one of the world's fastest growing economies in terms of gross domestic product. China's gross domestic product grew by 7.8% in 2012 as compared to a 9.2% growth rate in 2011. We cannot assure you that the Chinese economy will not

experience a significant contraction in the future. Although state-owned enterprises still account for a substantial portion of the Chinese industrial output, in general, the Chinese government is reducing the level of direct control that it exercises over the economy through state plans and other measures. There is an increasing level of freedom and autonomy in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a market economy and enterprise reform. Limited price reforms were undertaken with the result that prices for certain commodities are principally determined by market forces. Many of the reforms are unprecedented or experimental and may be subject to revision, change or abolition based upon the outcome of such experiments. If the Chinese government does not continue to pursue a policy of economic reform, the level of imports to and exports from China could be adversely affected by changes to these economic reforms by the Chinese government, as well as by changes in political, economic and social conditions or other relevant policies of the Chinese government, such as changes in laws, regulations or export and import restrictions. Notwithstanding economic reform, the Chinese government may adopt policies that favor domestic drybulk shipping companies and may hinder our ability to compete with them effectively. Moreover, a significant or protracted slowdown in the economies of the United States, the European Union or various Asian countries may adversely affect economic growth in China and elsewhere. Our business, results of operations, cash flows, financial condition and ability to pay dividends will likely be materially and adversely affected by an economic downturn in any of these countries.

*We are subject to regulation and liability under environmental and operational safety laws that could require significant expenditures and affect our cash flows and net income and could subject us to increased liability under applicable law or regulation.*

Our business and the operation of our vessels are materially affected by government regulation in the form of international conventions and national, state and local laws and regulations in force in the jurisdictions in which the vessels operate, as well as in the countries of their registration. Because such conventions, laws, and regulations are often revised, we cannot predict the ultimate cost of complying with them or their impact on the resale prices or useful lives of our vessels. Additional conventions, laws and regulations may be adopted that could limit our ability to do business or increase the cost of our doing business and that may materially adversely affect our business, results of operations, cash flows, financial condition and ability to pay dividends. See Overview Environmental and Other Regulation in Item 1, Business of this report for a discussion of such conventions, laws, and regulations. We are required by various governmental and quasi-governmental agencies to obtain certain permits, licenses, certificates and financial assurances with respect to our operations.

The operation of our vessels is affected by the requirements set forth in the United Nations International Maritime Organization's International Management Code for the Safe Operation of Ships and Pollution Prevention, or ISM Code. The ISM Code requires ship owners, ship managers and bareboat charterers to develop and maintain an extensive Safety Management System that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. The failure of a ship owner or bareboat charterer to comply with the ISM Code may subject it to increased liability, may invalidate existing insurance or decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports.

The IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage, or the Bunker Convention, to impose strict liability on ship owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention, which became effective on November 21, 2008, requires registered owners of ships over 1,000 gross tons to maintain insurance or other financial security for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended). With respect to non-ratifying states, liability for spills or releases of oil carried as fuel in ship's bunkers typically is determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

OPA established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA affects all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in U.S. waters. OPA allows for liability without regard to fault of vessel owners, operators and demise charterers for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels, including bunkers, in U.S. waters. Such liability is potentially unlimited in cases of willful misconduct or gross negligence. OPA also expressly permits individual states to impose their own liability regimes with regard to hazardous materials and oil pollution materials occurring within their boundaries, provided they accept, at a minimum, the levels of liability established under OPA.

*Increased inspection procedures and tighter import and export controls could increase costs and disrupt our business.*

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination. Inspection procedures can result in the seizure of the contents of our vessels, delays in the loading, offloading or delivery and the levying of customs duties, fines or other penalties against us.

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It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Furthermore, changes to inspection procedures could also impose additional costs and obligations on our customers and may, in certain cases, render the shipment of certain types of cargo uneconomical or impractical. Any such changes or developments may have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*We operate our vessels worldwide and as a result, our vessels are exposed to international risks which could reduce revenue or increase expenses.*

The international shipping industry is an inherently risky business involving global operations. Our vessels will be at risk of damage or loss because of events such as mechanical failure, collision, human error, war, terrorism, piracy, cargo loss and bad weather. All these hazards can result in death or injury to persons, increased costs, loss of revenues, loss or damage to property (including cargo), environmental damage, higher insurance rates, damage to our customer relationships, harm to our reputation as a safe and reliable operator and delay or rerouting. In addition, changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. Our vessels may operate in particularly dangerous areas, including areas of the Indian Ocean, the Gulf of Aden, the South China Sea and the Red Sea. These sorts of events could interfere with shipping routes and result in market disruptions which could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Our vessels may suffer damage, and we may face unexpected dry docking costs, which could adversely affect our cash flow and financial condition.*

If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and can be substantial. We may have to pay drydocking costs that our insurance does not cover in full. In addition, space at drydocking facilities is sometimes limited and not all drydocking facilities are conveniently located. We may be unable to find space at a suitable drydocking facility or we may be forced to travel to a drydocking facility that is distant from the relevant vessel's position. The loss of earnings while our vessels are being repaired and repositioned or from being forced to wait for space or to travel to more distant drydocking facilities, as well as the actual cost of repairs, could negatively impact our business, results of operations, cash flows, financial condition and ability to pay dividends.

*The operation of drybulk carriers has certain unique operational risks which could affect our earnings and cash flow.*

The operation of certain ship types, such as drybulk carriers, has certain unique risks. With a drybulk carrier, the cargo itself and its interaction with the vessel can be an operational risk. By their nature, drybulk cargoes are often heavy, dense, easily shifted, and react badly to water exposure. In addition, drybulk carriers are often subjected to battering treatment during unloading operations with grabs, jackhammers (to pry encrusted cargoes out of the hold) and small bulldozers. This treatment may cause damage to the vessel. Vessels damaged due to treatment during unloading procedures may be more susceptible to breach to the sea. Hull breaches in drybulk carriers may lead to the flooding of the vessel's holds. If a drybulk carrier suffers flooding in its forward holds, the bulk cargo may become so dense and waterlogged that its pressure may buckle the vessel's bulkheads, leading to the loss of a vessel. If we are unable to adequately maintain our vessels, we may be unable to prevent these events. Any of these circumstances or events may have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends. In addition, the loss of any of our vessels could harm our reputation as a safe and reliable vessel owner and operator.

*Acts of piracy on ocean-going vessels have continued and could adversely affect our business.*

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea, the Indian Ocean, the Gulf of Aden and the Red Sea. Since 2008, the frequency of piracy incidents increased significantly, particularly in the Gulf of Aden off the coast of Somalia. If these piracy attacks result in regions in which our vessels are deployed being characterized by insurers as "war risk" zones, or Joint War Committee (JWC) "war and strikes" listed areas, premiums payable for such coverage could increase significantly and such insurance coverage may be more difficult to obtain. In addition, crew costs, including costs which may be incurred to the extent we employ onboard security guards, could increase in such circumstances. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention hijacking as a result of an act of piracy against our vessels, or an increase in cost, or unavailability of insurance for our vessels, could have a material adverse impact on our business, results of operations, cash flows, financial condition and ability to pay dividends.

In response to piracy incidents, particularly in the Gulf of Aden off the coast of Somalia, following consultation with regulatory authorities, we may station guards on some of our vessels in some instances. While our use of guards is intended to deter and prevent the hijacking of our vessels, it may also increase our risk of liability for death or injury to persons or damage to personal property. If we do not have adequate insurance in place to cover such liability, it could adversely impact our business, results of operations, cash flows, and financial condition.

*Terrorist attacks and other acts of violence or war may have an adverse effect on our business, results of operations and financial condition.*

Terrorist attacks such as those in New York on September 11, 2001, in London on July 7, 2005, and in Mumbai on November 26, 2008, as well as the threat of future terrorist attacks around the world, continue to cause uncertainty in the world's financial markets and may affect our business, operating results and financial condition. Continuing conflicts and recent developments in the Middle East, including Egypt, and North Africa, and the presence of U.S. and other armed forces in the Middle East, may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further economic instability in the global financial markets. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us or at all. In the past, political conflicts have also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. Any of these occurrences could have a material adverse impact on our business, results of operation, and financial condition.

*Compliance with safety and other vessel requirements imposed by classification societies may be costly and could reduce our net cash flows and net income.*

The hull and machinery of every commercial vessel must be certified as being in class by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and the Safety of Life at Sea Convention. Our vessels are currently enrolled with the ABS, DNV, or Lloyd's, each of which is a member of the International Association of Classification Societies.



Further, to trade internationally, a vessel must attain an International Ship Security Certificate, or ISSC, from a recognized security organization.

A vessel must undergo annual surveys, intermediate surveys and special surveys. In lieu of a special survey, a vessel's machinery may be placed on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Our vessels are on special survey cycles for hull inspection and continuous survey cycles for machinery inspection. Every vessel is also required to be drydocked every two to three years for inspection of its underwater parts.

If any vessel does not maintain its class or fails any annual, intermediate or special survey, the vessel will be unable to trade between ports and will be unemployable and we could be in violation of certain covenants in our credit facilities, which could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*We could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act, UK Bribery Act, and other applicable worldwide anti-corruption laws.*

The U.S. Foreign Corrupt Practices Act (FCPA) and other applicable worldwide anti-corruption laws generally prohibit companies and their intermediaries from making improper payments to government officials for the purpose of obtaining or retaining business. These laws include the recently enacted U.K. Bribery Act, which became effective on July 1, 2011 and which is broader in scope than the FCPA, as it contains no facilitating payments exception. We charter our vessels into some jurisdictions that international corruption monitoring groups have identified as having high levels of corruption. Our activities create the risk of unauthorized payments or offers of payments by one of our employees or agents that could be in violation of the FCPA or other applicable anti-corruption laws. Our policies mandate compliance with applicable anti-corruption laws. Although we have policies, procedures and internal controls in place to monitor internal and external compliance, we cannot assure that our policies and procedures will protect us from governmental investigations or inquiries surrounding actions of our employees or agents. If we are found to be liable for violations of the FCPA or other applicable anti-corruption laws (either due to our own acts or our inadvertence, or due to the acts or inadvertence of others), we could suffer from civil and criminal penalties or other sanctions.

*We may be unable to attract and retain qualified, skilled employees or crew necessary to operate our business.*

Our success depends in large part on our ability to attract and retain highly skilled and qualified personnel. In crewing our vessels, we require technically skilled employees with specialized training who can perform physically demanding work. Competition to attract and retain qualified crew members is intense. If we are not able to increase our rates to compensate for any crew cost increases, it could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends. Any inability we experience in the future to hire, train and retain a sufficient number of qualified employees could impair our ability to manage, maintain and grow our business, which could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Labor interruptions could disrupt our business.*

Our vessels are manned by masters, officers and crews that are employed by third parties. If not resolved in a timely and cost-effective manner, industrial action or other labor unrest could prevent or hinder our operations from being carried out normally and could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*The smuggling of drugs or other contraband onto our vessels may lead to governmental claims against us.*

We expect that our vessels will call in ports in South America and other areas where smugglers attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. To the extent our vessels are found with contraband, whether inside or attached to the hull of our vessel and whether with or without the knowledge of any of our crew, we may face governmental or other regulatory claims which could have an adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Arrests of our vessels by maritime claimants could cause a significant loss of earnings for the related off-hire period.*

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lienholder may enforce its lien by arresting or attaching a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could result in a significant loss of earnings for the related off-hire period. In addition, in jurisdictions where the sister ship theory of liability applies, a claimant may arrest the vessel which is subject to the claimant's maritime lien and any associated vessel, which is any vessel owned or controlled by the same owner. In countries with sister ship liability laws, claims might be asserted against us or any of our vessels for liabilities of other vessels that we own.

*Governments could requisition our vessels during a period of war or emergency, resulting in loss of earnings.*

A government of a vessel's registry could requisition for title or seize our vessels. Requisition for title occurs when a government takes control of a vessel and becomes the owner. A government could also requisition our vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Increases in fuel prices could adversely affect our profits.*

From time to time, we may operate our vessels on spot charters either directly or by placing them in pools with similar vessels. Spot charter arrangements generally provide that the vessel owner or pool operator bear the cost of fuel in the form of bunkers, which is a significant vessel operating expense. We currently have five vessels operating in vessel pools, and we may arrange for more vessels to do so, depending on market conditions. Also, the cost of fuel may also be a factor in negotiating charter rates in the future. As a result, an increase in the price of fuel beyond our expectations may adversely affect our profitability, cash flows and ability to pay dividends. The price and supply of fuel is unpredictable and fluctuates as a result of events outside our control, including geo-political developments, supply and demand for oil and gas, actions by members of the Organization of the Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns and regulations.

*Our results of operations are subject to seasonal fluctuations, which may adversely affect our financial condition.*

We operate our vessels in markets that have historically exhibited seasonal variations in demand and, as a result, charter rates. This seasonality may result in quarter-to-quarter volatility in our operating results, depending on when we enter into our time charters or if our vessels trade on the spot market. The drybulk sector is typically stronger in the fall and winter months in anticipation of increased consumption of coal and raw materials in the northern hemisphere during the winter months. As a result, our revenues could be weaker during the fiscal quarters ended June 30 and September 30, and conversely, our revenue could be stronger during the quarters ended December 31 and March 31. This seasonality could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

#### **Company Specific Risk Factors**

*Our payment obligations and restrictive covenants under our credit facilities may be difficult to satisfy in the current market environment.*

Given the current drybulk rate environment, we anticipate that we may be unable to make required payments under our credit facilities commencing March 31, 2014. Moreover, if the current prolonged weakness in drybulk shipping rates does not abate, we may not be in compliance with the maximum leverage ratio and minimum permitted consolidated interest ratio covenants under our credit facilities once current waivers expire after December 31, 2013. We also may not be in compliance with our minimum cash covenants at or after March 31, 2014, or earlier in the event of sustained weakness in the drybulk shipping sector.

Under the terms of amendments to our 2007 Credit Facility, our \$253 Million Term Loan Facility, and our \$100 Million Term Loan Facility entered into in August 2012 (the August 2012 Agreements ), our next scheduled amortization payments are due in the first quarter of 2014 in the aggregate principal amount of \$55.2 million. Given our current cash reserves and current drybulk shipping rates, we believe we may be unable to meet our scheduled amortization payments as early as March 31, 2014.

In addition to our payment obligations, our credit facilities subject us to a number of restrictive covenants, including covenants governing our ratio of net debt to EBITDA, the minimum amount of cash and cash equivalents we maintain, our ratio of EBITDA to interest expense, and our consolidated net worth. Compliance with the covenants governing our ratios of net debt to EBITDA and EBITDA to interest expense are currently waived through December 31, 2013, but we may not be in compliance with these covenants when these waivers expire. Our minimum cash covenants require us to maintain a minimum cash balance of \$39.8 million as measured at each quarter end, excluding amounts held by Baltic Trading Limited. These covenants have not been waived, and it is possible that we may not be in compliance with these covenants at or after March 31, 2014, or earlier in the event of sustained weakness in the drybulk shipping sector.

We may seek further waivers or modifications to our credit agreements, which may be unavailable or subject to conditions. We may also seek to refinance our indebtedness or raise additional capital through equity or debt offerings or selling assets (including vessels). We cannot be certain that we will accomplish any such actions. Absent such waivers or modifications, if we do not comply with our payment obligations or these covenants and fail to cure our non-compliance following applicable notice and expiration of applicable cure periods, we may be in default of one or more of our credit facilities. If such a default occurs, we may also be in default under the Indenture for our 2010 Notes. As a result, some or all of our indebtedness could be declared immediately due and payable, we may not be able to borrow further under our credit facilities and we may have to seek alternative sources of financing on terms that may not be favorable to us. If we are unable to service or refinance our current or future indebtedness, we may have to take actions such as reducing or delaying acquisitions or capital expenditures, selling assets, seeking additional debt or equity capital, or pursuing other restructuring options. As a result, we may experience a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, notwithstanding the waiver of certain covenants described above, for purposes of our financial statements in each future fiscal quarter, we must test our compliance with the original covenants at all quarterly measurement dates within a year before March 31, 2014 in accordance with GAAP. Under our credit facilities, March 31, 2014 is the first date following expiration of our waivers on which our compliance with the original covenants will be measured. If we would not have been in compliance with the original covenants absent the waivers received and it is probable we would not be in compliance at measurement dates within such year, our indebtedness under the relevant facility would be required to be reclassified as a current liability in such quarter. Any such reclassification would not affect our existing waivers, although there can be no assurance that we could obtain further waivers upon their expiration.

*Our earnings will be adversely affected if we do not successfully employ our vessels.*

As of March 1, 2013, approximately 85% of our vessels were in arrangements in which they were trading at spot market rates through spot market-related time charters or a vessel pool. Forty of our vessels, excluding Baltic Trading's vessels, were engaged under spot market-related time charter contracts that expire (assuming the option periods in the time charters are not exercised) between March 2013 and May 2015, and five of our vessels were trading in the spot charter market through participation in pool arrangements. The remaining eight of the vessels in our fleet were engaged under time charters at fixed rates. The drybulk market is volatile, and in the past charterhire rates for drybulk carriers have sometimes declined below operating costs of vessels. Because we currently charter most of our vessels on spot market-related time charters, we are exposed to the cyclical and volatility of the spot charter market, and we do not have significant long-term, fixed-rate time charters to ameliorate the adverse effects of downturns in the spot market. Capesize vessels, which we operate as part of our fleet, have been particularly susceptible to volatility in spot charter rates.

To the extent our vessels trade in the spot charter market, we may experience fluctuations in revenue, cash flow and net income. The spot charter market is highly competitive, and spot market voyage charter rates may fluctuate dramatically based primarily on the worldwide supply of drybulk vessels available in the market and the worldwide demand for the transportation of drybulk cargoes. We can provide no assurance that future charterhire rates will enable us to operate our vessels profitably. In addition, our standard time charter contracts with our customers specify certain performance parameters, which if not met can result in customer claims. Such claims may have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*We have incurred significant indebtedness, which could affect our ability to finance our operations, pursue desirable business opportunities and successfully run our business in the future, and therefore make it more difficult for us to fulfill our obligations under our indebtedness.*

As of December 31, 2012, we had approximately \$1.6 billion of indebtedness outstanding and shareholders' equity of approximately \$1.3 billion. This substantial indebtedness and related interest expense could have important consequences to our company, including:

- limiting our ability to use a substantial portion of our cash flow from operations in other areas of our business, including for working capital, capital expenditures and other general business activities, because we must dedicate a substantial portion of these funds to service our debt;
- requiring us to seek to incur further indebtedness in order to make the capital expenditures and other expenses or investments planned by us to the extent our future cash flows are insufficient;

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- limiting our ability to obtain additional financing in the future for working capital, capital expenditures, debt service requirements, acquisitions and the execution of our growth strategy, and other expenses or investments planned by us;
- limiting our flexibility and our ability to capitalize on business opportunities and to react to competitive pressures and adverse changes in government regulation, our business and our industry;
- making it more difficult to satisfy our obligations under our indebtedness (which could result in an event of default if we fail to comply with the requirements of our indebtedness);
- increasing our vulnerability to a downturn in our business and to adverse economic and industry conditions generally;
- placing us at a competitive disadvantage as compared to our competitors that are less leveraged;
- limiting our ability, or increasing the costs, to refinance indebtedness; and

- limiting our ability to enter into hedging transactions by reducing the number of counterparties with whom we can enter into such transactions as well as the volume of those transactions.

Our ability to secure additional financing, if needed, may be substantially restricted by the existing level of our indebtedness and the restrictions contained in our credit facilities. The occurrence of any one of the events described above could have a material adverse effect on our business, financial condition, results of operations, prospects, and ability to satisfy our obligations under our indebtedness.

*Restrictive covenants under our credit facilities may restrict our growth and operations.*

Our credit facilities impose operating and financial restrictions that may limit our ability to:

- incur additional indebtedness on satisfactory terms or at all;
- incur liens on our assets;
- sell our vessels or the capital stock of our subsidiaries;
- make investments;
- engage in mergers or acquisitions;
- pay dividends (following an event of default or our breach of a covenant) in the event we are able to resume dividend payments under the waiver of our collateral maintenance covenant which is currently in effect);
- make capital expenditures;
- compete effectively to the extent our competitors are subject to less onerous financial restrictions; and

- change the management of our vessels or terminate or materially amend the management agreement relating to any of our vessels.

Therefore, we may need to seek permission from our lenders in order to engage in some corporate actions. Our lenders' interests may be different from ours, and we cannot guarantee that we will be able to obtain our lenders' permission when needed. This may prevent us from taking actions that are in our best interest and from executing our business strategy of growth through acquisitions and may restrict or limit our ability to pay dividends and finance our future operations.

*We depend upon ten charterers for a large part of our revenues. The loss of one or more of these charterers could adversely affect our financial performance.*

We have derived a significant part of our revenues from a small number of charterers. For the year ended December 31, 2012, approximately 77% of our revenues were derived from 10 charterers, including charterers of Baltic Trading's vessels. Of that amount, approximately 31% of our revenues was derived from one charterer, Cargill. If we were to lose any of these charterers, or if any of these charterers significantly reduced its use of our services or was unable to make charter payments to us, it could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*The aging of our fleet and our practice of purchasing and operating previously owned vessels may result in increased operating costs and vessels off-hire, which could adversely affect our earnings.*

The majority of our drybulk carriers were previously owned by third parties. We may seek additional growth through the acquisition of previously owned vessels. While we typically inspect previously owned vessels before purchase, this does not provide us with the same knowledge about their condition that we would have had if these vessels had been built for and operated exclusively by us. Accordingly, we may not discover defects or other problems with such vessels before purchase. Any such hidden defects or problems, when detected, may be expensive to repair, and if not detected, may result in accidents or other incidents for which we may become liable to third parties. Also, when purchasing previously owned vessels, we do not receive the benefit of any builder warranties if the vessels we buy are older than one year.



In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. The average age of the vessels in our current fleet, excluding Baltic Trading vessels, is approximately 7.8 years. Older vessels are typically less fuel-efficient than more recently constructed vessels due to improvements in engine technology and cargo insurance rates increase with the age of a vessel, making older vessels less desirable to charterers.

Governmental regulations, safety and other equipment standards related to the age of vessels may require expenditures for alterations or the addition of new equipment to some of our vessels and may restrict the type of activities in which these vessels may engage. We cannot assure you that, as our vessels age, market conditions will justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives. As a result, regulations and standards could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*An increase in operating costs could adversely affect our cash flow and financial condition.*

Our vessel operating expenses include the costs of crewing and insurance, which we expect to increase in 2013 compared to 2012. In addition, to the extent we enter the spot charter market, we need to include the cost of bunkers as part of our voyage expenses. The price of bunker fuel may increase in the future. If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and can be substantial. Increases in any of these costs could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*We depend to a significant degree upon third-party managers to provide the technical management of our fleet. Any failure of these technical managers to perform their obligations to us could adversely affect our business.*

We have contracted the technical management of our fleet, including crewing, maintenance and repair services, to third-party technical management companies. The failure of these technical managers to perform their obligations could materially and adversely affect our business, results of operations, cash flows, financial condition and ability to pay dividends.

*In the highly competitive international drybulk shipping industry, we may not be able to compete for charters with new entrants or established companies with greater resources.*

We employ our vessels in a highly competitive market that is capital intensive and highly fragmented. Competition arises primarily from other vessel owners, some of whom have substantially greater resources than we do. Competition for the transportation of drybulk cargoes can be intense and depends on price, location, size, age, condition and the acceptability of the vessel and its managers to the charterers. Due in part to the highly fragmented market, competitors with greater resources could enter and operate larger fleets through consolidations or acquisitions that may be able to offer better prices and fleets than we are able to offer.

*We are currently prohibited from paying dividends or repurchasing our stock, and it is unlikely this prohibition will be lifted until market conditions improve.*

As a condition to certain amendments to our 2007 Credit Facility, we agreed to suspend our cash dividends and share repurchases until we can satisfy the collateral maintenance requirement under this facility. Until market conditions which have resulted in a decline in the value of drybulk vessels improve, it is unlikely that we will be able to meet that condition to reinstate our cash dividends and share repurchases. In addition, under certain agreements we entered into to amend or waive portions of our \$100 Million Term Loan Facility and our \$253 Million Term Facility, we are prohibited from paying dividends while the waivers are in effect through December 31, 2012.

If we were able to reinstate the payment of cash dividends under our credit facilities, we would make dividend payments to our shareholders only if our Board of Directors, acting in its sole discretion, determines that such payments would be in our best interest and in compliance with relevant legal and contractual requirements. The principal business factors that our Board of Directors would consider when determining the timing and amount of dividend payments would be our earnings, financial condition and cash requirements at the time. Marshall Islands law generally prohibits the declaration and payment of dividends other than from surplus. Marshall Islands law also prohibits the declaration and payment of dividends while a company is insolvent or would be rendered insolvent by the payment of such a dividend.

We may incur other expenses or liabilities that would reduce or eliminate the cash available for distribution as dividends. We may also enter into new agreements or the Marshall Islands or another jurisdiction may adopt laws or regulations that place additional restrictions on our ability to pay dividends. If we do not pay dividends, the return on your investment would be limited to the price at which you could sell your shares.

*We may not be able to grow or effectively manage our growth, which could cause us to incur additional indebtedness and other liabilities and adversely affect our business.*

We may seek growth by expanding our business. Our future growth will depend on a number of factors, some of which we can control and some of which we cannot. These factors include our ability to:

- identify vessels for acquisition;

- consummate acquisitions or establish joint ventures;
- integrate acquired vessels successfully with our existing operations;
- expand our customer base; and
- obtain required financing for our existing and new operations.

Currently, there is no availability under our existing credit facilities, excluding Baltic Trading's credit facility. Additionally, under our 2007 Credit Facility, we are subject to a quarterly cash sweep of amounts above \$100 million as described in Note 9 Long-Term Debt in our consolidated financial statements, which limits the amount of cash we can retain from equity or debt financings. These limitations place significant restrictions on financing that we could use for our growth.

Growing any business by acquisition presents numerous risks, including undisclosed liabilities and obligations, difficulty obtaining additional qualified personnel, managing relationships with customers and suppliers and integrating newly acquired operations into existing infrastructures. Future acquisitions could result in the incurrence of additional indebtedness and liabilities that could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends. In addition, competition from other buyers for vessels could reduce our acquisition opportunities or cause us to pay a higher price than we might otherwise pay. We cannot assure you that we will be successful in executing our growth plans or that we will not incur significant expenses and losses in connection with these plans.

*Our outstanding convertible notes could affect our business in the future.*

The issuance of our 5.00% Convertible Senior Notes due August 15, 2015 (the 2010 Notes ) could affect us and our business in the following ways:

- The indebtedness associated with the 2010 Notes, together with indebtedness incurred under our 2007 Credit Facility, \$253 Million Term Loan Facility, \$100 Million Term Loan Facility and the 2010 Baltic Trading Credit Facility, is substantial. Our ability to obtain additional financing or pursue new business opportunities may be negatively impacted.
- We may need to refinance the 2010 Notes and our other debt on terms that may be unfavorable to us (if refinancing is available at all) if our cash flow is insufficient to service the 2010 Notes and such other debt.

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- We may make cash payments to satisfy our conversion obligations under the 2010 Notes, which could materially adversely affect our liquidity, cash flows, and results of operations.
- In the event of certain mergers or acquisitions of us, the indenture for the 2010 Notes may require us to repurchase the 2010 Notes or the surviving entity to assume our obligations under the 2010 Notes. These requirements may deter or prevent a business combination that may be favorable to our securityholders.

*We currently maintain all of our cash and cash equivalents with five financial institutions, which subjects us to credit risk.*

We currently maintain all of our cash and cash equivalents with five financial institutions. None of our balances are covered by insurance in the event of default by the financial institutions. The occurrence of such a default of any of these institutions could therefore have a material adverse effect on our business, financial condition, results of operations and cash flows.

*If we are unable to fund our capital expenditures, we may not be able to continue to operate some of our vessels, which would have a material adverse effect on our business and our ability to pay dividends.*

In order to fund our capital expenditures, we may be required to incur borrowings or raise capital through the sale of debt or equity securities. Our ability to borrow money and access the capital markets through future offerings may be limited by our financial condition at the time of any such offering as well as by adverse market conditions resulting from, among other things, general economic conditions and contingencies and uncertainties that are beyond our control. Our failure to obtain the funds for necessary future capital expenditures would limit our ability to continue to operate some of our vessels or impair the value of our vessels and could have a material adverse effect on our business, results of operations, financial condition, cash flows and ability to pay dividends. Even if we are successful in obtaining such funds through financings, the terms of such financings could further limit our ability to pay dividends.

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*We are a holding company, and we depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial obligations or to make dividend payments.*

We are a holding company, and our subsidiaries, which are all wholly owned by us, either directly or indirectly, conduct all of our operations and own all of our operating assets. We have no significant assets other than the equity interests in our wholly owned subsidiaries. As a result, our ability to satisfy our financial obligations and to pay dividends to our shareholders depends on the ability of our subsidiaries to distribute funds to us. In turn, the ability of our subsidiaries to make dividend payments to us will be dependent on them having profits available for distribution and, to the extent that we are unable to obtain dividends from our subsidiaries, this will limit the discretion of our Board of Directors to pay or recommend the payment of dividends.

*We are at risk for the creditworthiness of our charterers.*

The actual or perceived credit quality of our charterers, and any defaults by them, or market conditions affecting the time charter market and the credit markets, may materially affect our ability to obtain the additional capital resources that may be required to purchase additional vessels or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing at all or at a higher than anticipated cost may have a material adverse affect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*If management is unable to continue to provide reports as to the effectiveness of our internal control over financial reporting or our independent registered public accounting firm is unable to continue to provide us with unqualified attestation reports as to the effectiveness of our internal control over financial reporting, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our common stock.*

Under Section 404 of the Sarbanes-Oxley Act of 2002, we are required to include in this and each of our future annual reports on Form 10-K a report containing our management's assessment of the effectiveness of our internal control over financial reporting and a related attestation of our independent registered public accounting firm. If, in such future annual reports on Form 10-K, our management cannot provide a report as to the effectiveness of our internal control over financial reporting or our independent registered public accounting firm is unable to provide us with an unqualified attestation report as to the effectiveness of our internal control over financial reporting as required by Section 404, investors could lose confidence in the reliability of our consolidated financial statements, which could result in a decrease in the value of our common stock.

*If we are unable to operate our financial and operations systems effectively or to recruit suitable employees as we expand our fleet, our performance may be adversely affected.*

Our current financial and operating systems may not be adequate as we implement our plan to expand the size of our fleet, and our attempts to improve those systems may be ineffective. In addition, as we expand our fleet, we will have to rely on our outside technical managers to recruit suitable additional seafarers and shore-based administrative and management personnel. We cannot assure you that our outside technical managers will be able to continue to hire suitable employees as we expand our fleet.

*We may be unable to attract and retain key management personnel and other employees in the shipping industry, which may negatively affect the effectiveness of our management and our results of operations.*

Our success depends to a significant extent upon the abilities and efforts of our management team and our ability to hire and retain key members of our management team. The loss of any of these individuals could adversely affect our business prospects and financial condition. Difficulty in hiring and retaining personnel could have a material adverse effect our business, results of operations, cash flows, financial condition and ability to pay dividends. We do not intend to maintain key man life insurance on any of our officers.

*Arrangements relating to our Baltic Trading subsidiary and MEP could require significant time and attention from our personnel and may result in conflicts of interest.*

Our subsidiary, Baltic Trading, conducts a shipping business focused on the drybulk industry spot market. Some of our personnel provide services to Baltic Trading, including our Chief Financial Officer. This requires substantial time and attention from these individuals and reduces their availability to serve us. Our Chairman and two of our directors serve on the Baltic Trading board of directors. Our officers and directors who also serve Baltic Trading may encounter situations in which their fiduciary obligations to us and to Baltic Trading are in conflict. The Omnibus Agreement entered into between us and Baltic Trading is intended to reduce these conflicts by granting a right of first refusal to Baltic Trading for certain spot chartering opportunities and to us for other business opportunities. However, these arrangements and/or the resolutions of these conflicts may not always be in our best interest or that of our shareholders and could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

We provide technical services for drybulk vessels purchased by MEP under an agency agreement between us and MEP. These services include oversight of crew management, insurance, drydocking, ship operations and financial statement preparation, but do not include chartering services. This requires substantial time and attention from these individuals and reduces their availability to

serve us. Our Chairman controls and has a minority interest in MEP. This arrangement was approved by an independent committee of our Board of Directors. Although we do not provide MEP with chartering services or assistance with the purchase and sale of vessels, the arrangement under the agency agreement may not always be in our best interest or that of our shareholders and could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Our Chairman may pursue business opportunities in our industry that may conflict with our interests.*

Our Chairman, Peter C. Georgiopoulos, is not an employee of our company and is not contractually committed to remain as a director of our company or to refrain from other activities in our industry. Mr. Georgiopoulos actively reviews potential investment opportunities in the shipping industry, including the drybulk sector, from time to time. Mr. Georgiopoulos controls and has a minority interest in MEP, which owns an aggregate of 12 drybulk vessels. Mr. Georgiopoulos has informed us that so long as he is a director of our company, prior to making an investment in an entity owning or operating drybulk vessels, he intends to disclose the details of such investment to our board and our independent directors and allow us to pursue the opportunity to the extent we choose to do so and are able. However, in the event we choose not to pursue any such opportunity or are not able to obtain such an opportunity, Mr. Georgiopoulos may proceed, either alone or with others, with such investments. As a result of such investments, Mr. Georgiopoulos may have independent interests in the ownership and operation of drybulk vessels that may conflict with our interests.

*We may not have adequate insurance to compensate us if we lose our vessels or to compensate third parties.*

There are a number of risks associated with the operation of ocean-going vessels, including mechanical failure, collision, human error, war, terrorism, piracy, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. Any of these events may result in loss of revenues, increased costs and decreased cash flows. In addition, the operation of any vessel is subject to the inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade.

We are insured against tort claims and some contractual claims (including claims related to environmental damage and pollution) through memberships in protection and indemnity associations or clubs, or P&I Associations. As a result of such membership, the P&I Associations provide us coverage for such tort and contractual claims. We also carry hull and machinery insurance and war risk insurance for our fleet. We insure our vessels for third-party liability claims subject to and in accordance with the rules of the P&I Associations in which the vessels are entered. We currently maintain insurance against loss of hire, which covers business interruptions that result in the loss of use of a vessel. We can give no assurance that we will be adequately insured against all risks. We may not be able to obtain adequate insurance coverage for our fleet in the future. The insurers may not pay particular claims. Our insurance policies contain deductibles for which we will be responsible and limitations and exclusions which may increase our costs or lower our revenue.

We cannot assure you that we will be able to renew our insurance policies on the same or commercially reasonable terms, or at all, in the future. For example, more stringent environmental regulations have led in the past to increased costs for, and in the future may result in the lack of availability of, protection and indemnity insurance against risks of environmental damage or pollution. Any uninsured or underinsured loss could harm our business, results of operations, cash flows, financial condition and ability to pay dividends. In addition, our insurance may be voidable by the insurers as a result of certain of our actions, such as our ships failing to maintain certification with applicable maritime self-regulatory organizations. Further, we cannot assure you that our insurance policies will cover all losses that we incur, or that disputes over insurance claims will not arise with our insurance carriers. Any claims covered by insurance would be subject to deductibles, and since it is possible that a large number of claims may be brought, the aggregate amount of these deductibles could be material. In addition, our insurance policies are subject to limitations and exclusions, which may increase our costs or lower our revenues, thereby possibly having a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*We are subject to funding calls by our protection and indemnity associations, and our associations may not have enough resources to cover claims made against them.*

We are indemnified for legal liabilities incurred while operating our vessels through membership in P&I Associations. P&I Associations are mutual insurance associations whose members must contribute to cover losses sustained by other association members. The objective of a P&I Association is to provide mutual insurance based on the aggregate tonnage of a member's vessels entered into the association. Claims are paid through the aggregate premiums of all members of the association, although members remain subject to calls for additional funds if the aggregate premiums are insufficient to cover claims submitted to the association. Claims submitted to the association may include those incurred by members of the association, as well as claims submitted to the association from other P&I Associations with which our P&I Association has entered into interassociation agreements. We cannot assure you that the P&I Associations to which we belong will remain viable or that we will not become subject to additional funding calls which could adversely affect us.



*We may have to pay U.S. tax on U.S. source income, which would reduce our net income and cash flows.*

If we do not qualify for an exemption pursuant to Section 883 of the U.S. Internal Revenue Code of 1986, as amended, or the Code, which we refer to as Section 883, then we will be subject to U.S. federal income tax on our shipping income that is derived from U.S. sources. If we are subject to such tax, our net income and cash flows would be reduced by the amount of such tax.

We will qualify for exemption under Section 883 if, among other things, our stock is treated as primarily and regularly traded on an established securities market in the United States. Under applicable Treasury regulations, we may not satisfy this publicly-traded requirement in any taxable year in which 50% or more of our stock is owned for more than half the days in such year by persons who actually or constructively own 5% or more of our stock, which we sometimes refer to as 5% shareholders.

Based on the ownership of our stock, we believe that we satisfied the publicly traded requirement for an exemption from U.S. federal income tax on our shipping income pursuant to Section 883 of the U.S. Internal Revenue Code of 1986, as amended, for 2010 and 2011. However, if 5% shareholders were to own 50% or more of our stock for more than half the days of any taxable year, we may not be eligible to claim exemption from tax under Section 883 for such taxable year. As of December 31, 2012, based on the holdings of our Chairman, Peter C. Georgiopoulos and the holdings of other investors reported on Schedule 13G, our 5% shareholders owned approximately 30% of our common stock. We can provide no assurance that changes and shifts in the ownership of our stock by 5% shareholders will not preclude us from qualifying for exemption from tax under Section 883 in future years.

If we do not qualify for the Section 883 exemption, our shipping income derived from U.S. sources, or 50% of our gross shipping income attributable to transportation beginning or ending in the United States, would be subject to a 4% tax without allowance for deductions.

Baltic Trading is also incorporated in the Marshall Islands. However, Baltic Trading did not qualify for an exemption under Section 883 upon consummation of its IPO because it did not satisfy the publicly traded requirement as described above. Since Baltic Trading's IPO was completed on March 15, 2010, we have indirectly owned shares of Baltic Trading's Class B Stock which has provided us with over 50% of the combined voting power of all classes of Baltic Trading's voting stock. As such, Baltic Trading is subject to income tax on its United States source income. During the years ended December 31, 2012, 2011 and 2010, Baltic Trading had United States operations which resulted in United States source income of approximately \$1.4 million, \$3.1 million and \$2.5 million, respectively.

In addition, our revenues derived from our technical and commercial management provided to Baltic Trading and MEP resulted in U.S. source income for which we are subject to U.S. income tax on a net basis. These revenues totaled approximately \$6.1 million, \$6.3 million and \$6.7 million during the years ended December 31, 2012, 2011 and 2010, respectively.

*U.S. tax authorities could treat us as a passive foreign investment company, which could have adverse U.S. federal income tax consequences to U.S. shareholders.*

A foreign corporation generally will be treated as a passive foreign investment company, which we sometimes refer to as a PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of passive income or (2) at least 50% of its assets (averaged over the year and generally determined based upon value) produce or are held for the production of passive income. U.S.

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shareholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to distributions they receive from the PFIC and gain, if any, they derive from the sale or other disposition of their stock in the PFIC.

For purposes of these tests, passive income generally includes dividends, interest, gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business, as defined in applicable Treasury regulations. For purposes of these tests, income derived from the performance of services does not constitute passive income. By contrast, rental income would generally constitute passive income unless we were treated under specific rules as deriving our rental income in the active conduct of a trade or business. We do not believe that our existing operations would cause us to be deemed a PFIC with respect to any taxable year. In this regard, we treat the gross income we derive or are deemed to derive from our time and spot chartering activities as services income, rather than rental income. Accordingly, we believe that (1) our income from our time and spot chartering activities does not constitute passive income and (2) the assets that we own and operate in connection with the production of that income do not constitute passive assets.

While there is no direct legal authority under the PFIC rules addressing our method of operation, there is legal authority supporting this position consisting of case law and pronouncements by the United States Internal Revenue Service, which we sometimes refer to as the IRS, concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, it should be noted that there is also authority that characterizes time charter income as rental income rather than services income for other tax purposes. Accordingly, no assurance can be given that the IRS or a court of law will

accept our position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, because there are uncertainties in the application of the PFIC rules, because the PFIC test is an annual test, and because, although we intend to manage our business so as to avoid PFIC status to the extent consistent with our other business goals, there could be changes in the nature and extent of our operations in future years, there can be no assurance that we will not become a PFIC in any taxable year.

If we were to be treated as a PFIC for any taxable year (and regardless of whether we remain a PFIC for subsequent taxable years), our U.S. shareholders would face adverse U.S. tax consequences. Under the PFIC rules, unless a shareholder makes certain elections available under the Code (which elections could themselves have adverse consequences for such shareholder), such shareholder would be liable to pay U.S. federal income tax at the highest applicable income tax rates on ordinary income upon the receipt of excess distributions and upon any gain from the disposition of our common stock, plus interest on such amounts, as if such excess distribution or gain had been recognized ratably over the shareholder's holding period of our common stock.

*Because we generate all of our revenues in U.S. dollars but incur a portion of our expenses in other currencies, exchange rate fluctuations could hurt our results of operations.*

We generate all of our revenues in U.S. dollars, but we may incur drydocking costs, special survey fees and other expenses in other currencies. If our expenditures on such costs and fees were significant, and the U.S. dollar were weak against such currencies, our business, results of operations, cash flows, financial condition and ability to pay dividends could be adversely affected.

*Legislative action relating to taxation could materially and adversely affect us.*

Our tax position could be adversely impacted by changes in tax laws, tax treaties or tax regulations or the interpretation or enforcement thereof by any tax authority. For example, legislative proposals have been introduced in the U.S. Congress which, if enacted, could change the circumstances under which we would be treated as a U.S. person for U.S. federal income tax purposes, which could materially and adversely affect our effective tax rate and cash tax position and require us to take action, at potentially significant expense, to seek to preserve our effective tax rate and cash tax position. We cannot predict the outcome of any specific legislative proposals.

## **RISK FACTORS RELATED TO OUR COMMON STOCK**

*Certain shareholders own large portions of our outstanding common stock, which may limit your ability to influence our actions.*

As of December 31, 2012, Peter C. Georgiopoulos, our Chairman, owned approximately 10.63% of our common stock directly or through Fleet Acquisition LLC. Also as of December 31, 2012, Nevada Capital Corporation Limited, a company unaffiliated with Mr. Georgiopoulos, owned approximately 13.55% of our common stock. As a result of this share ownership and for so long as either such shareholder owns a significant percentage of our outstanding common stock, either such shareholder will be able to influence the outcome of any shareholder vote, including the election of directors, the adoption or amendment of provisions in our articles of incorporation or by-laws and possible mergers, corporate control contests and other significant corporate transactions. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, merger, consolidation, takeover or other business combination involving us. This concentration of ownership could also discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us, which could in turn have

an adverse effect on the market price of our common stock.

*Because we are a foreign corporation, you may not have the same rights or protections that a shareholder in a United States corporation may have.*

We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law and may make it more difficult for our shareholders to protect their interests. Our corporate affairs are governed by our amended and restated articles of incorporation and bylaws and the Marshall Islands Business Corporations Act, or BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. The rights and fiduciary responsibilities of directors under the law of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain U.S. jurisdictions and there have been few judicial cases in the Marshall Islands interpreting the BCA. Shareholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our public shareholders may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling shareholders than would shareholders of a corporation incorporated in a U.S. jurisdiction. Therefore, you may have more difficulty in protecting your interests as a shareholder in the face of actions by the management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction.

*Future sales of our common stock could cause the market price of our common stock to decline.*

The market price of our common stock could decline due to sales of a large number of shares in the market, including sales of shares by our large shareholders, or the perception that these sales could occur. These sales could also make it more difficult or impossible for us to sell equity securities in the future at a time and price that we deem appropriate to raise funds through future offerings of common stock. We have entered into a registration rights agreement with Fleet Acquisition LLC that entitles it to have all the shares

of our common stock that it owns registered for sale in the public market under the Securities Act of 1933, as amended (the Securities Act ) and, pursuant to the registration rights agreement, registered Fleet Acquisition LLC's shares on a registration statement on Form S-3 in February 2007. We also registered on Form S-8 for an aggregate of 2,000,000 shares issued or issuable under our 2005 equity compensation plan. Additionally, a Form S-8 was also registered on August 17, 2012 for an aggregate of 3,000,000 shares issued or issuable under our 2012 equity compensation plan.

*We may need to raise additional capital in the future, which may not be available on favorable terms or at all or which may dilute our common stock or adversely affect its market price.*

We may require additional capital to expand our business and increase revenues, add liquidity in response to negative economic conditions, meet unexpected liquidity needs caused by industry volatility or uncertainty and reduce our outstanding indebtedness under our existing facilities. To the extent that our existing capital and borrowing capabilities are insufficient to meet these requirements and cover any losses, we will need to raise additional funds through debt or equity financings, including offerings of our common stock, securities convertible into our common stock, or rights to acquire our common stock or curtail our growth and reduce our assets or restructure arrangements with existing security holders. Any equity or debt financing, or additional borrowings, if available at all, may be on terms that are not favorable to us. Equity financings could result in dilution to our stockholders, as described further below, and the securities issued in future financings may have rights, preferences and privileges that are senior to those of our common stock. If our need for capital arises because of significant losses, the occurrence of these losses may make it more difficult for us to raise the necessary capital. If we cannot raise funds on acceptable terms if and when needed, we may not be able to take advantage of future opportunities, grow our business or respond to competitive pressures or unanticipated requirements.

*Conversion of the 2010 Notes may dilute the ownership interest of existing stockholders.*

The conversion of some or all of the 2010 Notes may dilute the ownership interests of existing stockholders. Any sales in the public market of any of our common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the anticipated conversion of the 2010 Notes into shares of our common stock or a combination of cash and shares of our common stock could depress the price of our common stock.

*Future issuances of our common stock could dilute our shareholders' interests in our company.*

We may, from time to time, issue additional shares of common stock to support our growth strategy, reduce debt or provide us with capital for other purposes that our Board of Directors believes to be in our best interest. To the extent that an existing shareholder does not purchase additional shares that we may issue, that shareholder's interest in our company will be diluted, which means that its percentage of ownership in our company will be reduced. Following such a reduction, that shareholder's common stock would represent a smaller percentage of the vote in our Board of Directors' elections and other shareholder decisions.

*Volatility in the market price and trading volume of our common stock could adversely impact the trading price of our common stock.*

The stock market in recent years has experienced significant price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies like us. These broad market factors may materially reduce the market price of our common stock,

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regardless of our operating performance. The market price of our common stock, which has experienced significant price and volume fluctuations in recent months, could continue to fluctuate significantly for many reasons, including in response to the risks described herein or for reasons unrelated to our operations, such as reports by industry analysts, investor perceptions or negative announcements by our competitors or suppliers regarding their own performance, as well as industry conditions and general financial, economic and political instability. A decrease in the market price of our common stock would adversely impact the value of your shares of common stock.

*Provisions of our amended and restated articles of incorporation and by-laws may have anti-takeover effects which could adversely affect the market price of our common stock.*

Several provisions of our amended and restated articles of incorporation and by-laws, which are summarized below, may have anti-takeover effects. These provisions are intended to avoid costly takeover battles, lessen our vulnerability to a hostile change of control and enhance the ability of our Board of Directors to maximize shareholder value in connection with any unsolicited offer to acquire our company. However, these anti-takeover provisions could also discourage, delay or prevent (1) the merger or acquisition of our company by means of a tender offer, a proxy contest or otherwise that a shareholder may consider in its best interest and (2) the removal of incumbent officers and directors.

*Blank Check Preferred Stock.*

Under the terms of our amended and restated articles of incorporation, our Board of Directors has the authority, without any further vote or action by our shareholders, to authorize our issuance of up to 25,000,000 shares of blank check preferred stock. Our Board of Directors may issue shares of preferred stock on terms calculated to discourage, delay or prevent a change of control of our company or the removal of our management.

*Classified Board of Directors.*

Our amended and restated articles of incorporation provide for the division of our Board of Directors into three classes of directors, with each class as nearly equal in number as possible, serving staggered, three-year terms beginning upon the expiration of the initial term for each class. Approximately one-third of our Board of Directors is elected each year. This classified board provision could discourage a third party from making a tender offer for our shares or attempting to obtain control of us. It could also delay shareholders who do not agree with the policies of our Board of Directors from removing a majority of our Board of Directors for up to two years.

*Election and Removal of Directors.*

Our amended and restated articles of incorporation prohibit cumulative voting in the election of directors. Our by-laws require parties other than the board of directors to give advance written notice of nominations for the election of directors. Our articles of incorporation also provide that our directors may be removed only for cause and only upon the affirmative vote of 66 $\frac{2}{3}$ % of the outstanding shares of our capital stock entitled to vote for those directors or by a majority of the members of the board of directors then in office. These provisions may discourage, delay or prevent the removal of incumbent officers and directors.

*Limited Actions by Shareholders.*

Our amended and restated articles of incorporation and our by-laws provide that any action required or permitted to be taken by our shareholders must be effected at an annual or special meeting of shareholders or by the unanimous written consent of our shareholders. Our amended and restated articles of incorporation and our by-laws provide that, subject to certain exceptions, our Chairman, President, or Secretary at the direction of the Board of Directors may call special meetings of our shareholders and the business transacted at the special meeting is limited to the purposes stated in the notice.

*Advance Notice Requirements for Shareholder Proposals and Director Nominations.*

Our by-laws provide that shareholders seeking to nominate candidates for election as directors or to bring business before an annual meeting of shareholders must provide timely notice of their proposal in writing to the corporate secretary. Generally, to be timely, a shareholder's notice must be received at our principal executive offices not less than 150 days nor more than 180 days before the date on which we first mailed our proxy materials for the preceding year's annual meeting. Our by-laws also specify requirements as to the form and content of a shareholder's notice. These provisions may impede a shareholder's ability to bring matters before an annual meeting of shareholders or make nominations for directors at an annual meeting of shareholders.

*It may not be possible for our investors to enforce U.S. judgments against us.*

We are incorporated in the Republic of the Marshall Islands and most of our subsidiaries are also organized in the Marshall Islands. Substantially all of our assets and those of our subsidiaries are located outside the United States. As a result, it may be difficult or impossible for

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United States shareholders to serve process within the United States upon us or to enforce judgment upon us for civil liabilities in United States courts. In addition, you should not assume that courts in the countries in which we are incorporated or where our assets are located (1) would enforce judgments of United States courts obtained in actions against us based upon the civil liability provisions of applicable United States federal and state securities laws or (2) would enforce, in original actions, liabilities against us based upon these laws.

### ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

### ITEM 2. PROPERTIES

We do not own any real property. In September 2005, we entered into a 15-year lease for office space in New York, New York. The monthly rental is as follows: Free rent from September 1, 2005 to July 31, 2006, \$40,000 per month from August 1, 2006 to August 31, 2011, \$43,000 per month from September 1, 2011 to August 31, 2016, and \$46,000 per month from September 1, 2016 to August 31, 2021. The monthly straight-line rental expense from September 1, 2005 to August 31, 2021 is \$39,000. We have the option to extend the lease for a period of five years from September 1, 2021 to August 31, 2026. The rent for the renewal period will be based on the prevailing market rate for the six months prior to the commencement date of the extension term. On January 6, 2012, we ceased use of this space. Refer to Note 19 Commitments and Contingencies in our consolidated financial statements for further information.

Future minimum rental payments on the above lease for the next five years and thereafter are as follows: \$0.5 million for 2013 through 2016, \$0.6 million for 2017 and a total of \$2.0 million for the remaining term of the lease.

Effective April 4, 2011, we entered into a seven-year sub-sublease agreement for additional office space in New York, New York. The term of the sub-sublease commenced June 1, 2011, with a free base rental period until October 31, 2011. Following the



expiration of the free base rental period, the monthly base rental payments are \$82,000 per month until May 31, 2015 and thereafter will be \$90,000 per month until the end of the seven-year term. We have also entered into a direct lease with the over-landlord of such office space that commences immediately upon the expiration of such sub-sublease agreements, for a term covering the period from May 1, 2018 to September 30, 2025; the direct lease provides for a free base rental period from May 1, 2018 to September 30, 2018. Following the expirations of the free base rental period, the monthly base rental payments will be \$186,000 per month from October 1, 2018 to April 30, 2023 and \$204,000 per month from May 1, 2023 to September 30, 2025. For accounting purposes, the sub-sublease agreement and direct lease agreement with the landlord constitute one lease agreement. As a result of the straight-line rent calculation generated by the free rent period and the tenant work credit, the monthly straight-line rental expense for the term of the entire lease from June 1, 2011 to September 30, 2025 is \$130,000.

Future minimum rental payments on the above lease for the next five years and thereafter are as follows: \$1.0 million for 2013 through 2015, \$1.1 million for 2016 through 2017 and a total of \$16.5 million for the remaining term of the lease.

For a description of our vessels, see [Our Fleet](#) in Item 1, [Business](#) in this report.

We consider each of our significant properties to be suitable for its intended use.

### **ITEM 3. LEGAL PROCEEDINGS**

We have not been involved in any legal proceedings which we believe are likely to have, or have had a significant effect on our business, financial position, results of operations or cash flows, nor are we aware of any proceedings that are pending or threatened which we believe are likely to have a significant effect on our business, financial position, results of operations or liquidity. From time to time, we may be subject to legal proceedings and claims in the ordinary course of business, principally personal injury and property casualty claims. We expect that these claims would be covered by insurance, subject to customary deductibles. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## **PART II**

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND PURCHASES OF EQUITY SECURITIES**

**MARKET INFORMATION, HOLDERS AND DIVIDENDS**

Our common stock is traded on the New York Stock Exchange ( NYSE ) under the symbol GNK. The following table sets forth for the periods indicated the high and low prices for the common stock as reported by the NYSE:

| <b>FISCAL YEAR ENDED DECEMBER 31, 2012</b> |    | <b>HIGH</b> |    | <b>LOW</b> |
|--|----|-------------|----|------------|
| 1st Quarter                                | \$ | 10.12       | \$ | 5.93       |
| 2nd Quarter                                | \$ | 6.45        | \$ | 2.75       |
| 3rd Quarter                                | \$ | 4.54        | \$ | 2.09       |
| 4th Quarter                                | \$ | 4.12        | \$ | 2.40       |

| <b>FISCAL YEAR ENDED DECEMBER 31, 2011</b> |    | <b>HIGH</b> |    | <b>LOW</b> |
|--|----|-------------|----|------------|
| 1st Quarter                                | \$ | 15.47       | \$ | 10.69      |
| 2nd Quarter                                | \$ | 10.91       | \$ | 6.28       |
| 3rd Quarter                                | \$ | 9.75        | \$ | 4.15       |
| 4th Quarter                                | \$ | 10.14       | \$ | 5.78       |

As of March 1, 2012, there were approximately 131 holders of record of our common stock.

Until January 26, 2009, our dividend policy was to declare quarterly distributions to shareholders, which commenced in November 2005, by each February, May, August and November substantially equal to our available cash from operations during the previous quarter, less cash expenses for that quarter (principally vessel operating expenses and debt service) and any reserves our Board of Directors determined we should maintain. These reserves covered, among other things, drydocking, repairs, claims, liabilities and other obligations, interest expense and debt amortization, acquisitions of additional assets and working capital. Under the terms of the 2009 Amendment to our 2007 Credit Facility (discussed in the Liquidity and Capital Resources section of Management's Discussion and Analysis of Financial Condition and Results of Operations in this report and in Note 9 Long-Term Debt of our consolidated financial statements), we have suspended payment of cash dividends indefinitely beginning the quarter ended December 31, 2008. To reinstate our cash dividends under the 2007 Credit Facility, we must be able to represent to the lenders that

we are in a position to again satisfy the collateral maintenance covenant under this facility. In addition, under the terms of the August 2012 Agreements, we are prohibited from paying dividends through December 31, 2013. There were no dividends declared during the years ended December 31, 2012, 2011 and 2010.

## EQUITY COMPENSATION PLAN INFORMATION

The following table provides information as of December 31, 2012 regarding the number of shares of our common stock that may be issued under the 2012 Equity Incentive Plan, which is our current sole equity compensation plan:

| Plan category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights<br>(a) | Weighted-average exercise price of outstanding options, warrants and rights<br>(b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))<br>(c) |
|--|--|--|--|
| Equity compensation plans approved by security holders     |  | \$   | 2,853,325  |
| Equity compensation plans not approved by security holders |  |  |  |
| <b>Total</b>   |  | \$   | <b>2,853,325</b>   |

## SHARE REPURCHASE PROGRAM

Refer to the Share Repurchase Program section of Item 7 for a summary of cumulative share repurchases made pursuant to the Share Repurchase Program.

## ITEM 6. SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

|  | For the Years Ended December 31, |            |            |            |            |
|--|----------------------------------|------------|------------|------------|------------|
|  | 2012                             | 2011       | 2010       | 2009       | 2008       |
| <b>Income Statement Data:</b>                                      |                                  |            |            |            |            |
| (U.S. dollars in thousands except for share and per share amounts) |                                  |            |            |            |            |
| <i>Revenues:</i>   |                                  |            |            |            |            |
| Voyage revenues  | \$ 223,159                       | \$ 388,929 | \$ 447,438 | \$ 379,531 | \$ 405,370 |
| Service revenues   | 3,294                            | 3,285      | 1,249      |            |            |
| Total revenues   | \$ 226,453                       | \$ 392,214 | \$ 448,687 | \$ 379,531 | \$ 405,370 |
| <i>Operating Expenses:</i>   |                                  |            |            |            |            |

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|  |                |                |                |                |                |
|--|----------------|----------------|----------------|----------------|----------------|
| Voyage expenses  | 7,009          | 4,457          | 4,467          | 5,024          | 5,116          |
| Vessel operating expenses  | 114,318        | 105,514        | 78,976         | 57,311         | 47,130         |
| General, administrative and management fees                        | 35,673         | 33,928         | 29,081         | 18,554         | 19,814         |
| Depreciation and amortization                                      | 139,063        | 136,203        | 115,663        | 88,150         | 71,395         |
| Other operating income   | (265)          | (527)          | (791)          |                |                |
| Loss on forfeiture of vessel deposits                              |                |                |                |                | 53,765         |
| Gain on sale of vessels  |                |                |                |                | (26,227)       |
| <b>Total operating expenses</b>                                    | <b>295,798</b> | <b>279,575</b> | <b>227,396</b> | <b>169,039</b> | <b>170,993</b> |
| Operating (loss) income  | (69,345)       | 112,639        | 221,291        | 210,492        | 234,377        |
| Other expense  | (87,209)       | (86,186)       | (72,042)       | (61,868)       | (147,797)      |
| (Loss) income before income taxes                                  | (156,554)      | 26,453         | 149,249        | 148,624        | 86,580         |
| Income tax expense   | (1,222)        | (1,385)        | (1,840)        |                |                |
| Net (loss) income  | (157,776)      | 25,068         | 147,409        | 148,624        | 86,580         |
| Less: Net (loss) income attributable to noncontrolling interest    | (12,848)       | (318)          | 6,166          |                |                |
| Net (loss) income attributable to Genco Shipping & Trading Limited | \$ (144,928)   | \$ 25,386      | \$ 141,243     | \$ 148,624     | \$ 86,580      |
| Net (loss) income per share - basic                                | \$ (3.47)      | \$ 0.72        | \$ 4.28        | \$ 4.75        | \$ 2.86        |
| Net (loss) income per share - diluted                              | \$ (3.47)      | \$ 0.72        | \$ 4.07        | \$ 4.73        | \$ 2.84        |
| Dividends declared per share                                       |                | \$             | \$             | \$             | \$ 3.85        |
| Weighted average common shares outstanding - Basic                 | 41,727,075     | 35,179,244     | 32,987,449     | 31,295,212     | 30,290,016     |
| Weighted average common shares outstanding - Diluted               | 41,727,075     | 35,258,205     | 35,891,373     | 31,445,063     | 30,452,850     |

**Balance Sheet Data:**

(U.S. dollars in thousands, at end of period)

|   |           |            |            |            |            |
|---|-----------|------------|------------|------------|------------|
| Cash and cash equivalents                                   | \$ 72,600 | \$ 227,968 | \$ 270,877 | \$ 188,267 | \$ 124,956 |
| Total assets  | 2,843,371 | 3,119,277  | 3,182,708  | 2,336,802  | 1,990,006  |
| Total debt (current and long-term, including notes payable) | 1,524,357 | 1,694,393  | 1,746,248  | 1,327,000  | 1,173,300  |
| Total shareholders equity                                   | 1,261,207 | 1,361,618  | 1,348,153  | 928,925    | 696,478    |

**Other Data:**

(U.S. dollars in thousands)

|   |             |            |            |            |            |
|---|-------------|------------|------------|------------|------------|
| Net cash (used in) provided by operating activities | \$ (18,834) | \$ 158,183 | \$ 262,680 | \$ 219,729 | \$ 267,416 |
| Net cash used in investing activities               | (3,669)     | (133,367)  | (870,230)  | (306,210)  | (514,288)  |
| Net cash (used in) provided by financing activities | (132,865)   | (67,725)   | 690,160    | 149,792    | 300,332    |
| EBITDA (1)  | \$ 82,537   | \$ 249,080 | \$ 330,711 | \$ 298,330 | \$ 208,807 |

(1) EBITDA represents net (loss) income attributable to Genco Shipping & Trading Limited plus net interest expense, taxes and depreciation and amortization. EBITDA is included because it is used by management and certain investors as a measure of operating performance. EBITDA is used by analysts in the shipping industry as a common performance measure to compare results across peers. Our management uses EBITDA as a performance measure in our consolidated internal financial statements, and it is presented for review at our board meetings. We believe that EBITDA is useful to investors as the shipping industry is capital intensive which often results in significant depreciation and cost of financing. EBITDA presents investors with a measure in addition to net income to evaluate our performance prior to these costs. EBITDA is not an item recognized by U.S. GAAP and should not be considered as an alternative to net income, operating income or any other indicator of a company's operating performance required by U.S. GAAP. EBITDA is not a measure of liquidity or cash flows as shown in our consolidated statements of cash flows. The definition of EBITDA used here may not be comparable to that used by other companies. The foregoing definition of EBITDA differs from the definition of Consolidated EBITDA used in the financial covenants of our 2007 Credit Facility, our \$253 Million Term Loan Credit Facility, and our \$100 Million Term Loan Credit Facility. Specifically, Consolidated EBITDA substitutes gross interest expense (which includes amortization of deferred financing costs) for net interest expense used in our definition of EBITDA, includes adjustments for restricted stock amortization and non-cash charges for deferred financing costs related to the refinancing of other credit facilities or any non-cash losses from our investment in Jinhui, and excludes extraordinary gains or losses and gains or losses from derivative instruments used for hedging purposes or sales of assets other than inventory sold in the ordinary course of business. The following table demonstrates our calculation of EBITDA and provides a reconciliation of EBITDA to net (loss) income attributable to Genco Shipping & Trading Limited for each of the periods presented above:

|  | For the Years Ended December 31, |            |            |            |            |
|--|----------------------------------|------------|------------|------------|------------|
|  | 2012                             | 2011       | 2010       | 2009       | 2008       |
| Net (loss) income attributable to Genco Shipping & Trading Limited | \$ (144,928)                     | \$ 25,386  | \$ 141,243 | \$ 148,624 | \$ 86,580  |
| Net interest expense   | 87,180                           | 86,106     | 71,965     | 61,556     | 50,832     |
| Income tax expense   | 1,222                            | 1,385      | 1,840      |            |            |
| Depreciation and amortization                                      | 139,063                          | 136,203    | 115,663    | 88,150     | 71,395     |
| EBITDA (1)   | \$ 82,537                        | \$ 249,080 | \$ 330,711 | \$ 298,330 | \$ 208,807 |

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### General

We are a Marshall Islands company that transports iron ore, coal, grain, steel products and other drybulk cargoes along worldwide shipping routes through the ownership and operation of drybulk carrier vessels. Excluding Baltic Trading, our fleet currently consists of nine Capesize, eight Panamax, 17 Supramax, six Handymax and 13 Handysize drybulk carriers, with an

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aggregate carrying capacity of approximately 3,810,000 dwt, and the average age of our fleet is currently 7.8 years, as compared to the average age for the world fleet of approximately 10 years for the drybulk shipping segments in which we compete. Most of the vessels in our fleet are on time charters to well-known charterers, including Lauritzen Bulkers, Cargill, Pacbasin, Trafigura, Klaveness and Swissmarine. As of February 27, 2012, all of the vessels in our fleet, excluding Baltic Trading, are presently engaged under spot market-related and time charter contracts that expire (assuming the option periods in the time charters are not exercised) between March 2013 and May 2015, and five of our vessels are currently operating in vessel pools. See pages 7-11 for a table indicating the built dates of all vessels currently in our fleet.

In addition, Baltic Trading's fleet currently consists of two Capesize, four Supramax and three Handysize drybulk carriers with an aggregate carrying capacity of approximately 672,000 dwt.

If market conditions improve, we may acquire additional modern, high-quality drybulk carriers through timely and selective acquisitions of vessels in a manner that is accretive to our cash flow. In connection with the acquisitions made during 2007 through 2011 and our growth strategy, we negotiated the 2007 Credit Facility, \$100 Million Term Loan Facility, \$253 Million Term Loan Facility and the 2010 Baltic Trading Credit Facility (each as defined herein) that we have used to acquire vessels. As we have used our remaining availability under these facilities, if we make acquisitions of additional vessels we may consider additional debt and equity financing alternatives from time to time.

On June 3, 2010, we entered into an agreement to purchase a total of eight Handysize drybulk vessels, including five newbuildings, from companies within the Metrostar Management Corporation group of companies ( Metrostar ) for an aggregate purchase price of \$266.0 million. Five of these vessels are owned by us and three are owned by Baltic Trading. Additionally, on June 24, 2010, we entered into a Master Agreement with Bourbon SA ( Bourbon ) to purchase 16 drybulk vessels, including two newbuildings, for an aggregate purchase price of \$545.0 million. We retained 13 of the 16 vessels, including one newbuilding, and the remaining three vessels were immediately resold to Maritime Equity Partners LLC ( MEP ), a company managed by a Company owned by our Chairman, Peter C. Georgiopoulos. All eight vessels have been delivered from Metrostar and all 16 vessels have been delivered from Bourbon, three of which were sold to MEP.

In order to fund the acquisition of these vessels, we entered into two senior secured term loan facilities. On August 12, 2010, we entered into a \$100 million senior secured term loan facility (the \$100 Million Term Loan Facility ) to be utilized to fund or refund to us a portion of the purchase price of the acquisition of five vessels from Metrostar. On August 20, 2010, we entered into a \$253 million senior secured term loan facility (the \$253 Million Term Loan Facility ) to fund a portion of the purchase price of the acquisition of 13 vessels from Bourbon. The Baltic Trading vessels have been funded utilizing its \$150 million senior secured revolving credit facility (the 2010 Baltic Trading Credit Facility ) for bridge financing.

Our management team and our other employees are responsible for the commercial and strategic management of our fleet. Commercial management includes the negotiation of charters for vessels, managing the mix of various types of charters, such as time charters, voyage charters and spot market-related time charters, and monitoring the performance of our vessels under their charters. Strategic management includes locating, purchasing, financing and selling vessels. We currently contract with three independent technical managers to provide technical management of our fleet at a lower cost than we believe would be possible in-house. Technical management involves the day-to-day management of vessels, including performing routine maintenance, attending to vessel operations and arranging for crews and supplies. Members of our New York City-based management team oversee the activities of our independent technical managers.

We hold an investment in the capital stock of Jinhui Shipping and Transportation Limited ( Jinhui ). Jinhui is a drybulk shipping owner and operator focused on the Supramax segment of drybulk shipping.

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Baltic Trading, formerly our wholly-owned subsidiary, completed its initial public offering, or IPO, on March 15, 2010. As of December 31, 2012, our wholly-owned subsidiary Genco Investments LLC owned 5,699,088 shares of Baltic Trading's Class B Stock, which represents a 24.78% ownership interest in Baltic Trading at December 31, 2012 and 83.17% of the aggregate voting power of Baltic Trading's outstanding shares of voting stock. Baltic Trading is consolidated as we control a majority of the voting interest in Baltic Trading. Management's discussion and analysis of our results of operations and financial condition in this section includes the results of Baltic Trading.

We entered into a long-term management agreement (the Management Agreement) with Baltic Trading pursuant to which we apply our expertise and experience in the drybulk industry to provide Baltic Trading with commercial, technical, administrative and strategic services. The Management Agreement is for an initial term of approximately 15 years and will automatically renew for additional five-year periods unless terminated in accordance with its terms. Baltic Trading will pay us for the services we provide it as well as reimburse us for our costs and expenses incurred in providing certain of these services. Management fee income we earn from the Management Agreement net of any allocated shared expenses, such as salary, office expenses and other general and administrative fees, will be taxable to us. Upon consolidation with Baltic Trading, any management fee income earned will be eliminated for financial reporting purposes.

We provide technical services for drybulk vessels purchased by MEP under an agency agreement between us and MEP. These services include oversight of crew management, insurance, drydocking, ship operations and financial statement preparation, but do not include chartering services. The services are provided for a fee of \$750 per ship per day plus reimbursement of out-of-pocket costs and will be provided for an initial term of one year. MEP will have the right to cancel provision of services on 60 days' notice with payment of a one-year termination fee or without a fee upon a change of our control. We may terminate provision of the services at any time on 60 days' notice. Mr. Georgiopoulos controls and has a minority interest in MEP. This arrangement was approved by an independent committee of our Board of Directors.

During the beginning of 2009, the Genco Cavalier, a 2007-built Supramax vessel, was on charter to Samsun Logix Corporation ( Samsun ), when Samsun filed for the equivalent of bankruptcy protection in South Korea, otherwise referred to as a rehabilitation application. On February 5, 2010, the rehabilitation plan submitted by Samsun was approved by the South Korean courts. As part of the rehabilitation process, our claim of approximately \$17.2 million will be settled in the following manner: 34%, or approximately \$5.9 million, will be paid in cash in annual installments on December 30 of each year from 2010 through 2019 ranging in percentages from eight to 17; the remaining 66%, or approximately \$11.3 million, converted to Samsun shares at a specified value per share. During the year ended December 31, 2012, we recorded \$0.3 million as other operating income which represents 50% of the portion (9%) of the cash settlement that was due on December 30, 2012 as this was the only amount remitted by Samsun. During the year ended December 31, 2011, we recorded \$0.5 million as other operating income which represents the portion (9%) of the cash settlement that was due on December 30, 2011. During the year ended December 31, 2010, we recorded \$0.6 million as other operating income which represents the portion (10%) of the cash settlement which was due on December 30, 2010.

During January 2011, the Genco Success, a 1997-built Handymax vessel, was on charter to Korea Line Corporation ( KLC ) when KLC filed for a rehabilitation application. On July 3, 2012, the rehabilitation plan submitted by KLC was approved by the South Korean courts. As part of the rehabilitation process, our claim of approximately \$0.8 million will be settled in the following manner: 37%, or approximately \$0.3 million, will be paid in cash in annual installments on December 30 of each year from 2012 through 2021 ranging in percentages from 0.5 to 43; the remaining 63%, or approximately \$0.5 million, converted to KLC shares at a specified value per share. During the year ended December 31, 2012, we recorded two-thousand dollars as other operating income which represents the portion (0.5%) of the cash settlement that was due on December 30, 2012.

#### Year ended December 31, 2012 compared to the year ended December 31, 2011

#### Factors Affecting Our Results of Operations

We believe that the following table reflects important measures for analyzing trends in our results of operations. The table reflects our ownership days, available days, operating days, fleet utilization, TCE rates and daily vessel operating expenses for the years ended December 31, 2012 and 2011 on a consolidated basis, which includes the operations of Baltic Trading.

|                           | For the Years Ended December 31,<br>2012 | 2011    | Increase<br>(Decrease) | % Change |
|---------------------------|--|---------|------------------------|----------|
| <b>Fleet Data:</b>        |  |         |                        |          |
| <i>Ownership days (1)</i> |  |         |                        |          |
| Capesize                  | 4,026.0                                  | 4,015.0 | 11.0                   | 0.3%     |
| Panamax                   | 2,928.0                                  | 2,920.0 | 8.0                    | 0.3%     |
| Supramax                  | 7,686.0                                  | 7,577.6 | 108.4                  | 1.4%     |
| Handymax                  | 2,196.0                                  | 2,190.0 | 6.0                    | 0.3%     |
| Handysize                 | 5,856.0                                  | 5,194.9 | 661.1                  | 12.7%    |



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|                              |          |          |         |        |
|------------------------------|----------|----------|---------|--------|
| Total                        | 22,692.0 | 21,897.5 | 794.5   | 3.6%   |
| <i>Available days (2)</i>    |          |          |         |        |
| Capesize                     | 3,995.9  | 3,984.9  | 11.0    | 0.3%   |
| Panamax                      | 2,800.4  | 2,901.7  | (101.3) | (3.5)% |
| Supramax                     | 7,505.5  | 7,575.7  | (70.2)  | (0.9)% |
| Handymax                     | 2,112.5  | 2,140.3  | (27.8)  | (1.3)% |
| Handysize                    | 5,856.0  | 5,188.4  | 667.6   | 12.9%  |
| Total                        | 22,270.3 | 21,791.0 | 479.3   | 2.2%   |
| <i>Operating days (3)</i>    |          |          |         |        |
| Capesize                     | 3,989.8  | 3,983.6  | 6.2     | 0.2%   |
| Panamax                      | 2,785.8  | 2,880.2  | (94.4)  | (3.3)% |
| Supramax                     | 7,380.9  | 7,500.2  | (119.3) | (1.6)% |
| Handymax                     | 2,091.6  | 2,119.5  | (27.9)  | (1.3)% |
| Handysize                    | 5,841.4  | 5,143.8  | 697.6   | 13.6%  |
| Total                        | 22,089.5 | 21,627.3 | 462.2   | 2.1%   |
| <i>Fleet utilization (4)</i> |          |          |         |        |
| Capesize                     | 99.8%    | 100.0%   | (0.2)%  | (0.2)% |
| Panamax                      | 99.5%    | 99.3%    | 0.2%    | 0.2%   |
| Supramax                     | 98.3%    | 99.0%    | (0.7)%  | (0.7)% |
| Handymax                     | 99.0%    | 99.0%    |         |        |
| Handysize                    | 99.8%    | 99.1%    | 0.7%    | 0.7%   |
| Fleet average                | 99.2%    | 99.2%    |         |        |

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| (U.S. dollars)                             | For the Years Ended December 31, |           | Increase    | % Change |
|--|----------------------------------|-----------|-------------|----------|
|  | 2012                             | 2011      | (Decrease)  |          |
| <b>Average Daily Results:</b>              |                                  |           |             |          |
| <i>Time Charter Equivalent (5)</i>         |                                  |           |             |          |
| Capesize                                   | \$ 14,137                        | \$ 28,945 | \$ (14,808) | (51.2)%  |
| Panamax                                    | 8,909                            | 21,293    | (12,384)    | (58.2)%  |
| Supramax                                   | 9,298                            | 15,312    | (6,014)     | (39.3)%  |
| Handymax                                   | 8,032                            | 15,676    | (7,644)     | (48.8)%  |
| Handysize                                  | 8,189                            | 11,139    | (2,950)     | (26.5)%  |
| Fleet average                              | 9,706                            | 17,644    | (7,938)     | (45.0)%  |
| <i>Daily vessel operating expenses (6)</i> |                                  |           |             |          |
| Capesize                                   | \$ 5,448                         | \$ 5,477  | (29)        | (0.5)%   |
| Panamax                                    | 5,385                            | 4,910     | 475         | 9.7%     |
| Supramax                                   | 4,878                            | 4,626     | 252         | 5.4%     |
| Handymax                                   | 5,339                            | 4,968     | 371         | 7.5%     |
| Handysize                                  | 4,678                            | 4,475     | 203         | 4.5%     |
| Fleet average                              | 5,038                            | 4,819     | 219         | 4.5%     |

(1) We define ownership days as the aggregate number of days in a period during which each vessel in our fleet has been owned by us. Ownership days are an indicator of the size of our fleet over a period and affect both the amount of revenues and the amount of expenses that we record during a period.

(2) We define available days as the number of our ownership days less the aggregate number of days that our vessels are off-hire due to scheduled repairs or repairs under guarantee, vessel upgrades or special surveys and the aggregate amount of time that we spend positioning our vessels. Companies in the shipping industry generally use available days to measure the number of days in a period during which vessels should be capable of generating revenues.

(3) We define operating days as the number of our available days in a period less the aggregate number of days that our vessels are off-hire due to unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period during which vessels actually generate revenues.

(4) We calculate fleet utilization by dividing the number of our operating days during a period by the number of our available days during the period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the number of days that its vessels are off-hire for reasons other than scheduled repairs or repairs under guarantee, vessel upgrades, special surveys or vessel positioning.

(5) We define TCE rates as net voyage revenue (voyage revenues less voyage expenses) divided by the number of our available days during the period, which is consistent with industry standards. TCE rate is a common shipping industry performance measure used primarily to compare daily earnings generated by vessels on time charters with daily earnings generated by vessels on voyage charters, because charterhire rates for vessels on voyage charters are generally not expressed in per-day amounts while charterhire rates for vessels on time charters generally are expressed in such amounts.

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For the Years Ended December 31,  
2012 2011

|                                |    |          |    |          |
|--------------------------------|----|----------|----|----------|
| Voyage revenues (in thousands) | \$ | 223,159  | \$ | 388,929  |
| Voyage expenses (in thousands) |    | 7,009    |    | 4,457    |
|                                |    | 216,150  |    | 384,472  |
| Total available days           |    | 22,270.3 |    | 21,791.0 |
| Total TCE rate                 | \$ | 9,706    | \$ | 17,644   |

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(6) We define daily vessel operating expenses to include crew wages and related costs, the cost of insurance, expenses relating to repairs and maintenance (excluding drydocking), the costs of spares and consumable stores, tonnage taxes and other miscellaneous expenses. Daily vessel operating expenses are calculated by dividing vessel operating expenses by ownership days for the relevant period.

**Operating Data**

The following compares the components of our operating (loss) income and net (loss) income for the years ended December 31, 2012 and 2011 and certain balance sheet data as of December 31, 2012 and 2011.

|  | For the Years Ended December<br>31, |            |                        |          |
|--|-------------------------------------|------------|------------------------|----------|
|  | 2012                                | 2011       | Increase<br>(Decrease) | % Change |
| <b>Income Statement Data:</b>                                      |                                     |            |                        |          |
| (U.S. dollars in thousands except for per share amounts)           |                                     |            |                        |          |
| <i>Revenues:</i>   |                                     |            |                        |          |
| Voyage revenue   | \$ 223,159                          | \$ 388,929 | \$ (165,770)           | (42.6)%  |
| Service revenue  | 3,294                               | 3,285      | 9                      | 0.3%     |
| Revenues   | 226,453                             | 392,214    | (165,761)              | (42.3)%  |
| <i>Operating Expenses:</i>   |                                     |            |                        |          |
| Voyage expenses  | 7,009                               | 4,457      | 2,552                  | 57.3%    |
| Vessel operating expenses  | 114,318                             | 105,514    | 8,804                  | 8.3%     |
| General, administrative and management fees                        | 35,673                              | 33,928     | 1,745                  | 5.1%     |
| Depreciation and amortization                                      | 139,063                             | 136,203    | 2,860                  | 2.1%     |
| Other operating income   | (265)                               | (527)      | 262                    | (49.7)%  |
| Total operating expenses   | 295,798                             | 279,575    | 16,223                 | 5.8%     |
| Operating (loss) income  | (69,345)                            | 112,639    | (181,894)              | (161.6)% |
| Other expense  | (87,209)                            | (86,186)   | (1,023)                | 1.2%     |
| (Loss) income before income taxes                                  | (156,554)                           | 26,453     | (183,007)              | (691.8)% |
| Income tax expense   | (1,222)                             | (1,385)    | 163                    | (11.8)%  |
| Net (loss) income  | \$ (157,776)                        | \$ 25,068  | (182,844)              | (729.4)% |
| Less: Net (loss) income attributable to noncontrolling interest    | (12,848)                            | (318)      | (12,530)               | 3,940.3% |
| Net (loss) income attributable to Genco shipping & Trading Limited | \$ (144,928)                        | \$ 25,386  | (170,314)              | (670.9)% |
| Net (loss) income per share - basic                                | \$ (3.47)                           | \$ 0.72    | \$ (4.19)              | (581.9)% |
| Net (loss) income per share - diluted                              | \$ (3.47)                           | \$ 0.72    | \$ (4.19)              | (581.9)% |
| Dividends declared per share                                       | \$                                  | \$         | \$                     |          |
| Weighted average common shares outstanding - Basic                 | 41,727,075                          | 35,179,244 | 6,547,831              | 18.6%    |
| Weighted average common shares outstanding - Diluted               | 41,727,075                          | 35,258,205 | 6,468,870              | 18.3%    |
| <b>Balance Sheet Data:</b>   |                                     |            |                        |          |
| (U.S. dollars in thousands, at end of period)                      |                                     |            |                        |          |
| Cash and cash equivalents  | \$ 72,600                           | \$ 227,968 | \$ (155,368)           | (68.2)%  |
| Total assets   | 2,843,371                           | 3,119,277  | (275,906)              | (8.8)%   |

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|   |           |           |           |         |
|---|-----------|-----------|-----------|---------|
| Total debt (current and long-term, including notes payable) | 1,524,357 | 1,694,393 | (170,036) | (10.0)% |
| Total shareholders' equity                                  | 1,261,207 | 1,361,618 | (100,411) | (7.4)%  |

**Other Data:**

(U.S. dollars in thousands)

|   |             |            |              |          |
|---|-------------|------------|--------------|----------|
| Net cash (used in) provided by operating activities | \$ (18,834) | \$ 158,183 | \$ (177,017) | (111.9)% |
| Net cash used in investing activities               | (3,669)     | (133,367)  | 129,698      | (97.2)%  |
| Net cash used in financing activities               | (132,865)   | (67,725)   | (65,140)     | 96.2%    |
| EBITDA (1)  | \$ 82,537   | \$ 249,080 | \$ (166,543) | (66.9)%  |

---

(1) EBITDA represents net (loss) income attributable to Genco Shipping & Trading plus net interest expense, taxes and depreciation and amortization. Refer to page 39 included in Item 6 where the use of EBITDA is discussed and for a table demonstrating our calculation of EBITDA that provides a reconciliation of EBITDA to net (loss) income attributable to Genco Shipping & Trading for each of the periods presented above.

## Results of Operations

### VOYAGE REVENUES-

Our revenues are driven primarily by the number of vessels in our fleet, the number of days during which our vessels operate and the amount of daily charterhire that our vessels earn, that, in turn, are affected by a number of factors, including:

- the duration of our charters;
- our decisions relating to vessel acquisitions and disposals;
- the amount of time that we spend positioning our vessels;
- the amount of time that our vessels spend in drydock undergoing repairs;
- maintenance and upgrade work;
- the age, condition and specifications of our vessels;
- levels of supply and demand in the drybulk shipping industry; and
- other factors affecting spot market charter rates for drybulk carriers.

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During 2012, voyage revenues decreased by \$165.8 million, or 42.6%, as compared to 2011. The decrease in revenue was due to lower charter rates achieved by substantially all of our vessels. Additionally, there was a decrease in revenues earned by Baltic Trading's vessels of \$16.2 million due to lower spot market rates achieved.

The average TCE rate of our fleet decreased 45.0% to \$9,706 a day during 2012 from \$17,644 during 2011. The decrease in TCE rates resulted from lower charter rates achieved during 2012 versus 2011 for substantially all of the vessels in our fleet.

During 2012, the Baltic Dry Index, or BDI (a drybulk index) reached a low of 647 on February 3, 2012 and rebounded to yearly high of 1,165 on May 8, 2012. At December 31, 2011, the index was 1,738. In 2013, the index started off at 698 on January 2, 2013 and has since increased to 746 as of February 11, 2013.

The BDI displayed considerable weakness in the beginning of 2012 due to reduced iron ore cargoes recorded through the celebration of the Chinese New Year, as well as a high level of newbuilding vessel deliveries for the first two months of the year. While, the BDI showed a relative rebound from February through May of 2012, adverse market conditions primarily driven by high iron ore inventories and negative sentiment in regards to the growth pace of world economies, maintained the index at relatively low values through September of 2012. A relative rebound was experienced over the next two months with the BDI trading in the 1,000 point range. The year to date in 2013 has exhibited seasonal issues like those of the corresponding period in 2012, with seasonal factors contributing to the most recent downturn in rates, including: order timing issues for iron ore cargoes related to the celebration of the Chinese New Year; increased deliveries of newbuilding vessels for the month of January as compared to the previous three months; and short-term weather-related issues in Brazil and Australia, temporarily reducing iron ore output. Given the fact that approximately 85% of our vessels are chartered at spot market-related rates, including pool agreements, we expect that the recent downturn in rates will adversely impact our first quarter 2013 revenues and results of operation.

For 2012 and 2011, we had ownership days of 22,692.0 days and 21,897.5 days, respectively. The increase in ownership days is primarily a result of the delivery of four vessels during the year ended December 31, 2011. Our fleet utilization remained stable during both periods at 99.2%.

Please see pages 7-11 for table that sets forth information about the current employment of the vessels currently in our fleet as of February 27, 2012.

#### SERVICE REVENUES-

Service revenues consist of revenues earned from providing technical services to MEP pursuant to the agency agreement between us and MEP. These services include oversight of crew management, insurance, drydocking, ship operations and financial statement preparation, but do not include chartering services. The services are provided for a fee of \$750 per ship per day. During the years ended December 31, 2012 and 2011, total service revenue was \$3.3 million during both periods.

#### VOYAGE EXPENSES-

In time charters, spot market-related time charters and pool agreements, operating costs including crews, maintenance and insurance are typically paid by the owner of the vessel and specified voyage costs such as fuel and port charges are paid by the charterer. There are certain other non-specified voyage expenses such as commissions, which are typically borne by us. Voyage expenses include port and canal charges, fuel (bunker) expenses and brokerage commissions payable to unaffiliated third parties. Port and canal charges and bunker expenses primarily increase in periods during which vessels are employed on voyage charters because these expenses are for the account of the vessel owner. At the inception of a time charter, we record the difference between the cost of bunker fuel delivered by the terminating charterer and the bunker fuel sold to the new charterer as a gain or loss within voyage expenses. Additionally, voyage expenses include the cost of bunkers consumed during short-term time charters pursuant to the terms of the time charter agreement.

For 2012 and 2011, voyage expenses were \$7,009 and \$4,457, respectively. The increase is primarily due to \$1.6 million of bunkers consumed during short-term time charters during 2012 for our vessels other than Baltic Trading s. Included in the \$2.6 million increase in voyage expenses during 2012 as compared to 2011 is a \$1.1 million increase in voyage expenses for Baltic Trading s vessels.

#### VESSEL OPERATING EXPENSES-

Vessel operating expenses increased by \$8.8 million from \$105.5 million to \$114.3 million primarily due to the operation of a larger fleet, including the four vessels delivered during the year ended December 31, 2011. The increase was also related to higher maintenance and crew related expenses, as well as the timing of the purchase of spare parts for the year ended December 31, 2012 as compared to the year ended December 31, 2011. The \$8.8 million increase includes a \$0.7 million increase related to Baltic Trading s vessels.

Average daily vessel operating expenses for our fleet increased by \$219 per day from \$4,819 during 2011 as compared to \$5,038 in 2012. The increase in daily vessel operating expenses was mainly due to higher maintenance and crew related expenses, as well as the timing of the purchase of spare parts during the year ended December 31, 2012. These increases were partially offset by a decrease in lube and insurance related expenses. We believe daily vessel operating expenses are best measured for comparative purposes over a 12-month period in order to take into account all of the expenses that each vessel in our fleet will incur over a full year of operation.

Our vessel operating expenses, which generally represent fixed costs, will increase as a result of the expansion of our fleet. Other factors beyond our control, some of which may affect the shipping industry in general, including, for instance, developments relating to market prices for crewing, lubes, and insurance, may also cause these expenses to increase.



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Based on our management's estimates and budgets provided by our technical manager, we expect our vessels, excluding Baltic Trading vessels, to have average daily vessel operating expenses during 2013 of:

| <b>Vessel Type</b> | <b>Average Daily<br/>Budgeted Amount</b> |
|--------------------|--|
| Capesize           | \$ 6,000                                 |
| Panamax            | 5,300                                    |
| Supramax           | 5,200                                    |
| Handymax           | 5,000                                    |
| Handysize          | 4,900                                    |

Based on these average daily budgeted amounts by vessel type, we expect our fleet, excluding Baltic Trading vessels, to have average daily vessel operating expenses of \$5,250 during 2013. The increase in the 2013 budget as compared to the 2012 budget is primarily due to increases in crew and insurance expenses.

Based on our management's estimates and budgets provided by our technical manager, we expect Baltic Trading's vessels to have average daily vessel operating expenses during 2013 of:

| Vessel Type | Average Daily<br>Budgeted Amount |       |
|-------------|----------------------------------|-------|
| Capesize    | \$                               | 6,000 |
| Supramax    |                                  | 5,500 |
| Handysize   |                                  | 4,900 |

Based on these average daily budgeted amounts by vessel type, we expect Baltic Trading vessels to have average daily vessel operating expenses of \$5,400 during 2013. The increase in the 2013 budget as compared to the 2012 budget is primarily due to increases in crew and insurance expenses.

#### GENERAL, ADMINISTRATIVE AND MANAGEMENT FEES-

We incur general and administrative expenses, which relate to our onshore non-vessel-related activities. Our general and administrative expenses include our payroll expenses, including those relating to our executive officers, rent, legal, auditing and other professional expenses. With respect to the restricted shares issued as incentive compensation to our Chairman, our employees and our directors under our 2005 Equity Incentive Plan and 2012 Equity Incentive Plan, refer to Note 21 Nonvested Stock Awards in our consolidated financial statements. Additionally, we incur management fees to third-party technical management companies for the day-to-day management of our vessels, including performing routine maintenance, attending to vessel operations and arranging for crews and supplies.

General, administrative and management fees increased by \$1.7 million during 2012 as compared to 2011. The increase in general and administrative fees was primarily due to an increase in office and compensation related expenses. There were also slightly higher management fees during 2012 related to a full year of operation of a larger fleet, including the delivery of four vessels during 2011. During 2013, the management fees per vessel are expected to be the same as during 2012, or approximately \$0.13 million per vessel.

#### DEPRECIATION AND AMORTIZATION-

We depreciate the cost of our vessels on a straight-line basis over the expected useful life of each vessel. Depreciation is based on the cost of the vessel less its estimated residual value. We estimate the useful life of our vessels to be 25 years. Furthermore, we estimate the residual values of our vessels to be based upon the estimated scrap value of the vessels. Effective January 1, 2011, we increased the estimated scrap value of the vessels from \$175/lwt to \$245/lwt prospectively based on the 15-year average scrap value of steel.

Depreciation and amortization charges increased by \$2.9 million during 2012 as compared to 2011 due to the operation of a larger fleet, including the four vessels delivered during 2011.

#### OTHER OPERATING INCOME-

For the years ended December 31, 2012 and 2011, other operating income was \$0.3 million and \$0.5 million, respectively. The decrease is due to a \$0.2 million decrease in the payment received from Samsun as part of the cash settlement related to the rehabilitation plan approved by the

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South Korean courts during 2010. Refer to Note 19 Commitments and Contingencies in our consolidated financial statements for further information regarding the settlement payments.

### NET INTEREST EXPENSE-

Net interest expense increased by \$1.1 million during 2012 as compared with 2011. Net interest expense during the years ended December 31, 2012 and 2011 consisted of interest expense under our 2007 Credit Facility, \$100 Million Term Loan Facility, \$253 Million Term Loan Facility and Baltic Trading's \$150 million senior secured revolving credit facility as well as interest expense related to the 2010 Notes. Additionally, interest income, unused commitment fees associated with the aforementioned credit facilities as well as the amortization of deferred financing costs related to the aforementioned credit facilities are included in net interest expense during 2012 and 2011.

The increase in net interest expense for the year ended December 31, 2012 versus the year ended December 31, 2011 was primarily a result of the facility fee for the 2007 Credit Facility of 2.0% per annum on the average daily outstanding principal loan amount which was effective December 21, 2011 as per an amendment to the 2007 Credit Facility as well as an increase in the applicable margin for the 2007 Credit Facility which was increased from 2.0% to 3.0% effective August 1, 2012 pursuant to an amendment to the 2007 Credit Facility. These increases were partially offset by the impact of the expiration of interest rate swap agreements during the fourth quarter of 2011 and the first quarter of 2012 and the prepayment of \$99.9 million of outstanding debt during August 2012. Refer to Note 9 Long-Term Debt in our consolidated financial statements for more information regarding the

facility fee, increase in the applicable margin and the prepayment of outstanding debt. The facility fee of 2.0% was reduced to 1.0% on February 28, 2012 upon the completion of an equity offering of 7,500,000 shares. The increase in net interest expense was also due to interest expense incurred on additional borrowings under the \$100 Million Term Loan Facility as a result of the acquisition of three vessels under the facility during the year ended December 31, 2011 as well as an increase in the amortization of deferred financing costs related to amendments to the credit facilities entered into during December 2011 and August 2012.

#### INCOME TAX EXPENSE-

For the year ended December 31, 2012, income tax expense was \$1.2 million as compared to \$1.4 million during the year ended December 31, 2011. This income tax expense consists primarily of federal, state and local income taxes on net income earned by Genco Management (USA) Limited ( Genco (USA) ), one of our wholly-owned subsidiaries. Pursuant to certain agreements, we technically and commercially manage vessels for Baltic Trading, as well as provide technical management of vessels for MEP in exchange for specified fees for these services provided. These services are provided by Genco (USA), which has elected to be taxed as a corporation for United States federal income tax purposes. As such, Genco (USA) is subject to United States federal income tax on its worldwide net income, including the net income derived from providing these services. Refer to the Income taxes section of Note 2 Summary of Significant Accounting Policies included in our consolidated financial statements for further information. The decrease in income tax expense during 2012 as compared to 2011 is primarily due to lower commercial service revenue due to Genco (USA) from Baltic Trading pursuant to the Management Agreement as a result of lower charter rates achieved by Baltic Trading's fleet.

#### NET LOSS ATTRIBUTABLE TO NONCONTROLLING INTEREST-

For the years ended December 31, 2012 and 2011, net loss attributable to noncontrolling interest was \$12.8 million and \$0.3 million, respectively. These amounts represent the net loss attributable to the noncontrolling interest of Baltic Trading.

#### Year ended December 31, 2011 compared to the year ended December 31, 2010

#### Factors Affecting Our Results of Operations

We believe that the following table reflects important measures for analyzing trends in our results of operations. The table reflects our ownership days, available days, operating days, fleet utilization, TCE rates and daily vessel operating expenses for the years ended December 31, 2011 and 2010 on a consolidated basis, which includes the operations of Baltic Trading.

|                           | For the Years Ended December 31,<br>2011 | 2010    | Increase<br>(Decrease) | % Change |
|---------------------------|--|---------|------------------------|----------|
| <b>Fleet Data:</b>        |  |         |                        |          |
| <i>Ownership days (1)</i> |  |         |                        |          |
| Capesize                  | 4,015.0                                  | 3,595.3 | 419.7                  | 11.7%    |
| Panamax                   | 2,920.0                                  | 2,920.0 |                        |          |

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|                              |                 |                 |                |              |
|------------------------------|-----------------|-----------------|----------------|--------------|
| Supramax                     | 7,577.6         | 4,002.6         | 3,575.0        | 89.3%        |
| Handymax                     | 2,190.0         | 2,190.0         |                |              |
| Handysize                    | 5,194.9         | 3,569.7         | 1,625.2        | 45.5%        |
| <b>Total</b>                 | <b>21,897.5</b> | <b>16,277.6</b> | <b>5,619.9</b> | <b>34.5%</b> |
| <i>Available days (2)</i>    |                 |                 |                |              |
| Capesize                     | 3,984.9         | 3,554.9         | 430.0          | 12.1%        |
| Panamax                      | 2,901.7         | 2,920.0         | (18.3)         | (0.6)%       |
| Supramax                     | 7,575.7         | 3,968.2         | 3,607.5        | 90.9%        |
| Handymax                     | 2,140.3         | 2,174.1         | (33.8)         | (1.6)%       |
| Handysize                    | 5,188.4         | 3,538.0         | 1,650.4        | 46.6%        |
| <b>Total</b>                 | <b>21,791.0</b> | <b>16,155.2</b> | <b>5,635.8</b> | <b>34.9%</b> |
| <i>Operating days (3)</i>    |                 |                 |                |              |
| Capesize                     | 3,983.6         | 3,551.4         | 432.2          | 12.2%        |
| Panamax                      | 2,880.2         | 2,881.3         | (1.1)          | 0.0%         |
| Supramax                     | 7,500.2         | 3,931.3         | 3,568.9        | 90.8%        |
| Handymax                     | 2,119.5         | 2,122.1         | (2.6)          | (0.1)%       |
| Handysize                    | 5,143.8         | 3,527.6         | 1,616.2        | 45.8%        |
| <b>Total</b>                 | <b>21,627.3</b> | <b>16,013.7</b> | <b>5,613.6</b> | <b>35.1%</b> |
| <i>Fleet utilization (4)</i> |                 |                 |                |              |
| Capesize                     | 100.0%          | 99.9%           | 0.1%           | 0.1%         |
| Panamax                      | 99.3%           | 98.7%           | 0.6%           | 0.6%         |
| Supramax                     | 99.0%           | 99.1%           | (0.1)%         | (0.1)%       |
| Handymax                     | 99.0%           | 97.6%           | 1.4%           | 1.4%         |
| Handysize                    | 99.1%           | 99.7%           | (0.6)%         | (0.6)%       |
| Fleet average                | 99.2%           | 99.1%           | 0.1%           | 0.1%         |

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| (U.S. dollars)                             | For the Years Ended December 31, |           | Increase    | % Change |
|--|----------------------------------|-----------|-------------|----------|
|  | 2011                             | 2010      | (Decrease)  |          |
| <b>Average Daily Results:</b>              |                                  |           |             |          |
| <i>Time Charter Equivalent (5)</i>         |                                  |           |             |          |
| Capesize                                   | \$ 28,945                        | \$ 41,658 | \$ (12,713) | (30.5)%  |
| Panamax                                    | 21,293                           | 30,934    | (9,641)     | (31.2)%  |
| Supramax                                   | 15,312                           | 20,609    | (5,297)     | (25.7)%  |
| Handymax                                   | 15,676                           | 27,618    | (11,942)    | (43.2)%  |
| Handysize                                  | 11,139                           | 17,727    | (6,588)     | (37.2)%  |
| Fleet average                              | 17,644                           | 27,419    | (9,775)     | (35.7)%  |
| <i>Daily vessel operating expenses (6)</i> |                                  |           |             |          |
| Capesize                                   | \$ 5,477                         | \$ 5,516  | (39)        | (0.7)%   |
| Panamax                                    | 4,910                            | 5,067     | (157)       | (3.1)%   |
| Supramax                                   | 4,626                            | 4,513     | 113         | 2.5%     |
| Handymax                                   | 4,968                            | 4,997     | (29)        | (0.6)%   |
| Handysize                                  | 4,475                            | 4,297     | 178         | 4.1%     |
| Fleet average                              | 4,819                            | 4,852     | (33)        | (0.7)%   |

(1) We define ownership days as the aggregate number of days in a period during which each vessel in our fleet has been owned by us. Ownership days are an indicator of the size of our fleet over a period and affect both the amount of revenues and the amount of expenses that we record during a period.

(2) We define available days as the number of our ownership days less the aggregate number of days that our vessels are off-hire due to scheduled repairs or repairs under guarantee, vessel upgrades or special surveys and the aggregate amount of time that we spend positioning our vessels. Companies in the shipping industry generally use available days to measure the number of days in a period during which vessels should be capable of generating revenues.

(3) We define operating days as the number of our available days in a period less the aggregate number of days that our vessels are off-hire due to unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period during which vessels actually generate revenues.

(4) We calculate fleet utilization by dividing the number of our operating days during a period by the number of our available days during the period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the number of days that its vessels are off-hire for reasons other than scheduled repairs or repairs under guarantee, vessel upgrades, special surveys or vessel positioning.

(5) We define TCE rates as net voyage revenue (voyage revenues less voyage expenses) divided by the number of our available days during the period, which is consistent with industry standards. TCE rate is a common shipping industry performance measure used primarily to compare daily earnings generated by vessels on time charters with daily earnings generated by vessels on voyage charters, because charterhire rates for vessels on voyage charters are generally not expressed in per-day amounts while charterhire rates for vessels on time charters generally are expressed in such amounts.

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For the Years Ended December 31,  
2011 2010

|                                |    |          |    |          |
|--------------------------------|----|----------|----|----------|
| Voyage revenues (in thousands) | \$ | 388,929  | \$ | 447,438  |
| Voyage expenses (in thousands) |    | 4,457    |    | 4,467    |
|                                |    | 384,472  |    | 442,971  |
| Total available days           |    | 21,791.0 |    | 16,155.2 |
| Total TCE rate                 | \$ | 17,644   | \$ | 27,419   |

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(6) We define daily vessel operating expenses to include crew wages and related costs, the cost of insurance, expenses relating to repairs and maintenance (excluding drydocking), the costs of spares and consumable stores, tonnage taxes and other miscellaneous expenses. Daily vessel operating expenses are calculated by dividing vessel operating expenses by ownership days for the relevant period.

**Operating Data**

The following compares the components of our operating income and net income for the years ended December 31, 2011 and 2010 and certain balance sheet data as of December 31, 2011 and 2010.

|   | For the Years Ended December<br>31, |            |                        |          |
|---|-------------------------------------|------------|------------------------|----------|
|   | 2011                                | 2010       | Increase<br>(Decrease) | % Change |
| <b>Income Statement Data:</b>                                   |                                     |            |                        |          |
| (U.S. dollars in thousands except for per share amounts)        |                                     |            |                        |          |
| <i>Revenues:</i>  |                                     |            |                        |          |
| Voyage revenue  | \$ 388,929                          | \$ 447,438 | \$ (58,509)            | (13.1)%  |
| Service revenue   | 3,285                               | 1,249      | 2,036                  | 163.0%   |
| Revenues  | 392,214                             | 448,687    | (56,473)               | (12.6)%  |
| <i>Operating Expenses:</i>                                      |                                     |            |                        |          |
| Voyage expenses   | 4,457                               | 4,467      | (10)                   | (0.2)%   |
| Vessel operating expenses                                       | 105,514                             | 78,976     | 26,538                 | 33.6%    |
| General, administrative and management fees                     | 33,928                              | 29,081     | 4,847                  | 16.7%    |
| Depreciation and amortization                                   | 136,203                             | 115,663    | 20,540                 | 17.8%    |
| Other operating income  | (527)                               | (791)      | 264                    | (33.4)%  |
| Total operating expenses  | 279,575                             | 227,396    | 52,179                 | 22.9%    |
| Operating income  | 112,639                             | 221,291    | (108,652)              | (49.1)%  |
| Other expense   | (86,186)                            | (72,042)   | (14,144)               | 19.6%    |
| Income before income taxes                                      | 26,453                              | 149,249    | (122,796)              | (82.3)%  |
| Income tax expense  | (1,385)                             | (1,840)    | 455                    | (24.7)%  |
| Net income  | \$ 25,068                           | \$ 147,409 | (122,341)              | (83.0)%  |
| Less: Net (loss) income attributable to noncontrolling interest | (318)                               | 6,166      | (6,484)                | (105.2)% |
| Net income attributable to Genco shipping & Trading Limited     | \$ 25,386                           | \$ 141,243 | (115,857)              | (82.0)%  |
| Net income per share - basic                                    | \$ 0.72                             | \$ 4.28    | \$ (3.56)              | (83.2)%  |
| Net income per share - diluted                                  | \$ 0.72                             | \$ 4.07    | \$ (3.35)              | (82.3)%  |
| Dividends declared per share                                    | \$                                  | \$         | \$                     |          |
| Weighted average common shares outstanding Basic                | 35,179,244                          | 32,987,449 | 2,191,795              | 6.6%     |
| Weighted average common shares outstanding Diluted              | 35,258,205                          | 35,891,373 | (633,168)              | (1.8)%   |
| <b>Balance Sheet Data:</b>                                      |                                     |            |                        |          |
| (U.S. dollars in thousands, at end of period)                   |                                     |            |                        |          |
| Cash and cash equivalents                                       | \$ 227,968                          | \$ 270,877 | (42,909)               | (15.8)%  |
| Total assets  | 3,119,277                           | 3,182,708  | (63,431)               | (2.0)%   |
| Total debt (current and long-term, including notes payable)     | 1,694,393                           | 1,746,248  | (51,855)               | (3.0)%   |



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|                           |           |           |        |      |
|---------------------------|-----------|-----------|--------|------|
| Total shareholders equity | 1,361,618 | 1,348,153 | 13,465 | 1.0% |
|---------------------------|-----------|-----------|--------|------|

**Other Data:**

(U.S. dollars in thousands)

|   |            |            |              |          |
|---|------------|------------|--------------|----------|
| Net cash provided by operating activities           | \$ 158,183 | \$ 262,680 | \$ (104,497) | (39.8)%  |
| Net cash used in investing activities               | (133,367)  | (870,230)  | 736,863      | (84.7)%  |
| Net cash (used in) provided by financing activities | (67,725)   | 690,160    | (757,885)    | (109.8)% |
| EBITDA (1)  | \$ 249,080 | \$ 330,711 | \$ (81,631)  | (24.7)%  |

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(1) EBITDA represents net (loss) income attributable to Genco Shipping & Trading plus net interest expense, taxes and depreciation and amortization. Refer to page 39 included in Item 6 where the use of EBITDA is discussed and for a table demonstrating our calculation of EBITDA that provides a reconciliation of EBITDA to net (loss) income attributable to Genco Shipping & Trading for each of the periods presented above.

## Results of Operations

### VOYAGE REVENUES-

During 2011, voyage revenues decreased by \$58.5 million, or 13.1%, as compared to 2010. The decrease in revenue was primarily a result of lower charter rates achieved by the majority of our vessels partially offset by the increase in the size of our fleet and an increase in revenues earned by Baltic Trading's vessels of \$10.9 million.

The average TCE rate of our fleet decreased 35.7% to \$17,644 a day during 2011 from \$27,419 during 2010. The decrease in TCE rates resulted from lower charter rates achieved during 2011 versus 2010 for the majority of the vessels in our fleet.

During 2011, the Baltic Dry Index, or BDI (a drybulk index) went from a low of 1,043 on February 4, 2011 to a high of 2,173 on October 14, 2011. At December 31, 2010, the index was 1,773. In 2012, the index started off at 1,624 on January 3, 2012 and decreased to a low of 660 as of February 7, 2012.

The BDI displayed considerable weakness in the beginning of 2011 due to reduced iron ore cargoes recorded through the celebration of the Chinese New Year, as well as a high level of newbuilding vessel deliveries for January, while continuous pressure was evident through August 2011, primarily due to severe weather in Brazil and Australia affecting cargo availability. A significant rebound was experienced in the remainder of the year with the BDI doubling in value during October 2011. The year 2012 began with seasonal factors contributing to a downturn in rates, including: order timing issues for iron ore cargoes related to the celebration of the Chinese New Year; increased deliveries of newbuilding vessels for the month of January as compared to the previous three months; and short-term weather-related issues in Brazil, temporarily reducing iron ore output.

For 2011 and 2010, we had ownership days of 21,897.5 days and 16,277.6 days, respectively. The increase in ownership days is a result of the delivery of 14 vessels during the third quarter of 2010 and four vessels during the year ended December 31, 2011, as well as a full year of ownership for Baltic Trading's fleet of nine vessels, which were acquired during 2010. Our fleet utilization remained consistent during both periods at 99.2% during 2011 as compared to 99.1% during 2010.

### SERVICE REVENUES-

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Service revenues consist of revenues earned from providing technical services to MEP pursuant to the agency agreement between us and MEP. These services include oversight of crew management, insurance, drydocking, ship operations and financial statement preparation, but do not include chartering services. The services are provided for a fee of \$750 per ship per day. During the years ended December 31, 2011 and 2010, total service revenue was \$3.3 million and \$1.2 million, respectively. The increase is due to a full year of operation of MEP's fleet during the year ended December 31, 2011.

### VOYAGE EXPENSES-

For 2011 and 2010, voyage expenses remained relatively stable at \$4.5 million during both periods. Although voyage expenses remained stable, there was a decrease in broker commissions due to lower charter rates achieved by the majority of our vessels in our fleet. This decrease was offset by a decrease in net gains related to bunker fuel for vessels coming off of time charters.

### VESSEL OPERATING EXPENSES-

Vessel operating expenses increased by \$26.5 million from \$79.0 million to \$105.5 million primarily due to the operation of a larger fleet. This was primarily a result of the full year of operation of the 14 vessels which were delivered during the third quarter of 2010 as well as the operation of four vessels delivered during the year ended December 31, 2011. Additionally, the increase was due to a full year of operation of Baltic Trading's fleet of 9 vessels that were acquired during 2010, which accounted for \$7.8 million of additional vessel operating expenses during 2011 as compared to the prior year. The increase was also related to higher crew expenses, partially offset by lower insurance and lube expenses during 2011 as compared to 2010.

Average daily vessel operating expenses for our fleet decreased by \$33 per day from \$4,852 during 2010 as compared to \$4,819 in 2011. The decrease in daily vessel operating expenses was due to a decrease in lube and insurance related expenses. We believe daily vessel operating expenses are best measured for comparative purposes over a 12-month period in order to take into account all of the expenses that each vessel in our fleet will incur over a full year of operation.

GENERAL, ADMINISTRATIVE AND MANAGEMENT FEES-

General, administrative and management fees increased by \$4.8 million during 2011 as compared to 2010. The increase in general and administrative fees was primarily due to rent expense associated with the lease for the new office space which began effective June 1, 2011 as well as an increase in employee stock based compensation. This increase was also due to the increase in expenses associated with the operation of Baltic Trading, which resulted in \$0.5 million of additional expenses. Refer to Note 19 Commitments and Contingencies in our consolidated financial statements for further information regarding this lease agreement. Additionally, management fees increased \$2.0 million during 2011 as compared to 2010 due to the operation of a larger fleet.

DEPRECIATION AND AMORTIZATION-

Depreciation and amortization charges increased by \$20.5 million during 2011 as compared to 2010 due to the operation of a larger fleet, including the 14 vessels delivered during the third quarter of 2010 and four vessels delivered during 2011 as well as the nine Baltic Trading vessels delivered during the year ended December 31, 2010, which accounted for \$7.3 million of the increase. Depreciation and amortization charges in 2011 reflected a decrease in depreciation expense of \$2.5 million due to the change in estimated salvage value from \$175 per lightweight ton to \$245 per lightweight ton. Refer to Note 2 Summary of Significant Accounting Policies in our consolidated financial statements for further information regarding this change.

OTHER OPERATING INCOME-

For the years ended December 31, 2011 and 2010, other operating income was \$0.5 million and \$0.8 million, respectively. The decrease is due to \$0.2 million of other operating income recorded during 2010 which represents the payment received from the seller of the Baltic Cougar as a result of the late delivery of the vessel to Baltic Trading. There was no similar other operating income received during 2011.

NET INTEREST EXPENSE-

Net interest expense increased by \$14.1 million during 2011 as compared with 2010. Net interest expense during the years ended December 31, 2011 and 2010 consisted of interest expense under our 2007 Credit Facility, \$100 Million Term Loan Facility, \$253 Million Term Loan Facility and Baltic Trading's \$150 million senior secured revolving credit facility as well as interest expense related to the 2010 Notes. Additionally, interest income, unused commitment fees associated with the aforementioned credit facilities as well as the amortization of deferred financing costs related to the aforementioned credit facilities are included in net interest expense during 2011 and 2010. The increase in net interest expense for the year ended December 31, 2011 versus the year ended December 31, 2010 was primarily a result of interest expense incurred on increased borrowings.

INCOME TAX EXPENSE-

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For the year ended December 31, 2011, income tax expense was \$1.4 million as compared to \$1.8 million during the year ended December 31, 2010. This income tax expense consists primarily of federal, state and local income taxes on net income earned by Genco Management (USA) Limited ( Genco (USA) ), one of our wholly-owned subsidiaries. Pursuant to certain agreements, we technically and commercially manage vessels for Baltic Trading, as well as provide technical management of vessels for MEP in exchange for specified fees for these services provided. These services are provided by Genco (USA), which has elected to be taxed as a corporation for United States federal income tax purposes. As such, Genco (USA) is subject to United States federal income tax on its worldwide net income, including the net income derived from providing these services. Refer to the Income taxes section of Note 2 Summary of Significant Accounting Policies included in our consolidated financial statements for further information. The decrease in income tax expense during 2011 as compared to 2010 is a result of additional income earned by Genco (USA) during 2010. This was due to the 1% purchase fee due to Genco (USA) from Baltic Trading pursuant to the Management Agreement related to the delivery of nine vessels during the year ended December 31, 2010. There were no similar transactions during the year ended December 31, 2011. Income tax expense reflected an increase in service revenue earned during 2011 as compared to 2010 due to a full year of technical management fees earned for MEP and Baltic Trading vessels during 2011.

### NET (LOSS) INCOME ATTRIBUTABLE TO NONCONTROLLING INTEREST-

For the years ended December 31, 2011 and 2010, net (loss) income attributable to noncontrolling interest was (\$0.3) million and \$6.2 million, respectively. These amounts represent the net (loss) income attributable to the noncontrolling interest of Baltic Trading, which completed its IPO on March 15, 2010.

## LIQUIDITY AND CAPITAL RESOURCES

To date, we have financed our capital requirements with cash flow from operations, equity offerings, convertible notes and bank debt. We have used our funds primarily to fund vessel acquisitions, regulatory compliance expenditures, the repayment of bank debt and the associated interest expense and the payment of dividends. We may consider debt and equity financing alternatives from time to time. However, if market conditions are negative, we may be unable to raise additional equity capital or debt financing on acceptable terms or at all. As a result, we may be unable to pursue acquisition opportunities to expand our business. We anticipate that cash on hand and any internally generated cash flow will be sufficient to fund the operations of our fleet, including our working capital requirements, for the next twelve months.

However, given the current drybulk rate environment, we anticipate that we may be unable to make required payments under our credit facilities commencing March 31, 2014. Moreover, if the current prolonged weakness in drybulk shipping rates does not abate, we may not be in compliance with the maximum leverage ratio and minimum permitted consolidated interest ratio covenants under our credit facilities once current waivers expire after December 31, 2013. Under the terms of the August 2012 amendments to our 2007 Credit Facility, our \$253 Million Term Loan Facility, and our \$100 Million Term Loan Facility, our next scheduled amortization payments are due in the first quarter of 2014 in the aggregate principal amount of \$55.2 million. At the same time, under our credit facilities, we must maintain a minimum cash balance of \$39.8 million as measured at each quarter-end, excluding amounts held by Baltic Trading Limited. Given our current cash reserves and current drybulk shipping rates, we believe we may be unable to meet our scheduled amortization payments as early as March 31, 2014. We also believe we may not be in compliance with our minimum cash covenants at or after March 31, 2014, or earlier in the event of sustained weakness in the drybulk shipping sector. We may therefore require capital to fund ongoing operations, acquisitions and debt service. We may seek further waivers or modifications to our credit agreements, which may be unavailable or subject to conditions. We may also seek to refinance our indebtedness or raise additional capital through equity or debt offerings or selling assets (including vessels). We cannot be certain that we will accomplish any such actions.

Currently, our wholly-owned subsidiary Genco Investments LLC owns 5,699,088 shares of Baltic Trading's Class B Stock, which represents a 24.78% ownership interest in Baltic Trading and 83.17% of the aggregate voting power of Baltic Trading's outstanding shares of voting stock. On April 16, 2010, Baltic Trading entered into a \$100 million senior secured revolving credit facility with Nordea Bank Finland plc, acting through its New York branch (the 2010 Baltic Trading Credit Facility). The 2010 Baltic Trading Credit Facility was subsequently amended effective November 30, 2010 which increased the borrowing capacity from \$100 million to \$150 million. The amended 2010 Baltic Trading Credit Facility matures on November 30, 2016. Refer to Note 9 Long-Term Debt of our consolidated financial statements for a description of this facility as well as a description of the amendment entered into effective November 30, 2010. To remain in compliance with a net worth covenant in the 2010 Baltic Trading Credit Facility, Baltic Trading would need to maintain a net worth of \$232.8 million after the payment of any dividends. We do not believe these restrictions have a significant impact on our liquidity.

We entered into two secured term loan facilities during August 2010 in order to fund future vessel acquisitions. On August 12, 2010, we entered into a \$100 million secured term loan facility (the \$100 Million Term Loan Facility) to fund or refund to us a portion of the purchase price of the acquisition of five vessels from companies within the Metrostar group of companies. Additionally, on August 20, 2010, we entered into a \$253 million senior secured term loan facility (the \$253 Million Term Loan Facility) to fund a portion of the purchase price of the acquisition of 13 vessels from Bourbon. Refer to Note 9 Long-Term Debt in our consolidated financial statements for further information regarding these loan facilities.

On February 28, 2012, we completed an equity offering of 7,500,000 shares of common stock at a purchase price of \$7.10 per share. The Company received net proceeds of \$49.9 million after deducting underwriters' fees and expenses.

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On July 21, 2010, in two concurrent public offerings, we sold \$125 million aggregate principal amount of the 2010 Notes and 3,593,750 shares of common stock at a purchase price of \$15.28 per share, which reflected a price to the public of \$16.00 per share less underwriting discounts and commissions of \$0.72 per share. Such amounts reflected the exercise in full of the underwriters' over-allotment options. Refer to Note 10 Convertible Senior Notes of our consolidated financial statements for a summary of the convertible notes payable.

The 2007 Credit Facility, the \$253 Million Term Loan Facility, and the \$100 Million Term Loan Facility each include a maximum leverage ratio covenant limiting the ratio of our net debt to EBITDA to a maximum of 5.5 to 1. We calculate the leverage ratio under our 2007 Credit Facility, \$253 Million Term Loan Facility, and \$100 Million Term Loan Facility by dividing our Average Consolidated Net Indebtedness by our Consolidated EBITDA as defined under these facilities. There is no leverage ratio covenant under the Baltic Trading 2010 Credit Facility. Average Consolidated Net Indebtedness is the monthly average of our indebtedness as defined under the facilities, which at December 31, 2012 consisted of long-term debt, the 2010 Notes, cash and cash equivalents (excluding restricted cash) and the letter of credit issued related to leases. On December 21, 2011, we entered agreements which waived the existing maximum leverage ratio covenant, as well as the consolidated interest ratio, for the three aforementioned credit facilities for a period beginning on October 1, 2011 and ending on (and including) March 31, 2013. On August 1, 2012, we entered into agreements which extended these waivers through December 31, 2013 (the August 2012 Agreements). Refer to Note 9

Long-Term Debt in our consolidated financial statements for further information regarding the terms and fees associated with these agreements. The August 2012 Agreements required us to utilize \$99.9 million of cash to repay outstanding debt under these facilities and beginning with September 30, 2012, we have implemented a quarterly cash sweep whereby excess cash over \$100.0 million will be used to repay debt under the 2007 Credit Facility. The debt repayment of \$99.9 million and the future cash sweep may limit the amount of available cash for future growth and other working capital needs of the Company.

Pursuant to the current terms of the 2007 Credit Facility, the existing collateral maintenance financial covenant is waived. This covenant required us to maintain pledged vessels with a value equal to at least 130% of our current borrowings, and accelerated the reductions of the total facility which began on March 31, 2009. Please read the description of the 2007 Credit Facility in Note 9 Long-Term Debt of our consolidated financial statements for further details. The collateral maintenance covenant is waived until we can represent that we are in compliance with all of our financial covenants. Under the collateral maintenance covenants of our \$253 Million Term Loan Facility, our \$100 Million Term Loan Facility, and the 2010 Baltic Trading Credit Facility, the aggregate valuations of our vessels pledged under each facility must at least be a certain percentage of loans outstanding (or, in the case of the Baltic Trading Credit Facility, the total amount we may borrow), which percentages are 135%, 130%, and 140%, respectively. Under our \$253 Million Term Loan Facility, the amount payable upon early termination of any interest rate swaps under the facility is added to outstanding loans for purposes of this covenant. If our valuations fall below the applicable percentage, we must provide additional acceptable collateral, repay a portion of our borrowings, or (in the case of the 2010 Baltic Trading Credit Facility) permanently reduce the amount we may borrow under the facility to the extent required to restore our compliance with the applicable covenant. The Company estimates that it would not have been in compliance with the collateral maintenance covenant if the valuation of its collateral under the \$100 Million Term Loan Facility as of February 17, 2013 were to decline approximately 2.5%. Additionally, the Company estimates that it would not have been in compliance with the collateral maintenance covenant if the valuation of its collateral under the \$253 Million Term Loan Facility as of December 31, 2012 were to decline approximately 5%. If it is likely that we would not be in compliance with this covenant under these two facilities, we expect to pay down sufficient outstanding debt on the facility to meet the covenant requirement utilizing cash and cash equivalents on hand.

#### **Dividend Policy**

Historically, our dividend policy, which commenced in November 2005, has been to declare quarterly distributions to shareholders by each February, May, August and November, substantially equal to our available cash from operations during the previous quarter, less cash expenses for that quarter (principally vessel operating expenses and debt service) and any reserves our Board of Directors determines we should maintain. These reserves covered, among other things, drydocking, repairs, claims, liabilities and other obligations, interest expense and debt amortization, acquisitions of additional assets and working capital. In the future, we may incur other expenses or liabilities that would reduce or eliminate the cash available for distribution as dividends. Under the current terms of the 2007 Credit Facility, we are required to suspend the payment of cash dividends until we can represent that we are in a position to satisfy the collateral maintenance covenant. Refer to Note 9 Long-Term Debt in our consolidated financial statements for further information regarding the 2009 Amendment. As such, a dividend has not been declared during 2009, 2010, 2011 or 2012.

As a result of the 2009 Amendment to the 2007 Credit Facility, we have suspended the payment of cash dividends effective for the fourth quarter of 2008, and payment of cash dividends will remain suspended until we can meet the collateral maintenance covenant contained in the 2007 Credit Facility. In addition, under the terms of the August 2012 Agreements, we are prohibited from paying dividends through December 31, 2013.

The declaration and payment of any dividend is subject to the discretion of our Board of Directors and our compliance with the collateral maintenance covenant, which is currently waived. The timing and amount of dividend payments will depend on our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our loan agreements, the provisions of Marshall Islands law affecting the payment of distributions to shareholders and other factors. Our Board of Directors may review and amend our dividend policy from time to time in light of our plans for future growth and other factors.



We believe that, under current law, our dividend payments from earnings and profits will constitute qualified dividend income. For 2012, the maximum Federal income tax rate on qualified dividends paid to non-corporate shareholders was 15%. For taxable years beginning after December 31, 2012, the maximum federal income tax rate on qualified dividends paid to non-corporate shareholders is 20%, and all or a portion of dividend income received by shareholders whose modified adjusted gross income exceeds certain thresholds (\$250,000 for married taxpayers filing jointly and \$200,000 for single taxpayers) may be subject to a 3.8% surtax. Distributions in excess of our earnings and profits will be treated first as a non-taxable return of capital to the extent of a U.S. shareholder's tax basis in its common stock on a dollar-for-dollar basis and, thereafter, as capital gain.

#### **Share Repurchase Program**

On February 13, 2008, our Board of Directors approved our share repurchase program for up to a total of \$50.0 million of our common stock. Share repurchases will be made from time to time for cash in open market transactions at prevailing market prices or in privately negotiated transactions. The timing and amount of purchases under the program were determined by management based

upon market conditions and other factors. Purchases may be made pursuant to a program adopted under Rule 10b5-1 under the Securities Exchange Act. The program does not require us to purchase any specific number or amount of shares and may be suspended or reinstated at any time in our discretion and without notice. Repurchases under the program are subject to restrictions under the 2007 Credit Facility. The 2007 Credit Facility was amended as of February 13, 2008 to permit the share repurchase program and provide that the dollar amount of shares repurchased is counted toward the maximum dollar amount of dividends that may be paid in any fiscal quarter. Subsequently, on January 26, 2009, we entered into the 2009 Amendment, which amended the 2007 Credit Facility to require us to suspend all share repurchases until we can represent that we are in a position to again satisfy the collateral maintenance covenant. Refer to Note 9 Long-Term Debt in our consolidated financial statements for further information regarding the 2009 Amendment. Pursuant to the 2009 Amendment, there were no share repurchases made during the twelve months ended December 31, 2012, 2011 and 2010. In addition, under the terms of the August 2012 Agreements, we are prohibited from making share repurchases through December 31, 2013.

Since the inception of the share repurchase program through December 31, 2012, we have repurchased and retired 278,300 shares of our common stock for \$11.5 million (average per share purchase price of \$41.32) using funding from cash generated from operations pursuant to its share repurchase program. An additional 3,130 shares of common stock were repurchased from employees for \$0.04 million during 2008 pursuant to our Equity Incentive Plan rather than the share repurchase program. No share repurchases were made during the years ended December 31, 2012, 2011 and 2010, and the maximum dollar amount that may yet be purchased under our share repurchase program is \$38,499,962.

#### **Cash Flow**

Net cash used in operating activities for the year ended December 31, 2012 was \$18.8 million versus \$158.2 million of net cash provided by operating activities for the year ended December 31, 2011. The decrease in cash provided by operating activities was primarily due to a net loss of \$157.8 million for the year ended December 31, 2012 compared to net income of \$25.1 million for the year ended December 31, 2011, which resulted from lower charter rates achieved in 2012 versus 2011 for the majority of the vessels in our fleet.

Net cash used in investing activities for the year ended December 31, 2012 and 2011 was \$3.7 million and \$133.4 million, respectively. The decrease was primarily due to fewer funds used for purchases of vessels during 2012 compared to 2011. For the year ended December 31, 2012, cash used in investing activities primarily related to the purchase of fixed assets in the amount of \$2.1 million and vessel related equipment totaling \$1.2 million. For the year ended December 31, 2011, cash used in investing activities predominantly related to purchases of vessels in the amount of \$130.3 million.

Net cash used in financing activities was \$132.9 million during the year ended December 31, 2012 as compared to \$67.7 million during the year ended December 31, 2011. The increase in cash used in financing activities was primarily a result of additional repayments of outstanding debt during 2012 as compared to 2011 including prepaying an aggregate of \$99.9 million under agreements to amend our three credit facilities, and drawdowns on the \$100 Million Term Loan Facility and the \$253 Million Term Loan Facility during 2011 offset by the net proceeds provided by our follow-on offering in February 2012. Cash used in financing activities for the year ended December 31, 2012 consisted of \$118.6 million repayment of debt under the 2007 Credit Facility, \$40.6 million repayment of debt under the \$253 Million Term Loan Facility, \$15.4 million repayment of debt under the \$100 Million Term Loan Facility, \$49.9 million of net proceeds provided by our follow-on offering in February 2012, \$4.1 million of deferred financing costs and the \$4.1 million dividend payment of our subsidiary, Baltic Trading, to its outside shareholders. Cash used in financing activities for the year ended December 31, 2011 mainly consisted of the following: \$102.5 million repayment of debt under the 2007 Credit Facility, \$26.9 million repayment of debt under the \$253 Million Term Loan Facility, \$8.0 million repayment of debt under the \$100 Million Term Loan Facility, \$4.1 million of deferred financing costs and the \$7.6 million dividend payment of our subsidiary, Baltic Trading, to its outside shareholders. Those uses were partially offset by \$21.5 million of proceeds from the \$253 Million Term Loan Facility related to the Bourbon vessels acquired and \$60.0 million of proceeds from the \$100 Million Term Loan Facility related to the Metrostar vessels acquired.

**Credit Facilities**

Refer to Note 9 Long-Term Debt of our consolidated financial statements for a summary of our outstanding credit facilities and a description of the underlying financial and non-financial covenants.

As of December 31, 2012, we believe we are in compliance with all of the financial covenants under our 2007 Credit Facility, as amended; \$100 Million Term Loan Facility, as amended; \$253 Million Term Loan Facility, as amended and the 2010 Baltic Trading Credit Facility.

**Convertible Notes Payable**

Refer to Note 10 Convertible Senior Notes of our consolidated financial statements for a summary of the convertible notes payable.

### **Interest Rate Swap Agreements, Forward Freight Agreements and Currency Swap Agreements**

At December 31, 2012 and 2011, we had five and eight interest rate swap agreements with DnB NOR Bank, respectively, to manage interest costs and the risk associated with changing interest rates. The total notional principal amount of the swaps is \$356.2 million and \$606.2 million, respectively, and the swaps have specified rates and durations.

Refer to the table in Note 11 Interest Rate Swap Agreements of our consolidated financial statements, which summarizes the interest rate swaps in place as of December 31, 2012 and 2011.

We have considered the creditworthiness of both ourselves and the counterparty in determining the fair value of the interest rate derivatives, and such consideration resulted in an immaterial adjustment to the fair value of derivatives on the balance sheet. Valuations prior to any adjustments for credit risk are validated by comparison with counterparty valuations. Amounts are not and should not be identical due to the different modeling assumptions. Any material differences are investigated.

As part of our business strategy, we may enter into arrangements commonly known as forward freight agreements, or FFAs, to hedge and manage market risks relating to the deployment of our existing fleet of vessels. These arrangements may include future contracts, or commitments to perform in the future a shipping service between ship owners, charters and traders. Generally, these arrangements would bind us and each counterparty in the arrangement to buy or sell a specified tonnage freighting commitment forward at an agreed time and price and for a particular route. Although FFAs can be entered into for a variety of purposes, including for hedging, as an option, for trading or for arbitrage, if we decided to enter into FFAs, our objective would be to hedge and manage market risks as part of our commercial management. It is not currently our intention to enter into FFAs to generate a stream of income independent of the revenues we derive from the operation of our fleet of vessels. If we determine to enter into FFAs, we may reduce our exposure to any declines in our results from operations due to weak market conditions or downturns, but may also limit our ability to benefit economically during periods of strong demand in the market. We have not entered into any FFAs as of December 31, 2012 and 2011.

### **Interest Rates**

The effective interest rate associated with the interest expense for our various debt facilities (2007 Credit Facility, \$100 Million Term Loan Facility, \$253 Million Term Loan Facility and the 2010 Baltic Trading Credit Facility), including the rate differential between the pay fixed receive variable rate on the interest rate swap agreements that were in effect, combined, and the cost associated with unused commitment fees was 4.68% and 4.42% during 2012 and 2011, respectively. The interest rate on the debt, excluding impact of swaps and the unused commitment fees, ranged from 3.21% to 4.63% and from 2.19% to 3.52% for 2012 and 2011, respectively. The effective interest rate associated with the liability component of the 2010 Notes was 10.0% during both 2012 and 2011.

### **Contractual Obligations**

The following table sets forth our contractual obligations and their maturity dates as of December 31, 2012. The table incorporates the employment agreement entered into in September 2007 with our Chief Financial Officer, John Wobensmith. The interest and borrowing fees reflect the 2007 Credit Facility, the 2010 Baltic Trading Credit Facility, the \$100 Million Term Loan Facility, the \$253 Million Term Loan

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Facility and the 2010 Notes utilizing the coupon rate of 5% which were issued on July 27, 2010 and the interest rate swap agreements as discussed above under Interest Rate Swap Agreements, Forward Freight Agreements and Currency Swap Agreements. On August 1, 2012, we entered into the August 2012 Agreements which amended or waived certain provisions of the 2007 Credit Facility, the \$100 Million Term Loan Facility and the \$253 Million Term Loan Facility. Refer to Note 9 Long-Term Debt in our consolidated financial statements for further information regarding the fees and debt prepayments required as part of the agreements. We have included these amounts in the credit agreement payments and interest and borrowing fees below. The following table also incorporates the future lease payments associated with our two lease agreements. Refer to Note 19 Commitments and Contingencies in our consolidated financial statements for further information regarding the terms of our two lease agreements.

|                                    | Total        | Less Than One<br>Year | One to Three<br>Years | Three to Five<br>Years | More than<br>Five Years |
|------------------------------------|--------------|-----------------------|-----------------------|------------------------|-------------------------|
| (U.S. dollars in thousands)        |              |                       |                       |                        |                         |
| Credit Agreements                  | \$ 1,413,439 | \$                    | \$ 582,988            | \$ 830,451             | \$                      |
| 2010 Notes                         | 125,000      |                       | 125,000               |                        |                         |
| Interest and borrowing fees<br>(1) | 244,252      | 73,996                | 114,664               | 55,581                 | 11                      |
| Executive employment<br>agreement  | 373          | 373                   |                       |                        |                         |
| Office leases                      | 26,264       | 1,500                 | 3,055                 | 3,231                  | 18,478                  |
| Totals                             | \$ 1,809,328 | \$ 75,869             | \$ 825,707            | \$ 889,263             | \$ 18,489               |

- (1) Includes the 1.25% fee payable to lenders under the 2007 Credit Facility due upon the maturity of the facility.

Interest expense has been estimated using the fixed hedge rate for the effective period and notional amount of the debt which is effectively hedged and 0.25% for the portion of the debt that has no designated swap against it, plus the applicable bank margin of 3.00% for the 2007 Credit Facility, \$100 Million Term Loan Facility, \$253 Million Term Loan Facility and the 2010 Baltic Trading Credit Facility. We are obligated to pay certain commitment fees in connection with all of our credit facilities, which have been reflected within interest and borrowing fees. These commitment fees include the facility fee for the 2007 Credit Facility which represents 1.0% per annum on the average daily outstanding principal amount of the outstanding loans under the facility.

### Capital Expenditures

We make capital expenditures from time to time in connection with our vessel acquisitions. Excluding Baltic Trading's vessels, our fleet currently consists of nine Capesize drybulk carriers, eight Panamax drybulk carriers, 17 Supramax drybulk carriers, six Handymax drybulk carriers and 13 Handysize drybulk carriers. Baltic Trading's fleet currently consists of two Capesize drybulk carriers, four Supramax drybulk carriers and three Handysize drybulk carriers.

In addition to acquisitions that we may undertake in future periods, we will incur additional capital expenditures due to special surveys and drydockings. We estimate our drydocking costs and scheduled off-hire days for our fleet, excluding Baltic Trading's vessels, through 2014 to be:

### Genco Shipping & Trading Limited

| Year | Estimated Drydocking Cost<br>(U.S. dollars in millions) | Estimated Off-hire Days |
|------|---|-------------------------|
| 2013 | \$ 6.9  | 180                     |
| 2014 | \$ 12.0   | 320                     |

The costs reflected are estimates based on drydocking our vessels in China. Actual costs will vary based on various factors, including where the drydockings are actually performed. We expect to fund these costs with cash from operations.

We estimate that each drydock will result in 20 days of off-hire. Actual length will vary based on the condition of the vessel, yard schedules and other factors.

During 2012, we incurred a total of \$10.2 million of drydocking costs.

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During 2011, we incurred a total of \$4.0 million of drydocking costs.

We estimate that 9 of our vessels will be drydocked during 2013 and an additional 16 vessels in 2014.

In addition to acquisitions that we may undertake in future periods, we will incur additional capital expenditures due to special surveys and drydockings. We estimate our drydocking costs and scheduled off-hire days for our Baltic Trading's fleet through 2014 to be:

### **Baltic Trading Limited**

| Year | Estimated Drydocking Cost<br>(U.S. dollars in millions) | Estimated Off-hire Days |
|------|---|-------------------------|
| 2013 | \$  |                         |
| 2014 | \$  | 3.6 100                 |

The costs reflected are estimates based on drydocking our vessels in China. Actual costs will vary based on various factors, including where the drydockings are actually performed. We expect to fund these costs with cash from operations.

We estimate that each drydock will result in 20 days of off-hire. Actual length will vary based on the condition of the vessel, yard schedules and other factors.

During 2012 and 2011, Baltic Trading did not incur drydocking costs.

We estimate that none of Baltic Trading's vessels will be drydocked during 2013 and five vessels will be drydocked in 2014.

### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### **Inflation**

Inflation has only a moderate effect on our expenses given current economic conditions. In the event that significant global inflationary pressures appear, these pressures would increase our operating, voyage, general and administrative, and financing costs.

### **CRITICAL ACCOUNTING POLICIES**

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of those financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions and conditions.

Critical accounting policies are those that reflect significant judgments of uncertainties and potentially result in materially different results under different assumptions and conditions. We have described below what we believe are our most critical accounting policies, because they generally involve a comparatively higher degree of judgment in their application. For an additional description of our significant accounting policies, see Note 2 to our consolidated financial statements included in this 10-K.

#### Time Charters Acquired

When a vessel is acquired with an existing time charter, we allocate the purchase price of the vessel and the time charter based on, among other things, vessel market valuations and the present value (using an interest rate which reflects the risks associated with the acquired charters) of the difference between (i) the contractual amounts to be paid pursuant to the charter terms and (ii) management's estimate of the fair market charter rate, measured over a period equal to the remaining term of the charter. The capitalized above-market (assets) and below-market (liabilities) charters are amortized as a reduction or increase, respectively, to voyage revenues over the remaining term of the charter.

During the year ended December 31, 2011, we acquired two Handysize vessels from Metrostar that had existing below market time charters at the time that we agreed to acquire these vessels. We recorded a liability for time charters acquired related to these two vessels in the amount of \$0.6 million based on the present value of the difference between the contractual amounts to be paid and our estimated of the fair market charter rate. In order to calculate the present value, we utilized a discount rate of 12%. If we utilized a discount rate of 9% as compared to 12%, it would result in an increase in the liability balance of approximately nine thousand dollars. If we utilized a discount rate of 15% as compared to 12%, it would result in a decrease in the liability balance of approximately nine thousand dollars.



During the year ended December 31, 2010, we acquired two Supramax vessels from Bourbon and two Handysize vessels from Metrostar that had existing below market time charters at the time that we agreed to acquire these vessels. We recorded a liability for time charters acquired related to these four vessels in the amount of \$2.1 million based on the present value of the difference between the contractual amounts to be paid and our estimate of the fair market charter rate. In order to calculate the present value, we utilized a discount rate of 12%. If we utilized a discount rate of 9% as compared to 12%, it would result in an increase in the liability balance of approximately thirty-five thousand dollars. If we utilized a discount rate of 15% as compared to 12%, it would result in a decrease in the liability balance of approximately thirty-three thousand dollars.

#### Performance Claims

Revenue is based on contracted charterparties, including spot-market related time charters which rates fluctuate based on changes in the spot market. However, there is always the possibility of dispute over terms and payment of hires and freights. In particular, disagreements may arise as to the responsibility of lost time and revenue due to us as a result. Additionally, there are certain performance parameters included in contracted charterparties which if not met, can result in customer claims. Accordingly, we periodically assess the recoverability of amounts outstanding and estimate a provision if there is a possibility of non-recoverability. At each balance sheet date, we provide a provision based on a review of all outstanding charter receivables and we also will accrue for any estimated customer claims primarily a result of time charter performance issues that have not yet been deducted by the charterer. We provide for reserves which offset the due from charterers balance if a disputed amount or performance claim has been deducted by the charterer. If a disputed amount or potential performance claim has not been deducted by the charterer, we record the estimated customer claims as deferred revenue. Providing for these reserves will be offset by a decrease in revenue. Although we believe its

provisions to be reasonable at the time they are made, it is possible that an amount under dispute is not ultimately recovered and the estimated provision for doubtful accounts is inadequate.

#### Vessels and Depreciation

We record the value of our vessels at their cost (which includes acquisition costs directly attributable to the vessel and expenditures made to prepare the vessel for its initial voyage) less accumulated depreciation. We depreciate our drybulk vessels on a straight-line basis over their estimated useful lives, estimated to be 25 years from the date of initial delivery from the shipyard. Depreciation is based on cost less the estimated residual scrap value. Effective January 1, 2011, we increased the estimated scrap value of the vessels from \$175/lwt to \$245/lwt prospectively based on the 15-year average scrap value of steel. This increase in the residual value of the vessels will decrease the annual depreciation charge over the remaining useful life of the vessel. During the years ended December 31, 2012 and 2011, the increase in the estimated scrap value resulted in a decrease in depreciation expense of approximately \$2.5 million both years. Similarly, an increase in the useful life of a drybulk vessel would also decrease the annual depreciation charge. Comparatively, a decrease in the useful life of a drybulk vessel or in its residual value would have the effect of increasing the annual depreciation charge. However, when regulations place limitations over the ability of a vessel to trade on a worldwide basis, we will adjust the vessel's useful life to end at the date such regulations preclude such vessel's further commercial use.

The carrying value each of our vessels does not represent the fair market value of such vessel or the amount we could obtain if we were to sell any of our vessels, which could be more or less. Under U.S. GAAP, we would not record a loss if the fair market value of a vessel (excluding its charter) is below our carrying value unless and until we determine to sell that vessel or the vessel is impaired as discussed below under

Impairment of long-lived assets Excluding the three Bourbon vessels we resold immediately upon delivery to MEP at our cost, we have sold three of our vessels since our inception and realized a profit in each instance. However, we did determine to cancel an acquisition of six drybulk newbuildings in November 2008, incurring a \$53.8 million loss from the forfeiture of our deposit and related interest.

Pursuant to our bank credit facilities, we regularly submit to the lenders valuations of our vessels on an individual charter free basis in order to evidence our compliance with the collateral maintenance covenants under our bank credit facilities. Such a valuation is not necessarily the same as the amount any vessel may bring upon sale, which may be more or less, and should not be relied upon as such. We were in compliance with the collateral maintenance covenants under our \$100 Million Term Loan Facility and our \$253 Million Term Loan Facility, as well as the 2010 Baltic Trading Credit Facility, at December 31, 2012, and the collateral maintenance covenant under our 2007 Credit Facility was waived at December 31, 2012, as discussed above. In the chart below, we list each of our vessels, the year it was built, the year we acquired it, and its carrying value at December 31, 2012 and 2011.

At December 31, 2012 and 2011, the vessel valuations of all of our vessels for covenant compliance purposes under our bank credit facilities as of the most recent compliance testing date were lower than their carrying values at December 31, 2012 and 2011, respectively. For the Genco Ocean, Genco Bay, Genco Avra and Genco Spirit, the last compliance testing date prior to December 31, 2012 and 2011 was August 17, 2012 and 2011, respectively, in accordance with the terms of the \$100 Million Term Loan Facility; for all other vessels, the compliance testing date was December 31, 2012 and 2011, respectively, in accordance with the terms of the applicable credit facility.

The amount by which the carrying value at December 31, 2012 of all of the vessels in our fleet exceeded the valuation of such vessels for covenant compliance purposes ranged, on an individual basis, from \$5.2 million to \$76.8 million per vessel, and \$1,494.2 million on an aggregate fleet basis. The amount by which the carrying value at December 31, 2011 of all of the vessels in our fleet exceeded the valuation of such vessels for covenant compliance purposes ranged, on an individual vessel basis, from \$2.2 million to \$73.8 million per vessel, and \$1,215.9 million on an aggregate fleet basis. The average amount by which the carrying value of these vessels exceeded the valuation of such vessels for

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covenant compliance purposes was \$24.1 million as of December 31, 2012 and \$19.6 million as of December 31, 2011. However, neither such valuation nor the carrying value in the table below reflects the value of long-term time charters related to some of our vessels.

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| Vessels                                 | Year Built | Year Acquired | Carrying Value (U.S. dollars in thousands) as of December 31, |              |
|---|------------|---------------|---|--------------|
|   |            |               | 2012  | 2011         |
| <b>2007 Credit Facility</b>             |            |               |   |              |
| Genco Reliance                          | 1999       | 2004          | \$ 15,314   | \$ 16,496    |
| Genco Vigour                            | 1999       | 2004          | 20,953  | 22,516       |
| Genco Explorer                          | 1999       | 2004          | 15,180  | 16,382       |
| Genco Carrier                           | 1998       | 2004          | 15,454  | 16,731       |
| Genco Sugar                             | 1998       | 2004          | 14,181  | 15,386       |
| Genco Pioneer                           | 1999       | 2005          | 15,021  | 16,249       |
| Genco Progress                          | 1999       | 2005          | 15,186  | 16,397       |
| Genco Wisdom                            | 1997       | 2005          | 14,584  | 15,843       |
| Genco Success                           | 1997       | 2005          | 14,512  | 15,762       |
| Genco Beauty                            | 1999       | 2005          | 21,099  | 22,654       |
| Genco Knight                            | 1999       | 2005          | 20,820  | 22,403       |
| Genco Leader                            | 1999       | 2005          | 20,757  | 22,381       |
| Genco Marine                            | 1996       | 2005          | 13,810  | 15,241       |
| Genco Prosperity                        | 1997       | 2005          | 14,691  | 16,057       |
| Genco Muse                              | 2001       | 2005          | 20,767  | 22,167       |
| Genco Acheron                           | 1999       | 2006          | 20,617  | 22,306       |
| Genco Surprise                          | 1998       | 2006          | 19,583  | 21,129       |
| Genco Augustus                          | 2007       | 2007          | 103,137   | 108,286      |
| Genco Tiberius                          | 2007       | 2007          | 103,325   | 108,471      |
| Genco London                            | 2007       | 2007          | 104,685   | 109,689      |
| Genco Titus                             | 2007       | 2007          | 105,182   | 110,188      |
| Genco Challenger                        | 2003       | 2007          | 32,185  | 34,206       |
| Genco Charger                           | 2005       | 2007          | 35,481  | 37,431       |
| Genco Warrior                           | 2005       | 2007          | 51,888  | 54,814       |
| Genco Predator                          | 2005       | 2007          | 53,293  | 56,287       |
| Genco Hunter                            | 2007       | 2007          | 57,409  | 59,931       |
| Genco Champion                          | 2006       | 2008          | 37,051  | 39,027       |
| Genco Constantine                       | 2008       | 2008          | 110,334   | 115,556      |
| Genco Raptor                            | 2007       | 2008          | 75,299  | 79,056       |
| Genco Cavalier                          | 2007       | 2008          | 61,548  | 64,599       |
| Genco Thunder                           | 2007       | 2008          | 75,469  | 79,166       |
| Genco Hadrian                           | 2008       | 2008          | 108,377   | 113,264      |
| Genco Commodus                          | 2009       | 2009          | 110,825   | 115,690      |
| Genco Maximus                           | 2009       | 2009          | 110,805   | 115,634      |
| Genco Claudius                          | 2010       | 2009          | 112,517   | 117,359      |
| TOTAL                                   |            |               | \$ 1,741,339  | \$ 1,834,754 |
| <b>\$100 Million Term Loan Facility</b> |            |               |   |              |
| Genco Bay                               | 2010       | 2010          | 31,333  | 32,645       |
| Genco Ocean                             | 2010       | 2010          | 31,390  | 32,683       |
| Genco Avra                              | 2011       | 2011          | 32,487  | 33,790       |
| Genco Mare                              | 2011       | 2011          | 32,386  | 33,668       |
| Genco Spirit                            | 2011       | 2011          | 33,020  | 34,302       |
| TOTAL                                   |            |               | \$ 160,616  | \$ 167,088   |
| <b>\$253 Million Term Loan Facility</b> |            |               |   |              |
| Genco Aquitaine                         | 2009       | 2010          | 33,007  | 34,418       |
| Genco Ardennes                          | 2009       | 2010          | 33,168  | 34,588       |
| Genco Auvergne                          | 2009       | 2010          | 33,136  | 34,531       |
| Genco Bourgogne                         | 2010       | 2010          | 33,111  | 34,492       |
| Genco Brittany                          | 2010       | 2010          | 33,177  | 34,553       |
| Genco Languedoc                         | 2010       | 2010          | 33,344  | 34,726       |
| Genco Loire                             | 2009       | 2010          | 30,172  | 31,478       |
| Genco Lorraine                          | 2009       | 2010          | 29,864  | 31,166       |
| Genco Normandy                          | 2007       | 2010          | 27,582  | 28,857       |

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|                |      |      |                   |                   |
|----------------|------|------|-------------------|-------------------|
| Genco Picardy  | 2005 | 2010 | 27,152            | 28,603            |
| Genco Provence | 2004 | 2010 | 26,772            | 28,249            |
| Genco Pyrenees | 2010 | 2010 | 33,095            | 34,453            |
| Genco Rhone    | 2011 | 2011 | 34,725            | 36,107            |
| <b>TOTAL</b>   |      |      | <b>\$ 408,305</b> | <b>\$ 426,221</b> |

**2010 Baltic Trading Credit Facility**

|                |      |      |                   |                   |
|----------------|------|------|-------------------|-------------------|
| Baltic Leopard | 2009 | 2009 | 31,671            | 33,033            |
| Baltic Panther | 2009 | 2010 | 31,748            | 33,111            |
| Baltic Cougar  | 2009 | 2010 | 31,898            | 33,261            |
| Baltic Jaguar  | 2009 | 2010 | 31,809            | 33,162            |
| Baltic Bear    | 2010 | 2010 | 66,450            | 69,153            |
| Baltic Wolf    | 2010 | 2010 | 66,196            | 68,839            |
| Baltic Wind    | 2009 | 2010 | 30,386            | 31,695            |
| Baltic Cove    | 2010 | 2010 | 30,711            | 31,992            |
| Baltic Breeze  | 2010 | 2010 | 31,274            | 32,551            |
| <b>TOTAL</b>   |      |      | <b>\$ 352,143</b> | <b>\$ 366,797</b> |

|                           |  |  |                     |                     |
|---------------------------|--|--|---------------------|---------------------|
| <b>Consolidated Total</b> |  |  | <b>\$ 2,662,403</b> | <b>\$ 2,794,860</b> |
|---------------------------|--|--|---------------------|---------------------|

Deferred drydocking costs

Our vessels are required to be drydocked approximately every 30 to 60 months for major repairs and maintenance that cannot be performed while the vessels are operating. We capitalize the costs associated with drydockings as they occur and amortize these costs on a straight-line basis over the period between drydockings. Deferred drydocking costs include actual costs incurred at the drydock yard; cost of travel, lodging and subsistence of our personnel sent to the drydocking site to supervise; and the cost of hiring a third party to oversee the drydocking. We believe that these criteria are consistent with U.S. GAAP guidelines and industry practice and that our policy of capitalization reflects the economics and market values of the vessels. Costs that are not related to drydocking are expensed as incurred. If the vessel is drydocked earlier than originally anticipated, any remaining deferred drydock costs that have not been amortized are expensed at the beginning of the next drydock.

Impairment of long-lived assets

We follow the Accounting Standards Codification ( ASC ) subtopic 360-10, Property, Plant and Equipment ( ASC 360-10 ) which requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts. If indicators of impairment are present, we perform an analysis of the anticipated undiscounted future net cash flows to be derived from the related long-lived assets.

The current economic and market conditions, including the significant disruptions in the global credit markets, are having broad effects on participants in a wide variety of industries. Since mid-August 2008, the charter rates in the dry bulk charter market have declined significantly, and drybulk vessel values have also declined both as a result of a slowdown in the availability of global credit and the significant deterioration in charter rates.

When indicators of impairment are present and our estimate of undiscounted future cash flows for any vessel is lower than the vessel's carrying value, the carrying value is written down, by recording a charge to operations, to the vessel's fair market value if the fair market value is lower than the vessel's carrying value. We noted that TCE revenues across its fleet were lower on average in 2012 compared with 2011. Our management views the lower TCE rates in 2012 as part of a longer term economic cycle.

We concluded at December 31, 2012 that the future income streams expected to be earned by such vessels over their remaining operating lives on an undiscounted basis would be sufficient to recover their carrying values and that, accordingly, our vessels were not impaired under U.S. GAAP. Our estimated future undiscounted cash flows exceeded each of our vessels' carrying values by a considerable margin (approximately 31% - 400% of carrying value). Our vessels remain fully utilized and have a relatively long average remaining useful life of approximately 18.0 years in which to recover sufficient cash flows on an undiscounted basis to recover their carrying values as of December 31, 2012. Management will continue to monitor developments in charter rates in the markets in which it participates with respect to the expectation of future rates over an extended period of time that are utilized in the analyses.

In developing estimates of future undiscounted cash flows, we make assumptions and estimates about the vessels' future performance, with the significant assumptions being related to charter rates, fleet utilization, vessels' operating expenses, vessels' capital expenditures and drydocking requirements, vessels' residual value and the estimated remaining useful life of each vessel. The assumptions used to develop estimates of future undiscounted cash flows are based on historical trends. Specifically, we utilize the rates currently in effect for the duration of their current time charters, without assuming additional profit sharing. For periods of time where our vessels are not fixed on time charters, we utilize an

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estimated daily time charter equivalent for our vessels unfixed days based on the most recent ten year historical one year time charter average. Actual equivalent drybulk shipping rates are currently lower than the estimated rate. We believe current rates have been driven by short-term disruptions or seasonal issues as discussed under Management's Discussion and Analysis Results of Operations Voyage Revenues.

Of the inputs that the Company uses for its impairment test, future time charter rates are the most significant and most volatile. Based on the sensitivity analysis performed by the Company, the Company would record impairment on its vessels for time charter declines from their most recent ten-year historical one-year time charter averages as follows:

**Percentage Decline from Ten-Year  
Historical One-Year Time Charter  
Average at Which Point Impairment  
Would be Recorded**

| Vessel Class | As of<br>December 31,<br>2012 | As of<br>December 31,<br>2011 |
|--------------|-------------------------------|-------------------------------|
| Capesize     | (50.6)%                       | (50.2)%                       |
| Panamax      | (31.5)%                       | (30.6)%                       |
| Supramax     | (29.0)%                       | (29.8)%                       |
| Handymax     | (45.7)%                       | (41.9)%                       |
| Handysize    | (13.5)%                       | (11.0)%                       |

Our time charter equivalent (TCE) rates for our fiscal years ended December 31, 2012 and 2011, respectively, were above or (below) the ten year historical one-year time charter average as of such dates as follows:

**TCE Rates as Compared with Ten-  
Year Historical One-Year Time  
Charter Average  
(as percentage above/(below))**

| Vessel Class | As of<br>December 31,<br>2012 | As of<br>December 31,<br>2011 |
|--------------|-------------------------------|-------------------------------|
| Capesize     | (70.4)%                       | (39.6)%                       |
| Panamax      | (65.9)%                       | (18.2)%                       |
| Supramax     | (59.1)%                       | (32.1)%                       |
| Handymax     | (59.2)%                       | (20.0)%                       |
| Handysize    | (46.4)%                       | (26.4)%                       |

The projected net operating cash flows are determined by considering the future charter revenues from existing time charters for the fixed fleet days and an estimated daily time charter equivalent for the unfixed days over the estimated remaining life of the vessel, assumed to be 25 years from the delivery of the vessel from the shipyard, reduced by brokerage commissions, expected outflows for vessels' maintenance and vessel operating expenses (including planned drydocking and special survey expenditures) and capital expenditures adjusted annually for inflation, assuming fleet utilization of 98%. The salvage value used in the impairment test is estimated to be \$245 per light weight ton, consistent with our vessels' depreciation policy discussed above.

Although we believe that the assumptions used to evaluate potential impairment are reasonable and appropriate, such assumptions are highly subjective. There can be no assurance as to how long charter rates and vessel values will remain at their currently low levels or whether they will improve by any significant degree. Charter rates may remain at depressed levels for some time, which could adversely affect our revenue and profitability, and future assessments of vessel impairment.

### Investments

We hold an investment in the capital stock of Jinhui Shipping and Transportation Limited ( "Jinhui" ). Jinhui is a drybulk shipping owner and operator focused on the Supramax segment of drybulk shipping. This investment is designated as available-for-sale and is reported at fair value, with unrealized gains and losses recorded in shareholders' equity as a component of AOCI. We classify the investment as a current or noncurrent asset based on our intent to hold the investment at each reporting date.



Investments are reviewed quarterly to identify possible other-than-temporary impairment in accordance ASC Subtopic 320-10, Investments Debt and Equity Securities ( ASC 320-10 ). When evaluating the investments, we review factors such as the length of time and extent to which fair value has been below the cost basis, the financial condition of the issuer, the underlying net asset value of the issuer's assets and liabilities, and our ability and intent to hold the investment for a period of time which may be sufficient for anticipated recovery in market value. Should the decline in the value of any investment be deemed to be other-than-temporary, the investment basis would be written down to fair market value, and the write-down would be recorded to earnings as a loss. Investments that are not expected to be sold within the next year are classified as noncurrent.

During the fourth quarter of 2008, our investment in Jinhui was deemed to be other-than-temporarily impaired due to the severity of the decline in its market value versus our cost basis. We recorded a \$103.9 million impairment loss during 2008 which was reclassified from the consolidated statement of equity and recorded as a loss in the consolidated statement of operations. We will continue to evaluate the investment on a quarterly basis to determine the likelihood of any further significant adverse effects on the fair value and amount of any additional impairment. In the event we determine that the Jinhui investment is subject to any additional other-than-temporary

impairment, the amount of the impairment would be reclassified from the consolidated statement of equity and recorded as a loss in the consolidated statement of operations for the amount of the impairment.

#### Fair value of financial instruments

The estimated fair values of our financial instruments such as amounts due to / due from charterers, accounts payable and long-term debt, approximate their individual carrying amounts as of December 31, 2012 and December 31, 2011 due to their short-term maturity or the variable-rate nature of the respective borrowings under the credit facilities.

The fair value of the interest rate swaps is the estimated amount we would receive to terminate these agreements at the reporting date, taking into account current interest rates and the creditworthiness of the counterparty for assets and creditworthiness of us for liabilities. See Note 13 - Fair Value of Financial Instruments in our consolidated financial statements for additional disclosure on the fair values of long term debt, derivative instruments, 2010 Notes and available-for-sale securities.

For the interest rate swaps that are not designated as an effective hedge, the change in the value and the rate differential to be paid or received is recognized as other expense and is listed as a component of other (expense) income.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### **Interest rate risk**

We are exposed to the impact of interest rate changes. Our objective is to manage the impact of interest rate changes on our earnings and cash flow in relation to our borrowings. We held five and eight interest rate swap agreements with DnB NOR Bank at December 31, 2012 and 2011, respectively, to manage future interest costs and the risk associated with changing interest rates. The total notional principal amount of the swaps is \$356.2 million and \$606.2 million, respectively, and the swaps have specified rates and durations. Refer to the table in Note 11 - Interest Rate Swap Agreements of our consolidated financial statements which summarizes the interest rate swaps in place as of December 31, 2012 and 2011.

The swap agreements, with effective dates prior to December 31, 2012 synthetically convert variable rate debt to fixed rate debt at the fixed interest rate of swap plus the Applicable Margin as discussed in the 2007 Credit Facility section of Note 9 - Long-Term Debt of our consolidated financial statements.

The total liability associated with the swaps at December 31, 2012 is \$16.1 million and \$25.3 million at December 31, 2011, and are presented as the fair value of derivatives on the balance sheet. As of December 31, 2012 and 2011, we have accumulated other comprehensive deficit of (\$16.1) million and (\$25.2) million, respectively, related to the effectively hedged portion of the swaps. Hedge ineffectiveness associated with the interest rate swaps resulted in other income (expense) of \$0.1 million and during 2012 and 2011. At December 31, 2012, (\$9.6) million of

AOCI is expected to be reclassified into income over the next 12 months associated with interest rate derivatives.

We are subject to market risks relating to changes in LIBOR rates because we have significant amounts of floating rate debt outstanding. For the year ended December 31, 2011, we paid LIBOR plus 2.00% on the 2007 Credit Facility for the debt in excess of any designated swap's notional amount for such swap's effective period. Effective December 21, 2011, we are also subject to a facility fee of 2.00% per annum on the average daily outstanding principal amount of the outstanding loan under the 2007 Credit Facility pursuant to the amendment entered into with our lenders under this facility which was reduced to 1.0% on February 28, 2012 when we consummated an equity offering resulting in gross proceeds of \$53.3 million. Additionally, effective August 1, 2012, the applicable margin over LIBOR for the 2007 Credit Facility increased from 2.00% to 3.00% pursuant to the August 2012 Agreements. Refer to Note 9 Long-Term Debt in our consolidated financial statements for further information regarding these amendments. We also paid LIBOR plus 3.00% on the outstanding debt under the \$100 Million Term Loan Facility, \$253 Million Term Loan Facility and the 2010 Baltic Trading Credit Facility during the years ended December 31, 2012 and 2011. A 1% increase in LIBOR would result in an increase of \$11.3 million in interest expense for the year ended December 31, 2012, considering the increase would be only on the unhedged portion of the debt.

### **Derivative financial instruments**

As of December 31, 2012, we held five interest rate swap agreements that we entered into with DnB NOR Bank to manage interest costs and the risk associated with changing interest rates. The total notional principal amount of the swaps is \$356.2 million, and the swaps have specified rates and durations. Refer to the table in Note 9 Long-Term Debt of our consolidated financial statements which summarized the interest rate swaps in place as of December 31, 2012 and December 31, 2011.

The differential to be paid or received for these swap agreements is recognized as an adjustment to interest expense as incurred. The interest rate differential pertaining to the interest rate swaps for the years ended December 31, 2012 and 2011 was \$13.4 million and \$28.9 million, respectively. We are currently utilizing cash flow hedge accounting for the swaps whereby the effective portion of the change in value of the swaps is reflected as a component of AOCI. The ineffective portion is recognized as other

(expense) income, which is a component of other (expense) income. If for any period of time we did not designate the swaps for hedge accounting, the change in the value of the swap agreements prior to designation would be recognized as other (expense) income.

Amounts receivable or payable arising at the settlement of hedged interest rate swaps are deferred and amortized as an adjustment to interest expense over the period of interest rate exposure provided the designated liability continues to exist. Amounts receivable or payable arising at the settlement of unhedged interest rate swaps are reflected as other (expense) income and are listed as a component of other (expense) income.

Refer to the Interest rate risk section above for further information regarding the interest rate swap agreements.

### **Currency and exchange rate risk**

The international shipping industry's functional currency is the U.S. Dollar. Virtually all of our revenues and most of our operating costs are in U.S. Dollars. We incur certain operating expenses in currencies other than the U.S. Dollar, and the foreign exchange risk associated with these operating expenses is immaterial.

As part of our business strategy, in the future, we may enter into short-term forward currency contracts to protect ourselves from the risk arising from the fluctuation in the exchange rate associated with the cost basis of Jinhui shares.

### **Investments**

We hold investments in Jinhui of \$21.0 million which are classified as available for sale ( AFS ) under Accounting Standards Codification 320-10, Investments Debt and Equity Securities ( ASC 320-10 ). The investment is classified as a current or noncurrent asset based on our intent to hold the investment at each reporting date. The investments that are classified as AFS are subject to risk of changes in market value, which if determined to be impaired (other than temporarily impaired), could result in realized impairment losses. We review the carrying value of such investments on a quarterly basis to determine if any valuation adjustments are appropriate under ASC 320-10. During 2008, we reviewed the investment in Jinhui for indicators of other-than-temporary impairment. This determination required significant judgment. In making this judgment, we evaluated, among other factors, the duration and extent to which the fair value of the investment is less than its cost; the general market conditions, including factors such as industry and sector performance, and our intent and ability to hold the investment. Our investment in Jinhui was deemed to be other-than-temporarily impaired at December 31, 2008 due to the severity of the decline in its market value versus our cost basis. We will continue to evaluate the investment on a quarterly basis to determine the likelihood of any further significant adverse effects on the fair value and amount of any additional impairment. For the years ended December 31, 2012 and 2011, we have not deemed our investment to be impaired. In the event we determine that the Jinhui investment is subject to any additional impairment, the amount of the impairment would be reclassified from AOCI and recorded as a loss in the Consolidated Statement of Operations for the amount of the impairment.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**Genco Shipping & Trading Limited**

Consolidated Financial Statements as of December 31, 2012 and 2011 and for the Years Ended December 31, 2012, 2011 and 2010

Index to Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of

Genco Shipping & Trading Limited

New York, New York

We have audited the accompanying consolidated balance sheets of Genco Shipping & Trading Limited and subsidiaries (the Company) as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive (loss) income, equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Genco Shipping & Trading Limited and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 1, 2013 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

New York, New York  
March 1, 2013

## Genco Shipping &amp; Trading Limited

Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011

(U.S. Dollars in thousands, except for share and per share data)

|   | December 31, |              |
|---|--------------|--------------|
|   | 2012         | 2011         |
| <b>Assets</b>   |              |              |
| Current assets:   |              |              |
| Cash and cash equivalents   | \$ 72,600    | \$ 227,968   |
| Due from charterers, net  | 11,714       | 13,688       |
| Prepaid expenses and other current assets   | 18,146       | 17,709       |
| Total current assets  | 102,460      | 259,365      |
| Noncurrent assets:  |              |              |
| Vessels, net of accumulated depreciation of \$597,214 and \$464,518, respectively   | 2,662,403    | 2,794,860    |
| Deferred drydock, net of accumulated amortization of \$8,086 and \$11,111, respectively   | 12,037       | 6,934        |
| Other assets, net of accumulated amortization of \$13,162 and \$7,749, respectively   | 29,561       | 17,795       |
| Fixed assets, net of accumulated depreciation and amortization of \$3,311 and \$2,422, respectively   | 5,258        | 5,591        |
| Other noncurrent assets   | 514          | 514          |
| Restricted cash   | 10,150       | 9,750        |
| Investments   | 20,988       | 24,468       |
| Total noncurrent assets   | 2,740,911    | 2,859,912    |
| Total assets  | \$ 2,843,371 | \$ 3,119,277 |
| <b>Liabilities and Equity</b>   |              |              |
| Current liabilities:  |              |              |
| Accounts payable and accrued expenses   | \$ 23,667    | \$ 30,712    |
| Current portion of long-term debt   |              | 185,077      |
| Deferred revenue  | 1,324        | 4,227        |
| Current portion of lease obligations  | 682          |              |
| Fair value of derivative instruments  | 7            | 1,686        |
| Total current liabilities   | 25,680       | 221,702      |
| Noncurrent liabilities:   |              |              |
| Long-term lease obligations   | 2,465        | 1,823        |
| Time charters acquired  | 418          | 1,164        |
| Fair value of derivative instruments  | 16,045       | 23,654       |
| Convertible senior note payable   | 110,918      | 106,381      |
| Long-term interest payable  | 13,199       |              |
| Long-term debt  | 1,413,439    | 1,402,935    |
| Total noncurrent liabilities  | 1,556,484    | 1,535,957    |
| Total liabilities   | 1,582,164    | 1,757,659    |
| Commitments and contingencies   |              |              |
| Equity:   |              |              |
| Genco Shipping & Trading Limited shareholders' equity:  |              |              |
| Common stock, par value \$0.01; 100,000,000 shares authorized; issued and outstanding 44,270,273 and 36,307,598 shares at December 31, 2012 and December 31, 2011, respectively | 443          | 363          |
| Additional paid-in capital  | 863,303      | 809,443      |

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|   |              |              |
|---|--------------|--------------|
| Accumulated other comprehensive loss                        | (11,841)     | (17,549)     |
| Retained earnings   | 214,391      | 359,349      |
| Total Genco Shipping & Trading Limited shareholders' equity | 1,066,296    | 1,151,606    |
| Noncontrolling interest                                     | 194,911      | 210,012      |
| Total equity  | 1,261,207    | 1,361,618    |
| Total liabilities and equity                                | \$ 2,843,371 | \$ 3,119,277 |

See accompanying notes to consolidated financial statements.

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## Genco Shipping &amp; Trading Limited

Consolidated Statements of Operations for the Years Ended December 31, 2012, 2011 and 2010

(U.S. Dollars in Thousands, Except for Earnings Per Share and Share Data)

|  | For the Years Ended December 31, |            |            |
|--|----------------------------------|------------|------------|
|  | 2012                             | 2011       | 2010       |
| <b>Revenues:</b>   |                                  |            |            |
| Voyage revenues  | \$ 223,159                       | \$ 388,929 | \$ 447,438 |
| Service revenues   | 3,294                            | 3,285      | 1,249      |
| Total revenues   | 226,453                          | 392,214    | 448,687    |
| <b>Operating expenses:</b>   |                                  |            |            |
| Voyage expenses  | 7,009                            | 4,457      | 4,467      |
| Vessel operating expenses  | 114,318                          | 105,514    | 78,976     |
| General, administrative and management fees                        | 35,673                           | 33,928     | 29,081     |
| Depreciation and amortization                                      | 139,063                          | 136,203    | 115,663    |
| Other operating income   | (265)                            | (527)      | (791)      |
| Total operating expenses   | 295,798                          | 279,575    | 227,396    |
| Operating (loss) income  | (69,345)                         | 112,639    | 221,291    |
| <b>Other (expense) income:</b>                                     |                                  |            |            |
| Other expense  | (29)                             | (80)       | (77)       |
| Interest income  | 378                              | 616        | 685        |
| Interest expense   | (87,558)                         | (86,722)   | (72,650)   |
| Other expense  | (87,209)                         | (86,186)   | (72,042)   |
| (Loss) income before income taxes                                  | (156,554)                        | 26,453     | 149,249    |
| Income tax expense   | (1,222)                          | (1,385)    | (1,840)    |
| Net (loss) income  | (157,776)                        | 25,068     | 147,409    |
| Less: Net (loss) income attributable to noncontrolling interest    | (12,848)                         | (318)      | 6,166      |
| Net (loss) income attributable to Genco Shipping & Trading Limited | \$ (144,928)                     | \$ 25,386  | \$ 141,243 |
| Net (loss) income per share-basic                                  | \$ (3.47)                        | \$ 0.72    | \$ 4.28    |
| Net (loss) income per share-diluted                                | \$ (3.47)                        | \$ 0.72    | \$ 4.07    |
| Weighted average common shares outstanding-basic                   | 41,727,075                       | 35,179,244 | 32,987,449 |
| Weighted average common shares outstanding-diluted                 | 41,727,075                       | 35,258,205 | 35,891,373 |
| Dividends declared per share                                       | \$                               | \$         | \$         |

See accompanying notes to consolidated financial statements.

**Genco Shipping & Trading Limited**

Consolidated Statements of Comprehensive (Loss) Income

For the Years Ended December 31, 2012, 2011 and 2010

(U.S. Dollars in Thousands)

|  | 2012         | For the Years Ended December 31, |    | 2010     |
|--|--------------|----------------------------------|----|----------|
|  |              | 2011                             |    |          |
| Net (loss) income  | \$ (157,776) | \$ 25,068                        | \$ | 147,409  |
| Change in unrealized gain on investments                                     | (3,480)      | (30,246)                         |    | (17,466) |
| Unrealized gain (loss) on cash flow hedges, net                              | 9,188        | 17,907                           |    | (1,333)  |
| Other comprehensive income (loss)  | 5,708        | (12,339)                         |    | (18,799) |
| Comprehensive (loss) income  | (152,068)    | 12,729                           |    | 128,610  |
| Less: Comprehensive (loss) income attributable to noncontrolling interests   | (12,848)     | (318)                            |    | 6,166    |
| Comprehensive (loss) income attributable to Genco Shipping & Trading Limited | \$ (139,220) | \$ 13,047                        | \$ | 122,444  |

See accompanying notes to consolidated financial statements.

## Genco Shipping &amp; Trading Limited

## Consolidated Statements of Equity

For the Years Ended December 31, 2012, 2011 and 2010

(U.S. Dollars in Thousands)

|   | Common<br>Stock | Additional<br>Paid-in<br>Capital | Accumulated<br>Other<br>Comprehensive<br>(Loss) Income | Retained<br>Earnings | Genco<br>Shipping &<br>Trading<br>Limited<br>Shareholders<br>Equity | Noncontrolling<br>Interest | Total Equity |
|---|-----------------|----------------------------------|--|----------------------|---|----------------------------|--------------|
| Balance January 1, 2010   | \$ 318          | \$ 722,198                       | \$ 13,589  | \$ 192,820           | \$ 928,925  | \$                         | \$ 928,925   |
| Net income  |                 |                                  |  | 141,243              | 141,243   | 6,166                      | 147,409      |
| Change in unrealized gain on investments  |                 |                                  | (17,466)   |                      | (17,466)  |                            | (17,466)     |
| Unrealized loss on cash flow hedges, net  |                 |                                  | (1,333)  |                      | (1,333)   |                            | (1,333)      |
| Issuance of 3,593,750 shares of common stock                                    | 36              | 54,846                           |  |                      | 54,882  |                            | 54,882       |
| Issuance of convertible senior notes  |                 | 23,457                           |  |                      | 23,457  |                            | 23,457       |
| Issuance of 514,650 shares of nonvested stock                                   | 5               | (5)                              |  |                      |   |                            |              |
| Nonvested stock amortization  |                 | 4,327                            |  |                      | 4,327   | 2,892                      | 7,219        |
| Cash dividends paid by Baltic Trading Limited                                   |                 |                                  |  | (41)                 | (41)  | (5,329)                    | (5,370)      |
| Issuance of common stock of Baltic Trading Limited                              |                 | (1,045)                          |  |                      | (1,045)   | 211,475                    | 210,430      |
| Balance December 31, 2010   | \$ 359          | \$ 803,778                       | \$ (5,210)   | \$ 334,022           | \$ 1,132,949  | \$ 215,204                 | \$ 1,348,153 |
| Net income (loss)   |                 |                                  |  | 25,386               | 25,386  | (318)                      | 25,068       |
| Change in unrealized gain on investments  |                 |                                  | (30,246)   |                      | (30,246)  |                            | (30,246)     |
| Unrealized gain on cash flow hedges, net  |                 |                                  | 17,907   |                      | 17,907  |                            | 17,907       |
| Issuance of 357,500 shares of nonvested stock, less forfeitures of 1,100 shares | 4               | (4)                              |  |                      |   |                            |              |
| Nonvested stock amortization  |                 | 5,574                            |  |                      | 5,574   | 2,764                      | 8,338        |
| Cash dividends paid by Baltic Trading Limited                                   |                 |                                  |  | (59)                 | (59)  | (7,543)                    | (7,602)      |
| Vesting of restricted shares issued by Baltic Trading Limited                   |                 | 95                               |  |                      | 95  | (95)                       |              |

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|   |    |     |    |         |    |          |    |           |    |           |    |          |    |           |
|---|----|-----|----|---------|----|----------|----|-----------|----|-----------|----|----------|----|-----------|
| Balance   |    |     |    |         |    |          |    |           |    |           |    |          |    |           |
| December 31, 2011   | \$ | 363 | \$ | 809,443 | \$ | (17,549) | \$ | 359,349   | \$ | 1,151,606 | \$ | 210,012  | \$ | 1,361,618 |
| Net loss  |    |     |    |         |    |          |    | (144,928) |    | (144,928) |    | (12,848) |    | (157,776) |
| Change in unrealized gain on investments  |    |     |    |         |    | (3,480)  |    |           |    | (3,480)   |    |          |    | (3,480)   |
| Unrealized gain on cash flow hedges, net  |    |     |    |         |    | 9,188    |    |           |    | 9,188     |    |          |    | 9,188     |
| Issuance of 7,500,000 shares of common stock                                    |    | 75  |    | 49,799  |    |          |    |           |    | 49,874    |    |          |    | 49,874    |
| Issuance of 464,175 shares of nonvested stock, less forfeitures of 1,500 shares |    | 5   |    | (5)     |    |          |    |           |    |           |    |          |    |           |
| Nonvested stock amortization  |    |     |    | 4,087   |    |          |    |           |    | 4,087     |    | 1,777    |    | 5,864     |
| Cash dividends paid by Baltic Trading Limited                                   |    |     |    |         |    |          |    | (30)      |    | (30)      |    | (4,051)  |    | (4,081)   |
| Vesting of restricted shares issued by Baltic Trading Limited                   |    |     |    | (21)    |    |          |    |           |    | (21)      |    | 21       |    |           |
| Balance   |    |     |    |         |    |          |    |           |    |           |    |          |    |           |
| December 31, 2012   | \$ | 443 | \$ | 863,303 | \$ | (11,841) | \$ | 214,391   | \$ | 1,066,296 | \$ | 194,911  | \$ | 1,261,207 |

See accompanying notes to consolidated financial statements.

## Genco Shipping &amp; Trading Limited

Consolidated Statements of Cash Flows for the Years Ended December 31, 2012, 2011 and 2010

(U.S. Dollars in Thousands)

|  | Year ended December 31, |            |            |
|--|-------------------------|------------|------------|
|  | 2012                    | 2011       | 2010       |
| Cash flows from operating activities:  |                         |            |            |
| Net (loss) income  | \$ (157,776)            | \$ 25,068  | \$ 147,409 |
| Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities: |                         |            |            |
| Depreciation and amortization  | 139,063                 | 136,203    | 115,663    |
| Amortization of deferred financing costs   | 5,413                   | 3,188      | 1,967      |
| Amortization of time charters acquired   | (746)                   | (1,611)    | (4,560)    |
| Amortization of discount on Convertible Senior Notes   | 4,537                   | 4,072      | 1,684      |
| Unrealized gain on derivative instruments  | (100)                   | (51)       | (66)       |
| Amortization of nonvested stock compensation expense   | 5,864                   | 8,338      | 7,219      |
| Change in assets and liabilities:  |                         |            |            |
| Decrease (increase) in due from charterers   | 1,974                   | (4,894)    | (6,677)    |
| Increase in prepaid expenses and other current assets  | (437)                   | (3,721)    | (3,804)    |
| Increase in other noncurrent assets  |                         | (514)      |            |
| (Decrease) increase in accounts payable and accrued expenses                                       | (4,880)                 | 1,091      | 10,048     |
| Decrease in deferred revenue   | (2,903)                 | (6,139)    | (2,465)    |
| Increase (decrease) in lease obligations   | 1,324                   | 1,166      | (30)       |
| Deferred drydock costs incurred  | (10,167)                | (4,013)    | (3,708)    |
| Net cash (used in) provided by operating activities  | (18,834)                | 158,183    | 262,680    |
| Cash flows from investing activities:  |                         |            |            |
| Purchase of vessels  | (1,155)                 | (130,328)  | (971,203)  |
| Deposits on vessels  |                         |            | (13,702)   |
| Changes in deposits of restricted cash   | (400)                   | (750)      | 8,500      |
| Proceeds from sale of vessels  |                         |            | 106,555    |
| Purchase of other fixed assets   | (2,114)                 | (2,289)    | (380)      |
| Net cash used in investing activities  | (3,669)                 | (133,367)  | (870,230)  |
| Cash flows from financing activities:  |                         |            |            |
| Repayments on the 2007 Credit Facility   | (118,588)               | (102,500)  | (50,000)   |
| Proceeds from the \$100 Million Term Loan Facility   |                         | 60,000     | 40,000     |
| Repayments on the \$100 Million Term Loan Facility   | (15,385)                | (8,011)    | (1,120)    |
| Proceeds from the \$253 Million Term Loan Facility   |                         | 21,500     | 231,500    |
| Repayments on the \$253 Million Term Loan Facility   | (40,600)                | (26,916)   | (4,691)    |
| Proceeds from the Baltic Trading 2010 Credit Facility  |                         |            | 101,250    |
| Proceeds from issuance of common stock   | 50,721                  |            | 55,200     |
| Payment of common stock issuance costs   | (847)                   |            | (318)      |
| Proceeds from issuance of Convertible Senior Notes   |                         |            | 125,000    |
| Payment of Convertible Senior Notes issuance costs   |                         | (51)       | (867)      |
| Proceeds from issuance of common stock by subsidiary   |                         |            | 214,508    |
| Payment of subsidiary common stock issuance costs  |                         |            | (3,721)    |
| Payment of dividend by subsidiary  | (4,081)                 | (7,603)    | (5,369)    |
| Payment of deferred financing costs  | (4,085)                 | (4,144)    | (11,212)   |
| Net cash (used in) provided by financing activities  | (132,865)               | (67,725)   | 690,160    |
| Net (decrease) increase in cash and cash equivalents   | (155,368)               | (42,909)   | 82,610     |
| Cash and cash equivalents at beginning of year   | 227,968                 | 270,877    | 188,267    |
| Cash and cash equivalents at end of year   | \$ 72,600               | \$ 227,968 | \$ 270,877 |

See accompanying notes to consolidated financial statements.



**Genco Shipping & Trading Limited**

(U.S. Dollars in Thousands)

Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010

**1 - GENERAL INFORMATION**

The accompanying consolidated financial statements include the accounts of Genco Shipping & Trading Limited ( "GS&T" ), its wholly-owned subsidiaries, and its subsidiary, Baltic Trading Limited (collectively, the "Company" ). The Company is engaged in the ocean transportation of drybulk cargoes worldwide through the ownership and operation of drybulk carrier vessels. GS&T is incorporated under the laws of the Marshall Islands and as of December 31, 2012 is the sole owner of all of the outstanding shares of the following subsidiaries: Genco Ship Management LLC; Genco Investments LLC; Genco Management (USA) Limited; Genco RE Investments LLC; and the ship-owning subsidiaries as set forth below.

At December 31, 2012, 2011 and 2010, GS&T's fleet consisted of 53, 53 and 49 vessels, respectively.

Below is the list of GS&T's wholly owned ship-owning subsidiaries as of December 31, 2012:

| Wholly Owned Subsidiaries | Vessel           | Dwt     | Date Delivered | Year Built |
|---------------------------|------------------|---------|----------------|------------|
| Genco Reliance Limited    | Genco Reliance   | 29,952  | 12/6/04        | 1999       |
| Genco Vigour Limited      | Genco Vigour     | 73,941  | 12/15/04       | 1999       |
| Genco Explorer Limited    | Genco Explorer   | 29,952  | 12/17/04       | 1999       |
| Genco Carrier Limited     | Genco Carrier    | 47,180  | 12/28/04       | 1998       |
| Genco Sugar Limited       | Genco Sugar      | 29,952  | 12/30/04       | 1998       |
| Genco Pioneer Limited     | Genco Pioneer    | 29,952  | 1/4/05         | 1999       |
| Genco Progress Limited    | Genco Progress   | 29,952  | 1/12/05        | 1999       |
| Genco Wisdom Limited      | Genco Wisdom     | 47,180  | 1/13/05        | 1997       |
| Genco Success Limited     | Genco Success    | 47,186  | 1/31/05        | 1997       |
| Genco Beauty Limited      | Genco Beauty     | 73,941  | 2/7/05         | 1999       |
| Genco Knight Limited      | Genco Knight     | 73,941  | 2/16/05        | 1999       |
| Genco Leader Limited      | Genco Leader     | 73,941  | 2/16/05        | 1999       |
| Genco Marine Limited      | Genco Marine     | 45,222  | 3/29/05        | 1996       |
| Genco Prosperity Limited  | Genco Prosperity | 47,180  | 4/4/05         | 1997       |
| Genco Muse Limited        | Genco Muse       | 48,913  | 10/14/05       | 2001       |
| Genco Acheron Limited     | Genco Acheron    | 72,495  | 11/7/06        | 1999       |
| Genco Surprise Limited    | Genco Surprise   | 72,495  | 11/17/06       | 1998       |
| Genco Augustus Limited    | Genco Augustus   | 180,151 | 8/17/07        | 2007       |
| Genco Tiberius Limited    | Genco Tiberius   | 175,874 | 8/28/07        | 2007       |
| Genco London Limited      | Genco London     | 177,833 | 9/28/07        | 2007       |
| Genco Titus Limited       | Genco Titus      | 177,729 | 11/15/07       | 2007       |
| Genco Challenger Limited  | Genco Challenger | 28,428  | 12/14/07       | 2003       |

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|                           |                   |         |            |      |
|---------------------------|-------------------|---------|------------|------|
| Genco Charger Limited     | Genco Charger     | 28,398  | 12/14/07   | 2005 |
| Genco Warrior Limited     | Genco Warrior     | 55,435  | 12/17/07   | 2005 |
| Genco Predator Limited    | Genco Predator    | 55,407  | 12/20/07   | 2005 |
| Genco Hunter Limited      | Genco Hunter      | 58,729  | 12/20/07   | 2007 |
| Genco Champion Limited    | Genco Champion    | 28,445  | 1/2/08     | 2006 |
| Genco Constantine Limited | Genco Constantine | 180,183 | 2/21/08    | 2008 |
| Genco Raptor LLC          | Genco Raptor      | 76,499  | 6/23/08    | 2007 |
| Genco Cavalier LLC        | Genco Cavalier    | 53,617  | 7/17/08    | 2007 |
| Genco Thunder LLC         | Genco Thunder     | 76,588  | 9/25/08    | 2007 |
| Genco Hadrian Limited     | Genco Hadrian     | 169,694 | 12/29/08   | 2008 |
| Genco Commodus Limited    | Genco Commodus    | 169,025 | 7/22/09    | 2009 |
| Genco Maximus Limited     | Genco Maximus     | 169,025 | 9/18/09    | 2009 |
| Genco Claudius Limited    | Genco Claudius    | 169,025 | 12/30/09   | 2010 |
| Genco Bay Limited         | Genco Bay         | 34,296  | 8/24/10    | 2010 |
| Genco Ocean Limited       | Genco Ocean       | 34,409  | 7/26/10    | 2010 |
| Genco Avra Limited        | Genco Avra        | 34,391  | 5/12/2011  | 2011 |
| Genco Mare Limited        | Genco Mare        | 34,428  | 7/20/2011  | 2011 |
| Genco Spirit Limited      | Genco Spirit      | 34,432  | 11/10/2011 | 2011 |

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|                         |                 |        |           |      |
|-------------------------|-----------------|--------|-----------|------|
| Genco Aquitaine Limited | Genco Aquitaine | 57,981 | 8/18/10   | 2009 |
| Genco Ardennes Limited  | Genco Ardennes  | 57,981 | 8/31/10   | 2009 |
| Genco Auvergne Limited  | Genco Auvergne  | 57,981 | 8/16/10   | 2009 |
| Genco Bourgogne Limited | Genco Bourgogne | 57,981 | 8/24/10   | 2010 |
| Genco Brittany Limited  | Genco Brittany  | 57,981 | 9/23/10   | 2010 |
| Genco Languedoc Limited | Genco Languedoc | 57,981 | 9/29/10   | 2010 |
| Genco Loire Limited     | Genco Loire     | 53,416 | 8/4/10    | 2009 |
| Genco Lorraine Limited  | Genco Lorraine  | 53,416 | 7/29/10   | 2009 |
| Genco Normandy Limited  | Genco Normandy  | 53,596 | 8/10/10   | 2007 |
| Genco Picardy Limited   | Genco Picardy   | 55,257 | 8/16/10   | 2005 |
| Genco Provence Limited  | Genco Provence  | 55,317 | 8/23/10   | 2004 |
| Genco Pyrenees Limited  | Genco Pyrenees  | 57,981 | 8/10/10   | 2010 |
| Genco Rhone Limited     | Genco Rhone     | 58,018 | 3/29/2011 | 2011 |

Baltic Trading Limited ( Baltic Trading ) was a wholly-owned indirect subsidiary of GS&T until Baltic Trading completed its initial public offering, or IPO, on March 15, 2010. As of December 31, 2012 and 2011, Genco Investments LLC owned 5,699,088 shares of Baltic Trading s Class B Stock, which represented a 24.78% and 25.11% ownership interest in Baltic Trading, respectively, and 83.17% and 83.41% of the aggregate voting power of Baltic Trading s outstanding shares of voting stock, respectively. Additionally, pursuant to the subscription agreement between Genco Investments LLC and Baltic Trading, for so long as GS&T directly or indirectly holds at least 10% of the aggregate number of outstanding shares of Baltic Trading s common stock and Class B stock, Genco Investments LLC will be entitled to receive an additional number of shares of Baltic Trading s Class B stock equal to 2% of the number of common shares issued in the future, other than shares issued under Baltic Trading s 2010 Equity Incentive Plan.

Below is the list of Baltic Trading s wholly ownedship-owning subsidiaries as of December 31, 2012:

| <b>Baltic Trading s Wholly Owned Subsidiaries</b> | <b>Vessel</b>  | <b>Dwt</b> | <b>Delivery Date</b> | <b>Year Built</b> |
|---|----------------|------------|----------------------|-------------------|
| Baltic Leopard Limited                            | Baltic Leopard | 53,447     | 4/8/10               | 2009              |
| Baltic Panther Limited                            | Baltic Panther | 53,351     | 4/29/10              | 2009              |
| Baltic Cougar Limited                             | Baltic Cougar  | 53,432     | 5/28/10              | 2009              |
| Baltic Jaguar Limited                             | Baltic Jaguar  | 53,474     | 5/14/10              | 2009              |
| Baltic Bear Limited                               | Baltic Bear    | 177,717    | 5/14/10              | 2010              |
| Baltic Wolf Limited                               | Baltic Wolf    | 177,752    | 10/14/10             | 2010              |
| Baltic Wind Limited                               | Baltic Wind    | 34,409     | 8/4/10               | 2009              |
| Baltic Cove Limited                               | Baltic Cove    | 34,403     | 8/23/10              | 2010              |
| Baltic Breeze Limited                             | Baltic Breeze  | 34,386     | 10/12/10             | 2010              |

The Company provides technical services for drybulk vessels purchased by Maritime Equity Partners ( MEP ). Peter C. Georgiopoulos, Chairman of the Board of Directors of GS&T, controls and has a minority interest in MEP. These services include oversight of crew management, insurance, drydocking, ship operations and financial statement preparation, but do not include chartering services. The services are provided for a fee of \$750 per ship per day plus reimbursement of out-of-pocket costs and will be provided for an initial term of one year. MEP has the right to cancel provision of services on 60 days notice with payment of a one-year termination fee upon a change in control of the Company. The Company may terminate provision of the services at any time on 60 days notice. Peter C. Georgiopoulos, the Company s Chairman of the Board, is a minority investor in MEP.

On February 28, 2012, the Company closed on an equity offering of 7,500,000 shares of common stock at an offering price of \$7.10 per share. The Company received net proceeds of \$49,874 after deducting underwriters fees and expenses.

On July 27, 2010, the Company closed on an equity offering of 3,593,750 shares of common stock (with the exercise of the underwriters over-allotment option) at an offering price of \$16.00 per share. The Company received net proceeds of \$54,882 after deducting underwriters fees and expenses. This offering was done concurrently with the issuance of \$125,000 aggregate principal amount (with the exercise of the underwriters over-allotment option) of the 5.00% Convertible Senior Notes due August 15, 2015. Refer to Note 10 Convertible Senior Notes for further information.

Mr. Georgiopoulos is the sole member of the Management Committee of Fleet Acquisition LLC, which currently retains 443,606 shares of the Company's common stock of which Mr. Georgiopoulos may be deemed to be the beneficial owner. As a result of the foregoing transaction in addition to grants of nonvested shares made to Mr. Georgiopoulos, Mr. Georgiopoulos may be deemed to beneficially own 10.63% of the Company's common stock (including shares held through Fleet Acquisition LLC) at December 31, 2012.

Given the current drybulk rate environment, the Company may be unable to make required payments under its credit facilities commencing during the quarter ending March 31, 2014. Moreover, if the current prolonged weakness in drybulk shipping rates does not abate, the Company may not be in compliance with the maximum leverage ratio and minimum permitted consolidated interest ratio covenants under our credit facilities once current waivers expire and are re-measured at March 31, 2014. The Company is also subject to minimum cash covenants for which compliance is measured at the end of every fiscal quarter. These covenants have not been waived and it is possible that the Company will not be in compliance with such covenants at or after March 31, 2014, or earlier in the event of sustained weakness in the drybulk shipping sector. The Company's debt facilities are described further in Note 9 - Long-Term Debt.

The Company may seek further waivers or modifications to its credit agreements, which may be subject to conditions, and may also seek to refinance indebtedness or raise additional capital through equity or debt offerings or selling assets (including vessels). Absent such waivers or modifications, if the Company does not comply with such payment obligations or these covenants and fail to cure such non-compliance following applicable notice and expiration of applicable cure periods, the Company may be in default of one or more of its credit facilities. If such a default occurs, the Company may also be in default under the Indenture for the 5.00% Convertible Senior Notes (discussed in Note 10 Convertible Senior Notes). As a result, some or all of the Company's indebtedness could be declared immediately due and payable and alternative sources of financing would need to be sought on terms that may not be favorable to the Company.

In addition, notwithstanding the waiver of certain covenants as described above, for purposes of preparing financial statements in each future fiscal quarter, the Company is required to test compliance with the original covenants at all quarterly measurement dates in accordance with GAAP. Under the Company's credit facilities, March 31, 2014 is the first date following expiration of the waivers on which compliance with the original covenants will be measured. If the Company would not have been in compliance with the original covenants absent the waivers received and it is probable the Company would not be in compliance at measurement dates within the following twelve months, indebtedness under this facility would be required to be reclassified as a current liability in such quarter. Any such reclassification would not affect the existing waivers.

## 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Principles of consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( U.S. GAAP ), which include the accounts of GS&T, its wholly-owned subsidiaries and Baltic Trading, a subsidiary in which the Company owns a majority of the voting interests and exercises control. All intercompany accounts and transactions have been eliminated in consolidation.

### Business geographics

The Company's vessels regularly move between countries in international waters, over hundreds of trade routes and, as a result, the disclosure of geographic information is impracticable.

### Vessel acquisitions

When the Company enters into an acquisition transaction, it determines whether the acquisition transaction was the purchase of an asset or a business based on the facts and circumstances of the transaction. As is customary in the shipping industry, the purchase of a vessel is normally treated as a purchase of an asset as the historical operating data for the vessel is not reviewed nor is material to the Company's decision to make such acquisition.

When a vessel is acquired with an existing time charter, the Company allocates the purchase price to the vessel and the time charter based on, among other things, vessel market valuations and the present value (using an interest rate which reflects the risks associated with the acquired charters) of the difference between (i) the contractual amounts to be paid pursuant to the charter terms and (ii) management's estimate of the fair market charter rate, measured over a period equal to the remaining term of the charter. The capitalized above-market (assets) and below-market (liabilities) charters are amortized as a reduction or increase, respectively, to revenues over the remaining term of the charter.

#### Segment reporting

The Company has two reportable segments, GS&T and Baltic Trading, which are both engaged in the ocean transportation of drybulk cargoes worldwide through the ownership and operation of drybulk carrier vessels. Refer to Note 3 - Segment Information for further information.

Revenue and voyage expense recognition

Since the Company's inception, revenues have been generated from time charter agreements, pool agreements and spot market-related time charters. A time charter involves placing a vessel at the charterer's disposal for a set period of time during which the charterer may use the vessel in return for the payment by the charterer of a specified daily hire rate, including any ballast bonus payments received pursuant to the time charter agreement. Spot market-related time charters are the same as other time charter agreements, except the time charter rates are variable and are based on a percentage of the average daily rates as published by the Baltic Dry Index (BDI). Voyage revenues also include the sale of bunkers consumed during short-term time charters pursuant to the terms of the time charter agreement.

In time charters, spot market-related time charters and pool agreements, operating costs including crews, maintenance and insurance are typically paid by the owner of the vessel and specified voyage costs such as fuel and port charges are paid by the charterer. There are certain other non-specified voyage expenses such as commissions which are typically borne by the Company. At the inception of a time charter, the Company records the difference between the cost of bunker fuel delivered by the terminating charterer and the bunker fuel sold to the new charterer as a gain or loss within voyage expenses. These differences in bunkers resulted in net gains of \$1,714, \$2,653 and \$1,743 during the years ended December 31, 2012, 2011 and 2010, respectively. Additionally, voyage expenses include the cost of bunkers consumed during short-term time charters pursuant to the terms of the time charter agreement.

The Company records time charter revenues over the term of the charter as service is provided. Revenues are recognized on a straight-line basis as the average revenue over the term of the respective time charter agreement. The Company recognizes voyage expenses when incurred.

Two of the Company's vessels, the Genco Constantine and Genco Hadrian, were chartered under time charters which included a profit-sharing element. These time charters ended during August 2012 and October 2012, respectively. Under these charter agreements, the Company received a fixed rate of \$53 and \$65 per day, respectively, and an additional profit-sharing payment. The profit-sharing between the Company and the respective charterer for each 15-day period was calculated by taking the average over that period of the published Baltic Cape Index of the four time charter routes as reflected in daily reports. If such average was more than the base rate payable under the charter, the excess amount was allocable 50% to the Company and 50% to the charterer. The profit sharing amount due to the Company was net of a 3.75% commission. Profit sharing revenue was recorded when the average of the published Baltic Capesize Index for the four time charter routes was available for the entire 15-day period, which is when the profit sharing revenue was fixed and determinable.

Four of the Company's vessels, the Genco Ocean, Genco Bay, Genco Avra and Genco Spirit, are chartered under spot market-related time charters which include a profit-sharing element. Under these charter agreements, the rate for the spot market-related time charter is linked with a floor of \$9 and a ceiling of \$14 daily with a 50% profit sharing arrangement to apply to any amount above the ceiling. The rate is based on 115% of the average of the daily rates reflected in the daily reports of the Baltic Handysize Index.

At December 31, 2012 and 2011, five of the Company's vessels were in vessel pools. The Genco Explorer, Genco Pioneer, Genco Progress, Genco Reliance and Genco Sugar entered the Lauritzen Pool during August 2009. Vessel pools, such as the Lauritzen Pool, provide cost-effective commercial management activities for a group of similar class vessels. The pool arrangement provides the benefits of a large-scale operation, and chartering efficiencies that might not be available to smaller fleets. Under the pool arrangement, the vessels operate under a time charter agreement whereby the cost of bunkers and port expenses are borne by the pool and operating costs including crews, maintenance and insurance are typically paid by the owner of the vessel. Since the members of the pool share in the revenue less voyage expenses generated by the entire group of vessels in the pool, and the pool operates in the spot market, the revenue earned by these vessels is subject to the fluctuations of the spot market. The Company recognizes revenue from these pool arrangements based on its portion of the net distributions reported by the relevant pool, which represents the net voyage revenue of the pool after voyage expenses and pool manager fees.

Other operating income

During the years ended December 31, 2012, 2011 and 2010, the Company recorded other operating income of \$265, \$527 and \$791 respectively. Other operating income recorded during the years ended December 31, 2012, 2011 and 2010 consists of \$263, \$527 and \$585, respectively, related to the first three installments due on December 30, 2012, 2011 and 2010, respectively, from Samsun Logix Corporation ( Samsun ) pursuant to the rehabilitation plan which was approved by the South Korean courts. Other operating income during the year ended December 31, 2012 also included \$2 related to the first installment due on December 30, 2012 from Korea Line Corporation ( KLC ) pursuant to the rehabilitation plan which was approved by the South Korean courts. Refer to Note 19 Commitments and Contingencies for further information regarding the bankruptcy settlements with Samsun and KLC.

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Additionally, other operating income during the year ended December 31, 2010 consists of \$206 related to a payment received from the seller of the Baltic Cougar as a result of the late delivery of the vessel to Baltic Trading.

### Due from charterers, net

Due from charterers, net includes accounts receivable from charters, net of the provision for doubtful accounts. At each balance sheet date, the Company records the provision based on a review of all outstanding charter receivables. Included in the standard time charter contracts with the Company's customers are certain performance parameters which, if not met, can result in customer claims. As of December 31, 2012 and 2011, the Company had a reserve of \$488 and \$906, respectively, against the due from charterers balance and an additional accrual of \$407 and \$762, respectively, in deferred revenue, each of which is primarily associated with estimated customer claims against the Company including vessel performance issues under time charter agreements.

Revenue is based on contracted charterparties. However, there is always the possibility of dispute over terms and payment of hires and freights. In particular, disagreements may arise concerning the responsibility of lost time and revenue. Accordingly, the Company periodically assesses the recoverability of amounts outstanding and estimates a provision if there is a possibility of non-recoverability. The Company believes its provisions to be reasonable based on information available.

### Vessel operating expenses

Vessel operating expenses include crew wages and related costs, the cost of insurance, expenses relating to repairs and maintenance, the cost of spares and consumable stores, and other miscellaneous expenses. Vessel operating expenses are recognized when incurred.

### Vessels, net

Vessels, net is stated at cost less accumulated depreciation. Included in vessel costs are acquisition costs directly attributable to the acquisition of a vessel and expenditures made to prepare the vessel for its initial voyage. The Company also capitalizes interest costs for a vessel under construction as a cost which is directly attributable to the acquisition of a vessel. Vessels are depreciated on a straight-line basis over their estimated useful lives, determined to be 25 years from the date of initial delivery from the shipyard. Depreciation expense for vessels for the years ended December 31, 2012, 2011 and 2010 was \$133,111, \$130,080, and \$109,839, respectively.

Depreciation expense is calculated based on cost less the estimated residual scrap value. The costs of significant replacements, renewals and betterments are capitalized and depreciated over the shorter of the vessel's remaining estimated useful life or the estimated life of the renewal or betterment. Undepreciated cost of any asset component being replaced that was acquired after the initial vessel purchase is written off as a component of vessel operating expense. Expenditures for routine maintenance and repairs are expensed as incurred. Scrap value is estimated by the Company by taking the cost of steel times the weight of the ship noted in lightweight tons (lwt). Effective January 1, 2011, the Company increased the estimated scrap value of the vessels from \$175/lwt to \$245/lwt prospectively based on the 15-year average scrap value of steel.

The change in the estimated scrap value will result in a decrease in depreciation expense over the remaining life of the vessel assets. During the years ended December 31, 2012 and 2011, the increase in the estimated scrap value resulted in a decrease in depreciation expense of \$2,476 and

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\$2,479, respectively. The decrease in depreciation expense resulted in a \$0.06 and \$0.07 change to the basic and diluted net (loss) income per share during the years ended December 31, 2012 and 2011, respectively. The basic and diluted net (loss) income per share would have been (\$3.53) and \$0.65 per share, respectively, if there had been no change in the estimated scrap value.

### Fixed assets, net

Fixed assets, net are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are based on a straight line basis over the estimated useful life of the specific asset placed in service. The following table is used in determining the typical estimated useful lives:

| Description                           | Useful lives  |
|---------------------------------------|---|
| Leasehold improvements                | Lesser of the estimated useful life of the asset or life of the lease |
| Furniture, fixtures & other equipment | 5 years   |
| Vessel equipment                      | 2-15 years  |
| Computer equipment                    | 3 years   |

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Depreciation and amortization expense for fixed assets for the years ended December 31, 2012, 2011 and 2010 was \$888, \$507 and \$501, respectively.

#### Deferred drydocking costs

The Company's vessels are required to be drydocked approximately every 30 to 60 months for major repairs and maintenance that cannot be performed while the vessels are operating. The Company defers the costs associated with the drydockings as they occur and amortizes these costs on a straight-line basis over the period between drydockings. Costs deferred as part of a vessel's drydocking include actual costs incurred at the drydocking yard; cost of travel, lodging and subsistence of personnel sent to the drydocking site to supervise; and the cost of hiring a third party to oversee the drydocking. If the vessel is drydocked earlier than originally anticipated, any remaining deferred drydock costs that have not been amortized are expensed at the beginning of the next drydock. Amortization expense for drydocking for the years ended December 31, 2012, 2011 and 2010 was \$5,064, \$5,617, and \$5,324, respectively. All other costs incurred during drydocking are expensed as incurred.

#### Impairment of long-lived assets

The Company follows Accounting Standards Codification (ASC) Subtopic 360-10, Property, Plant and Equipment (ASC 360-10), which requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts. If indicators of impairment are present, the Company performs an analysis of the anticipated undiscounted future net cash flows of the related long-lived assets. If the carrying value of the related asset exceeds the undiscounted cash flows, the carrying value is reduced to its fair value. Various factors including anticipated future charter rates, estimated scrap values, future drydocking costs and estimated vessel operating costs are included in this analysis.

For the years ended December 31, 2012, 2011 and 2010, no impairment charges were recorded on the Company's long-lived assets.

#### Deferred financing costs

Deferred financing costs, included in other assets, consist of fees, commissions and legal expenses associated with obtaining loan facilities and amending existing loan facilities. These costs are amortized over the life of the related debt and are included in interest expense.

#### Cash and cash equivalents

The Company considers highly liquid investments such as money market funds and certificates of deposit with an original maturity of three months or less to be cash equivalents.

Investments

The Company holds an investment in the capital stock of Jinhui Shipping and Transportation Limited ( Jinhui ). Jinhui is a drybulk shipping owner and operator focused on the Supramax segment of drybulk shipping. This investment is designated as Available For Sale ( AFS ) and is reported at fair value, with unrealized gains and losses recorded in shareholders' equity as a component of accumulated other comprehensive (loss) income ( AOCI ). The Company classifies the investment as a current or noncurrent asset based on the Company's intent to hold the investment at each reporting date.

Investments are reviewed quarterly to identify possible other-than-temporary impairment in accordance with ASC Subtopic 320-10, Investments Debt and Equity Securities ( ASC 320-10 ). When evaluating its investments, the Company reviews factors such as the length of time and extent to which fair value has been below the cost basis, the financial condition of the issuer, the underlying net asset value of the issuer's assets and liabilities, and the Company's ability and intent to hold the investment for a period of time which may be sufficient for anticipated recovery in market value. Should the decline in the value of any investment be deemed to be other-than-temporary, the investment basis would be written down to fair market value, and the write-down would be recorded to earnings as a loss. Refer to Note 6 Investments.

Income taxes

Pursuant to Section 883 of the U.S. Internal Revenue Code of 1986 as amended (the Code ), qualified income derived from the international operations of ships is excluded from gross income and exempt from U.S. federal income tax if a company engaged in the international operation of ships meets certain requirements. Among other things, in order to qualify, the Company must be

incorporated in a country that grants an equivalent exemption to U.S. corporations and must satisfy certain qualified ownership requirements.

GS&T is incorporated in the Marshall Islands. Pursuant to the income tax laws of the Marshall Islands, GS&T is not subject to Marshall Islands income tax. The Marshall Islands has been officially recognized by the Internal Revenue Service as a qualified foreign country that currently grants the requisite equivalent exemption from tax. GS&T is not taxable in any other jurisdiction, with the exception of Genco Management (USA) Limited as noted below.

Based on the publicly traded requirement of the Section 883 regulations, GS&T believes that it qualified for exemption from income tax on income derived from the international operations of ships for 2012, 2011 and 2010. In order to meet the publicly traded requirement, GS&T's stock must be treated as being primarily and regularly traded for more than half the days of any such year. Under the Section 883 regulations, GS&T's qualification for the publicly traded requirement may be jeopardized if shareholders of the Company's common stock that own five percent or more of the Company's stock (5% shareholders) own, in the aggregate, 50% or more of the Company's common stock for more than half the days of the year. Management believes that during 2012, 2011 and 2010, the combined ownership of its 5% shareholders did not equal 50% or more of its common stock for more than half the days of 2012, 2011 and 2010, as applicable.

If GS&T does not qualify for the exemption from tax under Section 883, it would be subject to a 4% tax on the gross shipping income (without the allowance for any deductions) that is treated as derived from sources within the United States or United States source shipping income. For these purposes, shipping income means any income that is derived from the use of vessels, from the hiring or leasing of vessels for use, or from the performance of services directly related to those uses; and United States source shipping income includes 50% of shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States.

Baltic Trading is also incorporated in the Marshall Islands. However, Baltic Trading did not qualify for an exemption under Section 883 upon consummation of its IPO because it did not satisfy the publicly traded requirement as described above. Since Baltic Trading's IPO was completed on March 15, 2010, the Company has indirectly owned shares of Baltic Trading's Class B Stock which has provided the Company with over 50% of the combined voting power of all classes of Baltic Trading's voting stock during 2012, 2011 and 2010. As such, Baltic Trading is subject to income tax on its United States source income. During the years ended December 31, 2012, 2011 and 2010, Baltic Trading had United States operations which resulted in United States source income of \$1,379, \$3,062 and \$2,541. Baltic Trading's United States income tax expense for the years ended December 31, 2012, 2011 and 2010 was \$28, \$34 and \$78, respectively.

Pursuant to certain agreements, GS&T technically and commercially manages vessels for Baltic Trading, as well as provides technical management of vessels for MEP in exchange for specified fees for these services provided. These services are performed by Genco Management (USA) Limited (Genco (USA)), which has elected to be taxed as a corporation for United States federal income tax purposes. As such, Genco (USA) is subject to United States federal income tax on its worldwide net income, including the net income derived from providing these services. Genco (USA) has entered into a cost-sharing agreement with the Company and Genco Ship Management LLC, collectively Manco, pursuant to which Genco (USA) agrees to reimburse Manco for the costs incurred by Genco (USA) for the use of Manco's personnel and services in connection with the provision of the services for both Baltic Trading and MEP's vessels.

Total revenue earned for these services during the years ended December 31, 2012, 2011 and 2010 was \$6,110, \$6,309 and \$6,739, respectively, of which \$2,816, \$3,024 and \$5,490, respectively, eliminated upon consolidation. After allocation of certain expenses, there was taxable income of \$2,655 associated with these activities for the year ended December 31, 2012. This resulted in estimated tax expense of \$1,194 for the year ended December 31, 2012. After allocation of certain expenses, there was taxable income of \$2,787 associated with these activities for the year ended December 31, 2011. This resulted in estimated tax expense of \$1,351 for the year ended December 31, 2011. After allocation of certain expenses, there was taxable income of \$3,913 associated with these activities for the year ended December 31, 2010. This resulted in estimated tax expense of \$1,762 for the year ended December 31, 2010.

Deferred revenue

Deferred revenue primarily relates to cash received from charterers prior to it being earned. These amounts are recognized as income when earned. Additionally, deferred revenue includes estimated customer claims mainly due to time charter performance issues. Refer to Revenue and voyage expense recognition above for description of the Company's revenue recognition policy.

Comprehensive income

The Company follows ASC Subtopic 220-10, Comprehensive Income (ASC 220-10), which establishes standards for reporting and displaying comprehensive income and its components in financial statements. Comprehensive income is comprised of net income and amounts related to the Company's interest rate swaps accounted for as hedges, as well as unrealized gains or losses associated with the Company's investments.

Nonvested stock awards

The Company follows ASC Subtopic 718-10, Compensation—Stock Compensation (ASC 718-10), for nonvested stock issued under its equity incentive plans. Stock-based compensation costs from nonvested stock have been classified as a component of additional paid-in capital.

Accounting estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include vessel valuations, the valuation of amounts due from charterers, performance claims, residual value of vessels, useful life of vessels and the fair value of derivative instruments. Actual results could differ from those estimates.

Concentration of credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk are amounts due from charterers, cash and cash equivalents, deposits on vessels and interest rate swap agreements. With respect to amounts due from charterers, the Company attempts to limit its credit risk by performing ongoing credit evaluations and, when deemed necessary, requires letters of credit, guarantees or collateral. The Company earned 100% of revenues from 43 customers in 2012, 32 customers in 2011 and 33 customers in 2010. Management does not believe significant risk exists in connection with the Company's concentrations of credit at December 31, 2012 and 2011.

For the year ended December 31, 2012, there was one customer that individually accounted for more than 10% of voyage revenues, Cargill International S.A., which represented 31.27% of voyage revenues. For the year ended December 31, 2011 there were two customers that individually accounted for more than 10% of voyage revenues, Cargill International S.A. and Swissmarine Services S.A., which represented 30.00% and 12.23% of voyage revenues, respectively. For the year ended December 31, 2010 there were two customers that individually accounted for more than 10% of voyage revenues, Cargill International S.A. and Pacific Basin Chartering Ltd., which represented 29.26% and 11.43% of voyage revenues, respectively.

At December 31, 2012 and 2011, the Company maintains all of its cash and cash equivalents with four and five financial institutions, respectively. None of the Company's cash and cash equivalent balances is covered by insurance in the event of default by these financial

institutions.

At December 31, 2012 and 2011, the Company has five and eight interest rate swap agreements, respectively, with DnB NOR Bank ASA to manage interest costs and the risk associated with changing interest rates related to the 2007 Credit Facility. None of the interest rate swap agreements are covered by insurance in the event of default by this financial institution.

Fair value of financial instruments

The estimated fair values of the Company's financial instruments such as amounts due to / due from charterers, accounts payable and long-term debt, approximate their individual carrying amounts as of December 31, 2012 and 2011 due to their short-term maturity or the variable-rate nature of the respective borrowings under the credit facilities.

The fair value of the interest rate swaps is the estimated amount the Company would receive or have to pay in order to terminate these agreements at the reporting date, taking into account current interest rates and the creditworthiness of the counterparty for assets and creditworthiness of the Company for liabilities. See Note 13 - Fair Value of Financial Instruments for additional disclosure on the fair values of long term debt, convertible senior notes, derivative instruments, and AFS securities.

Derivative financial instruments

Interest rate risk management

The Company is exposed to the impact of interest rate changes. The Company's objective is to manage the impact of interest rate changes on its earnings and cash flow in relation to borrowings primarily for the purpose of acquiring drybulk vessels. These borrowings are subject to a variable borrowing rate. The Company uses pay-fixed receive-variable interest rate swaps to manage future interest costs and the risk associated with changing interest rate obligations. These swaps are designated as cash flow hedges of future variable rate interest payments and are tested for effectiveness on a quarterly basis. Refer to Note 11 Interest Rate Swap Agreements for further information regarding the interest rate swaps held by the Company.

The differential to be paid or received for the effectively hedged portion of any swap agreement is recognized as an adjustment to interest expense as incurred. Additionally, the changes in value for the portion of the swaps that are effectively hedging future interest payments are reflected as a component of AOCI.

For the interest rate swaps that are not designated as an effective hedge, the change in the value and the rate differential to be paid or received is recognized as other expense and is listed as a component of other (expense) income in the Consolidated Statements of Operations.

Recent accounting pronouncements

In February 2013, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update No. 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income ( ASU 2013-02 ) to improve the transparency of changes in other comprehensive income ( OCI ) and items reclassified out of AOCI. The amendments in ASU 2013-02 are required to be applied retrospectively and are effective for reporting periods beginning after December 15, 2012. The adoption of ASU 2013-02 will not have any impact on the Company's consolidated financial statements other than separately disclosing in the footnotes to the consolidated financial statements amounts reclassified out of AOCI and the individual line items in the consolidated Statement of Operations that are affected.

In May 2011, the FASB issued Accounting Standards Update No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820) Fair Value Measurement ( ASU 2011-04 ) to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements, particularly for Level 3 fair value measurements. This standard was effective for interim and annual periods beginning after December 15, 2011 and is applied on a prospective basis. The Company has adopted ASU 2011-04 and the impact of adoption was not material to the Company's consolidated financial statements.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Comprehensive Income (Topic 220), Presentation of Comprehensive Income ( ASU 2011-05 ) to require an entity to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. The standard

does not change the items that must be reported for other comprehensive income, how such items are measured or when they must be reclassified to net income. This standard was effective for interim and annual periods beginning after December 15, 2011 was to be applied retrospectively. The FASB has deferred the requirement to present reclassification adjustments for each component of AOCI in both net income and other comprehensive income. Companies are required to either present amounts reclassified out of other comprehensive income on the face of the financial statements or disclose those amounts in the notes to the financial statements. During the deferral period, there is no requirement to separately present or disclose the reclassification adjustments into net income. The effective date of this deferral will be consistent with the effective date of ASU 2011-05. The Company has adopted ASU 2011-05 and disclosed comprehensive income in our consolidated statements of comprehensive (loss) income. This guidance only affects financial statement presentation and has no impact on the Company's consolidated results of operations, financial position and cash flows.

### 3 - SEGMENT INFORMATION

The Company determines its reportable segments based on the information utilized by the chief operating decision maker to assess performance. Based on this information, the Company has reportable operating segments, GS&T and Baltic Trading. Both GS&T and Baltic Trading are engaged in the ocean transportation of drybulk cargoes worldwide through the ownership and operation of drybulk carrier vessels. GS&T seeks to deploy its vessels on time charters, spot market-related time charters or in vessel pools trading in the spot market and Baltic Trading seeks to deploy its vessel charters in the spot market, which represents immediate chartering of a vessel, usually for single voyages, or employing vessels on spot market-related time charters. Segment results are evaluated based on net income. The accounting policies applied to the reportable segments are the same as those used in the



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preparation of the Company's consolidated financial statements. Information about the Company's reportable segments for the years ended December 31, 2012, 2011 and 2010 are as follows:

The following table presents a reconciliation of total voyage revenue from external (third party) customers for the Company's two operating segments to total consolidated voyage revenue from external customers for the Company for the years ended December 31, 2012, 2011 and 2010.

|   | For the years ended December 31, |            |            |
|---|----------------------------------|------------|------------|
|   | 2012                             | 2011       | 2010       |
| <b><u>Voyage Revenue from External Customers</u></b>      |                                  |            |            |
| GS&T  | \$ 195,855                       | \$ 345,437 | \$ 414,879 |
| Baltic Trading  | 27,304                           | 43,492     | 32,559     |
| Total operating segments                                  | 223,159                          | 388,929    | 447,438    |
| <b>Eliminating revenue</b>                                |                                  |            |            |
| Total consolidated voyage revenue from external customers | \$ 223,159                       | \$ 388,929 | \$ 447,438 |

The following table presents a reconciliation of total intersegment revenue, which eliminates upon consolidation, for the Company's two operating segments for the years ended December 31, 2012, 2011 and 2010. The intersegment revenue noted in the following table represents revenue earned by GS&T pursuant to the management agreement entered into with Baltic Trading, which includes commercial service fees, technical service fees and sale and purchase fees, if any.

|   | For the years ended December 31, |          |          |
|---|----------------------------------|----------|----------|
|   | 2012                             | 2011     | 2010     |
| <b><u>Intersegment revenue</u></b>      |                                  |          |          |
| GS&T                                    | \$ 2,816                         | \$ 3,024 | \$ 5,490 |
| Baltic Trading                          |                                  |          |          |
| Total operating segments                | 2,816                            | 3,024    | 5,490    |
| Eliminating revenue                     | (2,816)                          | (3,024)  | (5,490)  |
| Total consolidated intersegment revenue | \$                               | \$       | \$       |

The following table presents a reconciliation of total depreciation and amortization expense for the Company's two operating segments to total consolidated depreciation and amortization expense for the years ended December 31, 2012, 2011 and 2010. The eliminating depreciation and amortization expense noted in the following table consists of the elimination of intercompany transactions resulting from the depreciation expense associated with the 1% purchase fee due to GS&T from Baltic Trading pursuant to the Management Agreement. The 1% purchase fee is capitalized as part of vessel assets by Baltic Trading and is depreciated over the remaining life of the vessel and therefore, the associated depreciation expense is eliminated upon consolidation.

|  | For the years ended December 31, |            |            |
|--|----------------------------------|------------|------------|
|  | 2012                             | 2011       | 2010       |
| <b><u>Depreciation and amortization</u></b>      |                                  |            |            |
| GS&T   | \$ 124,405                       | \$ 121,590 | \$ 108,381 |
| Baltic Trading                                   | 14,814                           | 14,769     | 7,359      |
| Total operating segments                         | 139,219                          | 136,359    | 115,740    |
| Eliminating depreciation and amortization        | (156)                            | (156)      | (77)       |
| Total consolidated depreciation and amortization | \$ 139,063                       | \$ 136,203 | \$ 115,663 |

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The following table presents a reconciliation of total interest expense for the Company's two operating segments to total consolidated interest expense for the years ended December 31, 2012, 2011 and 2010. There is no eliminating interest expense as the interest incurred by each operating segment is related to each operating segment's own debt facilities.

|                                     | For the years ended December 31, |           |           |
|-------------------------------------|----------------------------------|-----------|-----------|
|                                     | 2012                             | 2011      | 2010      |
| <b><u>Interest expense</u></b>      |                                  |           |           |
| GS&T                                | \$ 83,306                        | \$ 82,300 | \$ 70,495 |
| Baltic Trading                      | 4,252                            | 4,422     | 2,155     |
| Total operating segments            | 87,558                           | 86,722    | 72,650    |
| Eliminating interest expense        |                                  |           |           |
| Total consolidated interest expense | \$ 87,558                        | \$ 86,722 | \$ 72,650 |

The following table presents a reconciliation of total net (loss) income for the Company's two operating segments to total consolidated net (loss) income for the years ended December 31, 2012, 2011 and 2010. The eliminating net (loss) income noted in the

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following table consists of the elimination of intercompany transactions between GS&T and Baltic Trading as well as dividends received by GS&T from Baltic Trading for its Class B shares of Baltic Trading.

|                                      | For the years ended December 31, |           |            |
|--------------------------------------|----------------------------------|-----------|------------|
|                                      | 2012                             | 2011      | 2010       |
| <b>Net (loss) income</b>             |                                  |           |            |
| GS&T                                 | \$ (139,295)                     | \$ 27,908 | \$ 144,679 |
| Baltic Trading                       | (17,270)                         | (430)     | 8,322      |
| Total operating segments             | (156,565)                        | 27,478    | 153,001    |
| Eliminating net income               | 1,211                            | 2,410     | 5,592      |
| Total consolidated net (loss) income | \$ (157,776)                     | \$ 25,068 | \$ 147,409 |

The following table presents a reconciliation of total assets for the Company's two operating segments to total consolidated net assets as of December 31, 2012 and December 31, 2011. The eliminating assets noted in the following table consist of the elimination of intercompany transactions resulting from the capitalization of fees paid to GS&T by Baltic Trading as vessel assets, including related accumulated depreciation, as well as the outstanding receivable balance due to GS&T from Baltic Trading as of December 31, 2012 and 2011.

|                           | December 31, |              |
|---------------------------|--------------|--------------|
|                           | 2012         | 2011         |
| <b>Total assets</b>       |              |              |
| GS&T                      | \$ 2,482,486 | \$ 2,737,988 |
| Baltic Trading            | 364,370      | 384,955      |
| Total operating segments  | 2,846,856    | 3,122,943    |
| Eliminating assets        | (3,485)      | (3,666)      |
| Total consolidated assets | \$ 2,843,371 | \$ 3,119,277 |

The following table presents a reconciliation of total expenditures for vessel purchases, including vessel deposits, for the Company's two operating segments to total consolidated expenditures for vessel purchases, including vessel deposits, for the years ended December 31, 2012, 2011 and 2010. The eliminating expenditures for vessels noted in the following table consists primarily of the elimination of the 1% purchase fees due to GS&T from Baltic Trading pursuant to the Management Agreement which were paid by Baltic Trading to GS&T during the years ended December 31, 2011 and 2010.

|   | For the years ended December 31, |            |            |
|---|----------------------------------|------------|------------|
|   | 2012                             | 2011       | 2010       |
| <b>Expenditures for vessels</b>             |                                  |            |            |
| GS&T  | \$ 1,155                         | \$ 128,836 | \$ 597,908 |
| Baltic Trading                              |                                  | 2,570      | 389,758    |
| Total operating segments                    | 1,155                            | 131,406    | 987,666    |
| Eliminating expenditures for vessels        |                                  | (1,078)    | (2,761)    |
| Total consolidated expenditures for vessels | \$ 1,155                         | \$ 130,328 | \$ 984,905 |

#### 4 - CASH FLOW INFORMATION

As of December 31, 2012 and 2011, the Company had five and eight interest rate swaps, respectively, which are described and discussed in Note 11 Interest Rate Swap Agreements. The fair value of all five of the swaps is in a liability position of \$16,052, \$7 of which was classified within current liabilities, as of December 31, 2012. The fair value of the eight swaps at December 31, 2011 is in a liability position of \$25,340, \$1,686

of which was classified within current liabilities.

For the year ended December 31, 2012, the Company had non-cash financing activities not included in the Consolidated Statement of Cash Flows for items included in long-term interest payable consisting of \$13,199 associated with deferred financing fees.

For the year ended December 31, 2011, the Company had non-cash investing activities not included in the Consolidated Statement of Cash Flows for items included in accounts payable and accrued expenses consisting of \$501 for the purchase of vessels and \$1,559 for the purchase of other fixed assets. Additionally, for the year ended December 31, 2011, the Company had non-cash financing activities not included in the Consolidated Statement of Cash Flows for items included in accounts payable and accrued expenses consisting of \$105 associated with deferred financing fees.

For the year ended December 31, 2010, the Company had non-cash investing activities not included in the Consolidated Statement of Cash Flows for items included in accounts payable and accrued expenses consisting of \$3,979 for the purchase of vessels, \$38 associated with deposits on vessels and \$60 for the purchase of other fixed assets. Additionally, for the year ended

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December 31, 2010, the Company had non-cash financing activities not included in the Consolidated Statement of Cash Flows for items included in accounts payable and accrued expenses consisting of \$204 associated with deferred financing fees, \$51 associated with issuance costs related to the concurrent stock offering and issuance of Convertible Senior Notes completed on July 27, 2010 and \$1 associated with dividend payments due to Peter Georgiopoulos, Chairman of the Board of Directors. Also, for the year ended December 31, 2010, the Company had non-cash investing activities not included in the Consolidated Statement of Cash Flows for items included in prepaid expenses and other current assets as of December 31, 2010 consisting of \$22 of interest receivable associated with deposits on vessels.

For the year ended December 31, 2011, the Company made a reclassification of \$13,718 from deposits on vessels to vessels, net of accumulated depreciation, due to the completion of the purchase of the Genco Rhone, Genco Avra, Genco Mare and Genco Spirit. No such reclassifications were made during the years ended December 31, 2012 and 2010.

During the years ended December 31, 2012, 2011 and 2010, cash paid for interest, net of amounts capitalized and including bond coupon interest paid, was \$79,373, \$81,256 and \$64,281 respectively.

During the years ended December 31, 2012, 2011 and 2010, cash paid for estimated income taxes was \$1,216, \$1,120 and \$1,995 respectively.

On May 17, 2012, November 7, 2012 and December 13, 2012, the Company made grants of nonvested common stock in the amount of 15,000, 2,500 and 52,500 shares, respectively, to directors of the Company. The grant date fair value of such nonvested stock was \$53, \$7 and \$141, respectively. On December 13, 2012, the Board of Directors approved a grant of 100,000 shares of nonvested common stock to Peter Georgiopoulos, Chairman of the Board, which had a grant date fair value of \$268. Lastly, on December 13, 2012, the Company granted 294,175 shares of nonvested stock to certain employees. The grant date fair value of such nonvested stock was \$788. These grants were made under the Genco Shipping & Trading Limited 2005 and 2012 Equity Incentive Plans.

On May 12, 2011, the Company made grants of nonvested common stock in the amount of 15,000 shares in the aggregate to directors of the Company. The grant date fair value of such nonvested stock was \$120. These shares vested on May 17, 2012. On December 28, 2011, the Board of Directors approved a grant of 100,000 shares of nonvested common stock to Peter Georgiopoulos, which had a grant date fair value of \$639. Lastly, on December 28, 2011, the Company granted 242,500 shares of nonvested stock to certain employees. The grant date fair value of such nonvested stock was \$1,550. These grants were made under the Genco Shipping & Trading Limited 2005 Equity Incentive Plan.

On March 5, 2010 and December 21, 2010, the Board of Directors approved grants of 75,000 and 200,000 shares, respectively, of nonvested common stock to Peter Georgiopoulos. The fair value of such nonvested stock was \$1,718 and \$2,930, respectively. Additionally, on May 13, 2010, the Company made grants of nonvested common stock in the amount of 15,000 shares to directors of the Company. The grant date fair value of such nonvested stock was \$331. These shares vested on May 12, 2011. Lastly, on December 21, 2010, the Company granted 224,650 shares of nonvested stock to certain employees. The grant date fair value of such nonvested stock was \$3,291. These grants were made under the Genco Shipping & Trading Limited 2005 Equity Incentive Plan.

On May 17, 2012 and December 13, 2012, Baltic Trading made grants of nonvested common stock in the amount of 12,500 and 37,500 shares, respectively, to directors of Baltic Trading. The grant date fair value of such nonvested stock was \$48 and \$113, respectively. Additionally, on December 13, 2012, 166,666 and 83,333 shares of Baltic Trading's nonvested common stock were granted to Peter Georgiopoulos, Chairman of the Board, and John Wobensmith, Baltic Trading's President and Chief Financial Officer, respectively. The grant date fair value of such nonvested stock was \$750.

On May 12, 2011, Baltic Trading made grants of nonvested common stock in the amount of 12,500 shares to directors of Baltic Trading. The grant date fair value of such nonvested stock was \$87. These shares vested on May 17, 2012. Additionally, on December 21, 2011, 80,000 and 25,000 shares of Baltic Trading's nonvested common stock were granted to Peter Georgiopoulos and John Wobensmith, respectively. The grant date fair value of such nonvested stock was \$515.

On March 10, 2010, 358,000 and 108,000 shares of Baltic Trading's nonvested common stock were granted to Peter Georgiopoulos and John Wobensmith, respectively, which were approved by the Board of Directors on such date. The grant date fair value of such nonvested stock was \$6,524 based on the IPO price of \$14.00 per share. Both of these grants of nonvested common stock will vest ratably in four annual installments commencing on the first anniversary of the closing of the Baltic Trading's IPO, March 15, 2010. Additionally, on March 15, 2010, Baltic Trading made grants of nonvested common stock in the amount of 12,500 shares to directors of Baltic Trading. The grant date fair value of such nonvested stock was \$175 based on the IPO price of \$14.00 per share. These grants vested on March 15, 2011. Lastly, on December 24, 2010, 80,000 and 25,000 shares of nonvested common stock were granted to Peter Georgiopoulos and John Wobensmith, respectively, which were approved by the Baltic Trading's Board of Directors on such date. The grant date fair value of such nonvested stock was \$1,118. Both of these grants of nonvested common

stock vest ratably on each of the four anniversaries of November 15, 2011. All of the aforementioned grants of nonvested common stock were made under the Baltic Trading Limited 2010 Equity Incentive Plan.

#### 5 - VESSEL ACQUISITIONS AND DISPOSITIONS

On June 24, 2010, GS&T executed a Master Agreement with Bourbon SA ( Bourbon ) under which GS&T purchased 16 drybulk vessels, including two newbuildings, for an aggregate price of \$545,000. Total vessel deposits of \$54,500 were made during the second quarter of 2010. Additionally, upon the delivery of each vessel, GS&T recorded a commission due to its financial advisor equivalent to 1% of the purchase price of the vessel and which is included as a component of the vessel asset. GS&T retained 13 of the 16 vessels, 12 of which were delivered to GS&T in the third quarter of 2010 and one of which was delivered in the first quarter of 2011. GS&T elected not to retain three of the 16 vessels, including one newbuilding. Therefore, upon delivery of these vessels during the year ended December 31, 2010, GS&T immediately resold them upon delivery based on GS&T's aggregate purchase price of approximately \$106,555 to MEP, a related party, including the 1% commission fee noted above. GS&T entered into definitive agreements with MEP for this purpose. One of the vessels was sold to MEP during the third quarter of 2010 for \$36,562 and two of the vessels were sold to MEP during the fourth quarter of 2010 for a total of \$69,993, each of which included the 1% commission fee noted above. GS&T has financed the acquisition of these vessels, excluding the MEP vessels, using bank debt for approximately 60% of the purchase price, cash on hand, and proceeds from its concurrent offerings of common stock and 5.00% Convertible Senior Notes due August 15, 2015, which were completed on July 27, 2010. Refer to Note 10 Convertible Senior Notes for further details.

On June 3, 2010, GS&T entered into an agreement to purchase five Handysize drybulk vessels, including four newbuildings, from companies within the Metrostar Management Corporation group of companies ( Metrostar ) for an aggregate purchase price of \$166,250. Total vessel deposits of \$16,625 were made during the second quarter of 2010. Two of the vessels were delivered during the third quarter of 2010 and three of the vessels were delivered during 2011. Four of the five vessels are secured on long term time charters, each of which includes a minimum and maximum base rate as well as profit-sharing components, with Cargill International S.A. The remaining vessel is secured on a spot market-related time charter with Cargill International S.A. at a rate based on 115% of the average of the daily rates of the Baltic Handysize Index ( BHSI ), an index published by The Baltic Dry Index. GS&T financed the acquisition of the remaining vessels using operating cash as well as the \$100,000 secured term loan facility which was entered into on August 12, 2010 and proceeds from its recent concurrent offerings of common stock and convertible notes. Refer to Note 10 Convertible Senior Notes.

On June 3, 2010, Baltic Trading entered into an agreement to purchase three Handysize drybulk vessels, including one newbuilding, from Metrostar for an aggregate purchase price of \$99,750. Total vessel deposits of \$9,975 were made during the second quarter of 2010. Two of the vessels were delivered during August 2010 and the remaining vessel was delivered during October 2010. All three vessels are secured on spot market-related time charters with Cargill International S.A. at a rate based on 115% of the average of the daily rates of the BHSI.

On February 19, 2010, Baltic Trading entered into agreements with subsidiaries of an unaffiliated third-party seller to purchase four 2009 built Supramax drybulk vessels for an aggregate price of \$140,000. Total vessel deposits of \$14,000 were made during the first quarter of 2010 and the remaining payment of \$126,000 was made upon delivery of the vessels during the second quarter of 2010. These four vessels, the Baltic Leopard, Baltic Panther, Baltic Cougar, and Baltic Jaguar, were delivered during the second quarter of 2010.

On February 22, 2010, Baltic Trading also entered into agreements with subsidiaries of another unaffiliated third-party seller to purchase two Capesize drybulk vessels for an aggregate price of \$144,200. The Baltic Wolf was delivered on October 14, 2010 and the Baltic Bear was delivered on May 14, 2010. Total vessel deposits of \$21,540 were made during the first quarter of 2010 and the remaining payment for the Baltic Bear of \$65,700 and the Baltic Wolf of \$56,960 were made upon delivery of the vessels during the second quarter and fourth quarter of 2010, respectively.

Refer to Note 1 General Information for a listing of the vessel delivery dates for the vessel acquisitions discussed herein.

Two of the Handysize vessels acquired from Metrostar during the year ended December 31, 2011 by GS&T had existing below market time charters at the time of the acquisitions. Two of the Supramax vessels acquired from Bourbon and two of the Handysize vessels acquired from Metrostar during the year ended December 31, 2010 by GS&T had existing below market time charters at the time of the acquisitions. During the years ended December 31, 2011 and 2010, GS&T recorded a liability for time charters acquired of \$578 and \$2,146, respectively, which are being amortized as an increase to voyage revenues during the remaining term of each respective time charter. There were no vessels acquired during the year ended December 31, 2012. Below market time charters, including those acquired during previous years, were amortized as an increase in revenue in the amount of \$746, \$1,611 and \$4,560 for the years ended December 31, 2012, 2011 and 2010, respectively. The remaining unamortized fair market value of time charter acquired at December 31, 2012 and December 31, 2011 is \$418 and \$1,164, respectively. This balance will be amortized into revenue over a weighted-average period of 1.12 years and will be amortized as follows: \$334 for 2013 and \$84 for 2014.

Capitalized interest expense associated with newbuilding contracts for the years ended December 31, 2012, 2011 and 2010 was \$0, \$179 and \$446, respectively.



6 INVESTMENTS

The Company holds an investment in the capital stock of Jinhui. Jinhui is a drybulk shipping owner and operator focused on the Supramax segment of drybulk shipping. This investment is designated as AFS and is reported at fair value, with unrealized gains and losses recorded in shareholders' equity as a component of AOCI. At December 31, 2012 and December 31, 2011, the Company held 16,335,100 shares of Jinhui capital stock which is recorded at its fair value of \$20,988 and \$24,468, respectively, based on the closing price on December 28, 2012 and December 30, 2011.

During the fourth quarter of 2008, the Company reviewed the investment in Jinhui for indicators of other-than-temporary impairment in accordance with ASC 320-10. Based on this review, the Company deemed the investment in Jinhui to be other-than-temporarily impaired as of December 31, 2008 due to the severity of the decline in its market value versus its cost basis. As a result of the other-than-temporary impairment, the new cost basis of this investment is approximately \$1.03 per share, the value of the investment at December 31, 2008. The Company reviews the investment in Jinhui for impairment on a quarterly basis. There were no impairment charges recognized during the years ended December 31, 2012, 2011 and 2010.

The unrealized gain for the Jinhui capital stock subsequent to the impairment is accounted for as a component of AOCI since this investment is designated as an AFS security.

Refer to Note 12 Accumulated Other Comprehensive Loss for a breakdown of the components of AOCI.

7 - EARNINGS PER SHARE

The computation of basic net (loss) income per share is based on the weighted-average number of common shares outstanding during the year. The computation of diluted net (loss) income per share assumes the vesting of nonvested stock awards (refer to Note 21 Nonvested Stock Awards), for which the assumed proceeds upon vesting are deemed to be the amount of compensation cost attributable to future services and are not yet recognized using the treasury stock method, to the extent dilutive. Of the 1,108,762 nonvested shares outstanding at December 31, 2012 (refer to Note 21 Nonvested Stock Awards), all are anti-dilutive. The Company's diluted earnings per share will also reflect the assumed conversion under the Company's convertible debt if the impact is dilutive under the if converted method. The impact of the shares convertible under the Company's convertible notes is excluded from the computation of diluted earnings per share when interest expense per common share obtainable upon conversion is greater than basic earnings per share.

The components of the denominator for the calculation of basic net (loss) income per share and diluted net (loss) income per share are as follows:

|   | Years Ended December 31, |            |            |
|---|--------------------------|------------|------------|
|   | 2012                     | 2011       | 2010       |
| <b>Common shares outstanding, basic:</b>          |                          |            |            |
| Weighted-average common shares outstanding, basic | 41,727,075               | 35,179,244 | 32,987,449 |

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**Common shares outstanding, diluted:**

|   |            |            |            |
|---|------------|------------|------------|
| Weighted-average common shares outstanding, basic   | 41,727,075 | 35,179,244 | 32,987,449 |
| Dilutive effect of convertible notes                |            |            | 2,760,693  |
| Dilutive effect of restricted stock awards          |            | 78,961     | 143,231    |
| Weighted-average common shares outstanding, diluted | 41,727,075 | 35,258,205 | 35,891,373 |

The following table sets forth a reconciliation of the net (loss) income attributable to GS&T and the net (loss) income attributable to GS&T for diluted net (loss) income per share under the if-converted method:

|   | 2012         | Years Ended December 31,<br>2011 | 2010       |
|---|--------------|----------------------------------|------------|
| Net (loss) income attributable to GS&T  | \$ (144,928) | \$ 25,386                        | \$ 141,243 |
| Interest expense related to convertible notes, if dilutive  |              |                                  | 4,657      |
| Net (loss) income attributable to GS&T for the computation of diluted net (loss) income per share | \$ (144,928) | \$ 25,386                        | \$ 145,900 |

## 8 - RELATED PARTY TRANSACTIONS

The following represent related party transactions reflected in these consolidated financial statements:

The Company makes available employees performing internal audit services to General Maritime Corporation ( GMC ), where the Company's Chairman, Peter C. Georgiopoulos, also serves as Chairman of the Board. For the years ended December 31, 2012, 2011 and 2010, the Company invoiced \$175, \$241 and \$200, respectively, to GMC which includes time associated with such internal audit services and other expenditures. Additionally, during the years ended December 31, 2012, 2011 and 2010, the Company incurred travel and other office related expenditures totaling \$87, \$179 and \$336, respectively, reimbursable to GMC or its service provider. At December 31, 2012, the amount due to GMC from the Company was \$12. At December 31, 2011, the amount due to the Company from GMC was \$114, of which \$90 was reserved for pursuant to GMC's bankruptcy proceedings.

During the years ended December 31, 2012, 2011 and 2010, the Company incurred legal services (primarily in connection with vessel acquisitions) aggregating \$11, \$54, and \$390, respectively, from Constantine Georgiopoulos, the father of Peter C. Georgiopoulos, Chairman of the Board. At December 31, 2012 and 2011, \$0 and \$29, respectively, was outstanding to Constantine Georgiopoulos.

During the years ended December 31, 2012, 2011 and 2010, the Company utilized the services of North Star Maritime, Inc. ( NSM ) which is owned and operated by one of GS&T's directors, Rear Admiral Robert C. North, USCG (ret.). NSM, a marine industry consulting firm, specializes in international and domestic maritime safety, security and environmental protection issues. NSM billed \$0, \$2 and \$12 for services rendered during the years ended December 31, 2012, 2011 and 2010, respectively. There are no amounts due to NSM at December 31, 2012 and 2011.

GS&T and Baltic Trading have entered into agreements with Aegean Marine Petroleum Network, Inc. ( Aegean ) to purchase lubricating oils for certain vessels in their fleets. Peter C. Georgiopoulos, Chairman of the Board of the Company, is Chairman of the Board of Aegean. During the years ended December 31, 2012, 2011 and 2010, Aegean supplied lubricating oils to the Company's vessels aggregating \$1,517, \$1,908 and \$1,457, respectively. At December 31, 2012 and 2011, \$278 and \$408 remained outstanding, respectively.

During the years ended December 31, 2012, 2011 and 2010, the Company invoiced MEP for technical services provided and expenses paid on MEP's behalf aggregating \$3,396, \$3,364 and \$108,982, respectively. The billings incurred during the year ended December 31, 2010 also included the purchase of three Bourbon vessels on MEP's behalf (Refer to Note 5 Vessel Acquisitions and Dispositions). MEP is managed by a company owned by Peter C. Georgiopoulos, Chairman of the Board. At December 31, 2012 and 2011, \$5 and \$7, respectively, was due to the Company from MEP. Total service revenue earned by the Company for technical services provided to MEP for the years ended December 31, 2012, 2011 and 2010 was \$3,294, \$3,285 and \$1,249, respectively.

## 9 - LONG-TERM DEBT

Long-term debt consists of the following:

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|                                     | December 31, 2012 | December 31, 2011 |
|-------------------------------------|-------------------|-------------------|
| 2007 Credit Facility                | \$ 1,055,912      | \$ 1,174,500      |
| \$ 100 Million Term Loan Facility   | 75,484            | 90,869            |
| \$ 253 Million Term Loan Facility   | 180,793           | 221,393           |
| 2010 Baltic Trading Credit Facility | 101,250           | 101,250           |
| Less: Current portion               |                   | (185,077)         |
| Long-term debt                      | \$ 1,413,439      | \$ 1,402,935      |

August 2012 Credit Facility Agreements

On August 1, 2012, the Company entered into agreements (the August 2012 Agreements) to amend or waive certain provisions of the agreements for the 2007 Credit Facility, \$100 Million Term Loan Facility and the \$253 Million Term Loan Facility (as defined below). The agreements implemented, among other things, the following:

- The waiver of the Company's compliance with its existing maximum leverage ratio covenant and minimum permitted consolidated interest ratio covenant that commenced on October 1, 2011 and ends on and includes March 31, 2013 was extended to end on and include December 31, 2013 (which we refer to as the extended waiver period).

- The gross interest-bearing debt to total capital covenant which originally ended on and included March 31, 2013 was extended to end on and include December 31, 2013. This covenant limits the ratio of the Company's interest-bearing indebtedness to the sum of its interest-bearing indebtedness and its consolidated net worth in accordance with GAAP to 62.5% on the last day of any fiscal quarter during the waiver period.
- Scheduled amortization payments through and including the quarter ending December 31, 2013 were deferred until the final payment at maturity under the 2007 Credit Facility and prepaid under the other two credit facilities. The next scheduled amortization payments under these facilities will be due in the first quarter of 2014 in the aggregate principal amount of \$55,193.
- Commencing September 30, 2012, the Company is to repay the 2007 Credit Facility on a quarterly basis using excess cash, defined as the balance over \$100,000 in the Company's and certain of its subsidiaries' accounts pledged under the 2007 Credit Facility. Of such repayments, 25% will be allocated to the final payment at maturity, and 75% will be applied entirely against each successive scheduled mandatory principal repayment beginning with the payment due March 31, 2014. Certain other mandatory repayments under the existing terms of this facility as well as voluntary prepayments will be applied in the same manner. These obligations continue until the later of December 31, 2013 and the date on which the appraised value of certain mortgaged vessels is equal to at least 100% of the aggregate principal amount of the Company's loans, letters of credit and certain hedge obligations under the 2007 Credit Facility.
- The Company and its subsidiaries (other than Baltic Trading and its subsidiaries) will not increase the amount of principal indebtedness currently outstanding under each of its three credit agreements or change their maturity dates.
- Indebtedness that the Company and its subsidiaries (other than Baltic Trading and its subsidiaries) may incur in connection with vessel acquisitions will be limited to 60% of the lesser of the vessel's acquisition cost and fair market value. Any newly acquired vessel will subject to a security interest under the 2007 Credit Facility.
- The Applicable Margin over LIBOR payable on the principal amount outstanding under the 2007 Credit Facility increased from 2.0% to 3.0% per annum.
- The minimum cash balance required under the 2007 Credit Facility increased from \$500 to \$750 per vessel mortgaged under the 2007 Credit Facility.
- The Company agreed to grant additional security for its obligations under the 2007 Credit Facility, consisting of a pledge of the Class B Stock of Baltic Trading held by Genco Investments LLC and a second priority security interest in vessels pledged under its other two credit facilities or in connection with any new indebtedness (excluding in each case vessels owned by Baltic Trading and its subsidiaries).
- Consenting lenders under each of the three credit facilities received an upfront fee of 0.25% on the amount of outstanding loans.

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As required under the August 2012 Agreements, the Company prepaid \$57,893 under its 2007 Credit Facility, \$30,450 under its \$253 Million Term Loan Facility, and \$11,538 under its \$100 Million Term Loan Facility on August 1, 2012. The prepayment under the 2007 Credit Facility was applied to the final payment due under the facility. The prepayments under the other two facilities were applied in order of maturity and fulfilled all scheduled amortization payments through December 31, 2013 under these facilities. In addition, lenders under the 2007 Credit Facility will receive a fee equal to 1.25% of the principal amount outstanding following such prepayment, or \$13,199, on the earlier date of the maturity date of this facility or the date on which all obligations under this facility have been paid in full. The \$13,199 has been recorded in the consolidated balance sheet at December 31, 2012 as Long-term interest payable.

### December 2011 Credit Facility Agreements

On December 21, 2011, the Company entered into agreements (the December 2011 Agreements ) to amend or waive provisions of the 2007 Credit Facility, the \$100 Million Term Loan Facility and the \$253 Million Term Loan Facility. The aforementioned credit facilities are explained in further detail below. The agreements implemented, among other things, the following:

- The Company's compliance with its existing maximum leverage ratio covenant was waived for a period starting on October 1, 2011 and ending on (and including) March 31, 2013, or the waiver period. This covenant governs the ratio of the Company's net debt to EBITDA (as such term is defined in the credit agreements).

- The Company's compliance with its existing minimum permitted consolidated interest ratio covenant is also waived for the waiver period. This covenant governs the ratio of the Company's EBITDA to consolidated interest expense.
- A new gross interest-bearing debt to total capital covenant applies to the Company for the duration of the waiver period. This covenant limits the ratio of the Company's interest-bearing indebtedness to the sum of its interest-bearing indebtedness and its consolidated net worth in accordance with GAAP to 62.5% on the last day of any fiscal quarter during the waiver period.
- Consenting lenders under the facilities received an upfront fee of 0.25% of the amount of outstanding loans.

As contemplated under these agreements, the Company prepaid \$52,500 under its 2007 Credit Facility, \$7,000 under its \$253 Million Term Loan Facility, and \$3,000 under its \$100 Million Term Loan Facility. All such prepayments were applied in inverse order of maturity under each credit facility. In addition, the 2007 Credit Facility is subject to a facility fee of 2.0% per annum on the average daily outstanding principal amount of the loans thereunder, payable quarterly in arrears, which was reduced to 1.0% on February 28, 2012 when the Company completed an equity offering of 7,500,000 shares of common stock, refer to Note 1 General Information. The other two credit facilities were not subject to a facility fee.

#### 2007 Credit Facility

On July 20, 2007, the Company entered into the 2007 Credit Facility with DnB Nor Bank ASA for the purpose of acquiring nine Capesize vessels and refinancing the Company's existing 2005 Credit Facility and Short-Term Line. DnB Nor Bank ASA is also Mandated Lead Arranger, Bookrunner, and Administrative Agent. The Company has used borrowings under the 2007 Credit Facility to repay amounts outstanding under the 2005 Credit Facility and the Short-Term Line, and these two facilities have accordingly been terminated. During the years ended December 31, 2012 and 2011, total repayments of \$118,588 and \$102,500 were made, respectively. The \$118,588 of repayments made during 2012 includes the \$57,893 of repayments made during 2012 pursuant to the August 2012 Agreements, as noted in the August 2012 Credit Facility Agreements section hereof. The \$102,500 of repayments made during 2011 includes the \$52,500 prepayment of debt made during 2011 pursuant to the December 2011 Agreements, as noted in the December 2011 Credit Facility Amendments section herein. As of December 31, 2012 and 2011, \$1,055,912 and \$1,174,500 was outstanding under the 2007 Credit Facility. As of December 31, 2012, the Company has utilized its maximum borrowing capacity under the 2007 Credit Facility.

On January 26, 2009, the Company entered into an amendment to the 2007 Credit Facility (the 2009 Amendment) which implemented the following modifications to the terms of the 2007 Credit Facility:

- Compliance with the existing collateral maintenance financial covenant was waived effective for the year ended December 31, 2008 and until the Company can represent that it is in compliance with all of its financial covenants and is otherwise able to pay a dividend and purchase or redeem shares of common stock under the terms of the Credit Facility in effect before the 2009 Amendment. The Company's cash dividends and share repurchases were suspended until the Company can represent that it is in a position to again satisfy the collateral maintenance covenant.

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- The total amount of the 2007 Credit Facility is subject to quarterly reductions of \$12,500 beginning March 31, 2009 through March 31, 2012 and quarterly reductions of \$48,195 beginning June 30, 2012 and thereafter until the maturity date. After the prepayment of \$52,500 and \$57,893 made during December 2011 and August 2012 pursuant to the December 2011 Agreements and August 2012 Agreements, respectively, a final payment of \$381,182 will be due on the maturity date.
- The Applicable Margin to be added to the London Interbank Offered Rate to calculate the rate at which the Company's borrowings bear interest is 2.00% per annum. This was increased to 3.00% per annum pursuant to the August 2012 Agreements as noted above.
- The commitment commission paid to each lender is 0.70% per annum of the daily average unutilized commitment of such lender.

Amounts repaid under the 2007 Credit Facility may not be reborrowed. The 2007 Credit Facility has a maturity date of July 20, 2017.

Loans made under the 2007 Credit Facility may be and have been used for the following:

- up to 100% of the en bloc purchase price of \$1,111,000 for nine modern drybulk Capesize vessels, which the Company has agreed to purchase from Metrostar;
- repayment of amounts previously outstanding under the Company's 2005 Credit Facility, or \$206,233;



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- the repayment of amounts previously outstanding under the Company's Short-Term Line, or \$77,000;
- possible acquisitions of additional drybulk carriers between 25,000 and 180,000 dwt that are up to ten years of age at the time of delivery and not more than 18 years of age at the time of maturity of the credit facility;
- up to \$50,000 of working capital, if available; and
- the issuance of up to \$50,000 of standby letters of credit. At December 31, 2012 and 2011, there were no letters of credit issued under the 2007 Credit Facility.

All amounts owing under the 2007 Credit Facility are secured by the following:

- cross-collateralized first priority mortgages on 35 of the Company's existing vessels and any new vessels financed with the 2007 Credit Facility;
- an assignment of any and all earnings of the mortgaged vessels;
- an assignment of all insurances on the mortgaged vessels;
- a first priority perfected security interest in all of the shares of Jinhui owned by the Company;
- an assignment of the shipbuilding contracts and an assignment of the shipbuilder's refund guarantees meeting the Administrative Agent's criteria for any additional newbuildings financed under the 2007 Credit Facility; and
- a first priority pledge of the Company's ownership interests in each subsidiary guarantor.

The Company has completed a pledge of its ownership interests in the subsidiary guarantors that own the nine Capesize vessels acquired. The other collateral described above was pledged, as required, within 30 days of the effective date of the 2007 Credit Facility.

The Company's borrowings under the 2007 Credit Facility bear interest at the London Interbank Offered Rate ( LIBOR ) for an interest period elected by the Company of one, three, or six months, or longer if available, plus the Applicable Margin which was 0.85% per annum. Effective January 26, 2009, due to the 2009 Amendment, the Applicable Margin increased to 2.00%. Additionally, effective August 1, 2012, due to the August 2012 Agreements, the Applicable Margin increased to 3.00%. In addition to other fees payable by the Company in connection with the 2007 Credit Facility, the Company paid a commitment fee at a rate of 0.20% per annum of the daily average unutilized commitment of each lender under the facility until September 30, 2007, and 0.25% thereafter. Effective January 26, 2009, due to the 2009 Amendment, the rate increased to 0.70% per annum of the daily average unutilized commitment of such lender. Refer to December 2011 Credit Facility Agreements above for the facility fee that the Company is subject to pursuant to the December 2011 Agreements.

The 2007 Credit Facility includes the following financial covenants which apply to the Company and its subsidiaries on a consolidated basis and are measured at the end of each fiscal quarter beginning with June 30, 2007:

- The leverage covenant requires the maximum average net debt to EBITDA ratio to be no greater than 5.5:1.0. As per the December 2011 Agreements and the August 2012 Agreements, this covenant has been waived for a period beginning on October 1, 2011 and ending on (and including) December 31, 2013.
- Cash and cash equivalents must not be less than \$750 per mortgaged vessel. This was increased from \$500 per mortgaged vessel effective August 1, 2012 pursuant to the August 2012 Agreements.
- The ratio of EBITDA to interest expense, on a rolling last four-quarter basis, must be no less than 2.0:1.0. As per the December 2011 Agreements and the August 2012 Agreements, this covenant has been waived for a period beginning on October 1, 2011 and ending on (and including) December 31, 2013.
- After July 20, 2007, consolidated net worth, as defined in the 2007 Credit Facility, must be no less than \$263,300 plus 80% of the value of the any new equity issuances of the Company from June 30, 2007. Based on the equity offerings completed in October 2007, May 2008, July 2010 and February 2012, consolidated net worth must be no less than \$674,555.
- The aggregate fair market value of the mortgaged vessels must at all times be at least 130% of the aggregate outstanding principal amount under the credit facility plus all letters of credit outstanding; the Company has a 30 day remedy period to post additional collateral or reduce the amount of the revolving loans and/or letters of

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credit outstanding. This covenant was waived effective for the year ended December 31, 2008 and indefinitely until the Company can represent that it is in compliance with all of its financial covenants as per the 2009 Amendment as described above.

As of December 31, 2012, the Company believes it is in compliance with all of the financial covenants under its 2007 Credit Facility, as amended.

The following table sets forth the repayment of the outstanding debt of \$1,055,912 at December 31, 2012 under the 2007 Credit Facility, as amended:

| Year Ending December 31, | Total        |
|--------------------------|--------------|
| 2013                     | \$           |
| 2014                     | 192,780      |
| 2015                     | 192,780      |
| 2016                     | 144,585      |
| 2017                     | 525,767      |
| Total debt               | \$ 1,055,912 |

### \$100 Million Term Loan Facility

On August 12, 2010, the Company entered into the \$100 Million Term Loan Facility with Crédit Agricole Corporate and Investment Bank, which is also acting as Agent and Security Trustee; and Crédit Industriel et Commercial; and Skandinaviska Enskilda Banken AB (publ) are the lenders under the facility. The Company has used the \$100 Million Term Loan Facility to fund or refund to the Company a portion of the purchase price of the acquisition of five vessels from Metrostar (Refer to Note 5 Vessel Acquisitions and Dispositions). Under the terms of the facility, the \$100 Million Term Loan Facility was drawn down in five equal tranches of \$20,000 each, with one tranche per vessel. The \$100 Million Term Loan Facility has a final maturity date of seven years from the date of the first drawdown, or August 17, 2017, and borrowings under the facility bear interest at LIBOR for an interest period of one, three or six months (as elected by the Company), plus 3.00% per annum. A commitment fee of 1.35% is payable on the undrawn committed amount of the \$100 Million Term Loan Facility, which began accruing on August 12, 2010. Borrowings are to be repaid quarterly, with the outstanding principal amortized on a 13-year profile, with any outstanding amount under the \$100 Million Term Loan Facility to be paid in full on the final maturity date. Repaid amounts are no longer available and cannot be reborrowed. Borrowings under the \$100 Million Term Loan Facility are secured by liens on the five Metrostar vessels purchased by GS&T and other related assets. Certain of the Company's wholly-owned ship-owning subsidiaries, each of which own one of the five Metrostar vessels, will act as guarantors under the \$100 Million Term Loan Facility.

During the year ended December 31, 2011, three drawdowns of \$20,000 each were made by the Company for the deliveries of the Genco Avra, Genco Mare and Genco Spirit. During the year ended December 31, 2010, two drawdowns of \$20,000 were made by the Company for the deliveries of the Genco Ocean and Genco Bay. During the years ended December 31, 2012 and 2011, total repayments of \$15,385 and \$8,011 were made, respectively. The \$15,385 of repayments made during 2012 includes the \$11,538 prepayment of debt made during 2012 pursuant to the August 2012 Agreements, as noted in the August 2012 Credit Facility Agreements section herein. The \$8,011 of repayments made during 2011 includes the \$3,000 prepayment of debt made during 2011 pursuant to the December 2011 Agreements, as noted in the December 2011 Credit Facility Agreements section herein. As of December 31, 2012, the Company has utilized its maximum borrowing capacity under the \$100 Million Term Loan Facility.

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The \$100 Million Term Loan Facility requires the Company to comply with a number of covenants, including financial covenants related to leverage, consolidated net worth, interest coverage and dividends; minimum working capital requirements; collateral maintenance requirements; and other covenants, most of which are in principle and calculation similar to the Company's covenants under the existing 2007 Credit Facility. The \$100 Million Term Loan Facility includes usual and customary events of default and remedies for facilities of this nature. Refer to the August 2012 Credit Facility Agreements and December 2011 Credit Facility Agreements section herein for waivers obtained for specific covenants under this credit facility.

As of December 31, 2012, the Company believes it is in compliance with all of the financial covenants under the \$100 Million Term Loan Facility, as amended.

The following table sets forth the repayment of the outstanding debt of \$75,484 at December 31, 2012 under the \$100 Million Term Loan Facility:

| <b>Year Ending December 31,</b> | <b>Total</b> |
|---------------------------------|--------------|
| 2013                            | \$           |
| 2014                            | 7,692        |
| 2015                            | 7,692        |
| 2016                            | 7,692        |
| 2017                            | 52,408       |
| Total debt                      | \$ 75,484    |

\$253 Million Term Loan Facility

On August 20, 2010, the Company entered into the \$253 Million Term Loan Facility. BNP Paribas; Crédit Agricole Corporate and Investment Bank; DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, which is also acting as Security Agent and Bookrunner; and Skandinaviska Enskilda Banken AB (publ) are Lenders and Mandated Lead Arrangers under the facility. Deutsche Bank Luxembourg S.A. is acting as Agent under the facility, and Deutsche Bank AG and all of the Lenders other than Deutsche Bank AG Filiale Deutschlandgeschäft are acting as Swap Providers under the facility. The Company has used the \$253 Million Term Loan Facility to fund a portion of the purchase price of the acquisition of 13 vessels from affiliates of Bourbon. Under the terms of the facility, the \$253 Million Term Loan Facility was drawn down in 13 tranches in amounts based on the particular vessel being acquired, with one tranche per vessel. The \$253 Million Term Loan Facility has a maturity date of August 15, 2015 and borrowings under the \$253 Million Term Loan Facility bear interest, as elected by the Company, at LIBOR for an interest period of three or six months, plus 3.00% per annum. A commitment fee of 1.25% is payable on the undrawn committed amount of the \$253 Million Term Loan Facility, which began accruing on August 20, 2010. Borrowings are to be repaid quarterly with outstanding principal amortized on a per vessel basis and any outstanding amount under the \$253 Million Term Loan Facility to be paid in full on the maturity date. Repaid amounts are no longer available and cannot be reborrowed. Borrowings under the \$253 Million Term Loan Facility are secured by liens on the Bourbon vessels and other related assets. Certain of the Company's wholly-owned ship-owning subsidiaries, each of which owns one of the Bourbon vessels, will act as guarantors under the credit facility.

As of December 31, 2012, total drawdowns of \$253,000 have been made under the \$253 Million Term Loan Facility to fund or refund to the Company a portion of the purchase price of the 12 Bourbon vessels delivered during the third quarter of 2010 and the Bourbon vessel delivered during the first quarter of 2011. Refer to Note 5 Vessel Acquisitions and Dispositions for a listing of the vessels delivered. Total required debt repayments of \$40,600 and \$26,916 were made during the years ended December 31, 2012 and 2011. The \$40,600 of repayments made during 2012 includes the \$30,450 prepayment of debt made during 2012 pursuant to the August 2012 Credit Facility Agreements, as noted in the August 2012 Credit Facility Agreements section herein. The \$26,916 of repayments made during 2011 includes the \$7,000 prepayment of debt made during 2011 pursuant to the December 2011 Agreements, as noted in the December 2011 Credit Facility Agreements section herein. As of December 31, 2012, the Company has utilized its maximum borrowing capacity under the \$253 Million Term Loan Facility.

The \$253 Million Term Loan Facility requires the Company to comply with a number of covenants, including financial covenants related to leverage, consolidated net worth, liquidity and interest coverage; dividends; collateral maintenance requirements; and other covenants, most of which are in principle and calculation similar to our covenants under the existing 2007 Credit Facility. As of December 31, 2012 and 2011, the Company had deposited \$9,750 that has been reflected as restricted cash. Restricted cash will be released only if the underlying collateral is sold or disposed of. The \$253 Million Term Loan Facility includes usual and customary events of default and remedies for facilities of this nature. Refer to the December 2011 Credit Facility Agreements section herein for waivers obtained for specific covenants under this credit facility.

As of December 31, 2012, the Company believes it is in compliance with all of the financial covenants under the \$253 Million Term Loan Facility, as amended.

The following table sets forth the repayment of the outstanding debt of \$180,793 at December 31, 2012 under the \$253 Million Term Loan Facility:

| Year Ending December 31, | Total   |
|--------------------------|---------|
| 2013                     | \$      |
| 2014                     | 20,300  |
| 2015                     | 160,493 |

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|            |    |         |
|------------|----|---------|
| Total debt | \$ | 180,793 |
|------------|----|---------|

2010 Baltic Trading Credit Facility

On April 16, 2010, Baltic Trading entered into a \$100,000 senior secured revolving credit facility with Nordea Bank Finland plc, acting through its New York branch (as amended, the 2010 Baltic Trading Credit Facility ). An amendment to the 2010 Baltic Trading Credit Facility was entered into by Baltic Trading effective November 30, 2010. This amendment increased the commitment amount of the 2010 Baltic Trading Credit Facility from \$100,000 to \$150,000 and amounts borrowed bear interest at LIBOR plus a margin of 3.00% as compared to 3.25% under the original facility. The term of the 2010 Baltic Trading Credit Facility was extended to six years from the previous 3.5 years and will now mature on November 30, 2016 as compared to April 16, 2014

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previously. A commitment fee of 1.25% per annum is payable on the unused daily portion of the 2010 Baltic Trading Credit Facility, which began accruing on March 18, 2010 under the terms of the commitment letter entered into on February 25, 2010. In connection with the commitment letter entered on February 25, 2010, Baltic Trading paid an upfront fee of \$313. Additionally, upon executing the original 2010 Baltic Trading Credit Facility, Baltic Trading paid the remaining upfront fee of \$937, for total fees of \$1,250. In connection with the amendment to the 2010 Credit Facility effective November 30, 2010, Baltic Trading paid an upfront fee of \$1,350. Of the total facility amount of \$150,000, \$25,000 is available for working capital purposes. As of December 31, 2012, total available working capital borrowings were \$23,500 as \$1,500 was drawn down during the year ended December 31, 2010 for working capital purposes. As of December 31, 2012, \$28,750 remained available under the 2010 Credit Facility as the total commitment was reduced to \$130,000 on November 30, 2012. Refer to Note 5 Vessel Acquisitions and Dispositions for further information regarding these vessel deposits and acquisitions.

Pursuant to the amended 2010 Baltic Trading Credit Facility, the total commitment of \$150,000 will be reduced in 11 consecutive semi-annual reductions of \$5,000 which commenced on the six month anniversary of the effective date, or May 31, 2011. On the maturity date, November 30, 2016, the total commitment will reduce to zero and all borrowing must be repaid in full by Baltic Trading.

Borrowings under the 2010 Baltic Trading Credit Facility are secured by liens on Baltic Trading's initial vessels and other related assets. Borrowings under the facility are subject to the delivery of security documents with respect to Baltic Trading's initial vessels. Baltic Trading's subsidiaries owning the initial vessels act as guarantors under the 2010 Baltic Trading Credit Facility.

All amounts owing under the 2010 Baltic Trading Credit Facility are also secured by the following:

- cross-collateralized first priority mortgages of each of Baltic Trading's initial vessels;
- an assignment of any and all earnings of Baltic Trading's initial vessels; and
- an assignment of all insurance on the mortgaged vessels.

The 2010 Baltic Trading Credit Facility requires Baltic Trading to comply with a number of covenants, including financial covenants related to liquidity, consolidated net worth, and collateral maintenance; delivery of quarterly and annual financial statements and annual projections; maintaining adequate insurances; compliance with laws (including environmental); compliance with ERISA; maintenance of flag and class of Baltic Trading's initial vessels; restrictions on consolidations, mergers or sales of assets; restrictions on changes in the Manager of Baltic Trading's initial vessels (or acceptable replacement vessels); limitations on changes to the Management Agreement between Baltic Trading and GS&T; limitations on liens; limitations on additional indebtedness; restrictions on paying dividends; restrictions on transactions with affiliates; and other customary covenants.

The amended 2010 Baltic Trading Credit Facility includes the following financial covenants which apply to Baltic Trading and its subsidiaries on a consolidated basis and are measured at the end of each fiscal quarter:

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- Cash and cash equivalents plus the undrawn amount available for working capital under the facility must not be less than \$5,000 during the first year following the amendment, or until November 30, 2011. Beginning December 1, 2010, cash and cash equivalents plus the undrawn amount available for working capital under the facility must not be less than \$750 per vessel for all vessels in Baltic Trading's fleet.
- Consolidated net worth must not be less than (i) \$232,796 plus (ii) 50% of the value of any subsequent primary equity offerings of Baltic Trading.
- The aggregate fair market value of the mortgaged vessels must at all times be at least 140% of the aggregate outstanding principal amount under the 2010 Baltic Trading Credit Facility.

Under the 2010 Baltic Trading Credit Facility, Baltic Trading is not permitted to make loans to GS&T or Genco Investments LLC if an event of default existed at the time of the loan or could be reasonably expected to result there from. In addition, Baltic Trading would not be permitted under the facility to declare or pay dividends to its shareholders (including Genco Investments LLC) if an event of default existed at the time of payment or would be caused thereby. As of December 31, 2012, to remain in compliance with a net worth covenant in the facility, Baltic Trading needs to maintain a net worth of \$232,796 after the payment of any dividends.

The Company believes it is in compliance with all of the financial covenants under the 2010 Baltic Trading Credit Facility as of December 31, 2012.

The following table sets forth the repayment of the outstanding debt of \$101,250 at December 31, 2012 under the 2010 Baltic Trading Credit Facility:



| Year Ending December 31, | Total      |
|--------------------------|------------|
| 2013                     | \$         |
| 2014                     |            |
| 2015                     | 1,250      |
| 2016                     | 100,000    |
| Total debt               | \$ 101,250 |

#### Interest rates

The following table sets forth the effective interest rate associated with the interest expense for the Company's debt facilities noted above, including the rate differential between the pay fixed receive variable rate on the interest rate swap agreements that were in effect (refer to Note 11 Interest Rate Swap Agreements), combined, and the cost associated with unused commitment fees as well as the facility fee for the 2007 Credit Facility which was reduced from 2.0% to 1.0% on February 28, 2012 as noted above. Additionally, it includes the range of interest rates on the debt, excluding the impact of swaps and unused commitment fees:

|  | Year ended December 31, |                |                |
|--|-------------------------|----------------|----------------|
|  | 2012                    | 2011           | 2010           |
| Effective Interest rate  | 4.68%                   | 4.42%          | 4.64%          |
| Range of Interest Rates (excluding impact of swaps and unused commitment fees) | 3.21% to 4.63%          | 2.19% to 3.52% | 2.25% to 3.60% |

#### Letter of credit

In conjunction with the Company entering into a long-term office space lease (See Note 19 - Commitments and Contingencies), the Company was required to provide a letter of credit to the landlord in lieu of a security deposit. As of September 21, 2005, the Company obtained an annually renewable unsecured letter of credit with DnB NOR Bank. The letter of credit outstanding was \$300 as of December 31, 2012 and 2011 at a fee of 1% per annum. The letter of credit is cancelable on each renewal date provided the landlord is given 150 days minimum notice. This letter of credit has been securitized by \$300 that was paid by the Company to DnB NOR Bank during the year ended December 31, 2012. This has been recorded as restricted cash in the consolidated balance sheet.

#### 10 CONVERTIBLE SENIOR NOTES

The Company issued \$125,000 of 5.0% Convertible Senior Notes on July 27, 2010 (the 2010 Notes). The 2010 Notes mature on August 15, 2015 and are convertible into shares of the Company's common stock at a conversion rate of approximately 51.0204 shares of common stock per (in whole dollars) \$1,000 principal amount of the 2010 Notes (equivalent to an initial conversion price of \$19.60 per share, representing a 22.5% conversion premium over the concurrent offering price of \$16.00 per share of the Company's common stock on July 21, 2010), subject to adjustment, based on the occurrence of certain events, including, but not limited to, (i) the issuance of certain dividends on our common stock, (ii) the issuance of certain rights, options or warrants, (iii) the effectuation of share splits or combinations, (iv) certain distributions of property and (v) certain issuer tender or exchange offers as described in the Indenture, with the amount due on conversion payable in shares, cash, or a combination thereof at the Company's discretion. The total underlying shares of the 2010 Notes are 6,377,551 shares of common stock. Since the Company can settle a conversion of the 2010 Notes with shares, cash, or a combination thereof at its discretion, the Company allocated the convertible debt proceeds between the liability component and the embedded conversion option (i.e., the equity component). The liability component of the debt instrument is being accreted to par value using the effective interest method over the remaining life of the debt. This

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accretion is reported as a component of interest expense. The equity component is not subsequently revalued as long as it continues to qualify for equity treatment.

Upon issuance, the Company estimated the fair value of the liability component of the 2010 Notes, assuming a 10% non-convertible borrowing rate, to be \$100,625 and the fair value of the conversion option to be \$24,375. This amount was recorded as a debt discount and as an increase to additional paid-in capital as of the issuance date and the Company proportionately allocated approximately \$918 of issuance costs against this equity component. The issuance costs allocated to the liability component of \$3,637 along with the debt discount is being amortized to interest expense over the approximate 5-year period to the maturity of the 2010 Notes on August 15, 2015 resulting in additional interest expense in future periods. The issuance cost allocated to the liability component has been recorded as deferred financing costs; refer to Note 15 Other Assets, Net.

The 2010 Notes were issued pursuant to an indenture, dated as of July 27, 2010 (the Base Indenture ), by and between the Company and The Bank of New York Mellon, as trustee (the Trustee ), supplemented by the First Supplemental Indenture dated as of June 27, 2010, by and between the Company and the Trustee (the Supplemental Indenture, and together with the Base Indenture, the Indenture ). The 2010 Notes are represented by a global security, executed by the Company, in the form attached to the Supplemental Indenture.

Interest is payable semi-annually in arrears on February 15 and August 15 of each year, which began on February 15, 2011. The 2010 Notes will mature on August 15, 2015, subject to earlier repurchase or conversion upon the occurrence of certain events. Holders may convert their 2010 Notes before February 15, 2015, only in certain circumstances determined by (i) the market price of the Company's common stock, (ii) the trading price of the 2010 Notes, or (iii) the occurrence of specified corporate events. The 2010 Notes are subject to repurchase by the Company at the option of the holders following a fundamental change, as defined in the Indenture, including, but not limited to, (i) certain ownership changes, (ii) certain recapitalizations, mergers and dispositions, (iii) approval of any plan or proposal for the liquidation, or dissolution of the Company, and (iv) the Company's common stock ceasing to be listed on any of the New York Stock Exchange or the Nasdaq Global Select Market, any of their respective successors or any other U.S. national securities exchange, at a price equal to 100% of the principal amount of the 2010 Notes plus accrued and unpaid interest up to the fundamental change repurchase date. After February 15, 2015, holders may convert their 2010 Notes at any time thereafter until the second scheduled trading day preceding maturity.

The Indenture includes customary agreements and covenants by the Company, including with respect to events of default.

The following tables provide additional information about the Company's 2010 Notes.

|  | December 31, 2012 |         | December 31, 2011 |         |
|--|-------------------|---------|-------------------|---------|
| Carrying amount of the equity component (additional paid-in capital) | \$                | 24,375  | \$                | 24,375  |
| Principal amount of the 2010 Notes                                   |                   | 125,000 |                   | 125,000 |
| Unamortized discount of the liability component                      |                   | 14,082  |                   | 18,619  |
| Net carrying amount of the liability component                       |                   | 110,918 |                   | 106,381 |

|   | Years Ended December 31, |          |          |       |
|---|--------------------------|----------|----------|-------|
|   | 2012                     | 2011     | 2010     | 2010  |
| Effective interest rate on liability component                              | 10.0%                    | 10.0%    | 10.0%    | 10.0% |
| Cash interest expense recognized  | \$ 6,263                 | \$ 6,231 | \$ 2,662 |       |
| Non-cash interest expense recognized  | 4,537                    | 4,072    | 1,684    |       |
| Non-cash deferred financing amortization costs included in interest expense | 722                      | 720      | 311      |       |

The remaining period over which the unamortized discount will be recognized is 2.6 years. As of December 31, 2012, the if-converted value of the 2010 Notes does not exceed their principal amount.

Due to the 2015 maturity of the 2010 Notes and the Company's intent to hold the 2010 Notes until maturity, the 2010 Notes have been classified as a noncurrent liability in the consolidated balance sheets as of December 31, 2012 and 2011.

#### 11 - INTEREST RATE SWAP AGREEMENTS

The Company had five and eight interest rate swap agreements with DnB NOR Bank ASA to manage interest costs and the risk associated with variable interest rates related to the Company's 2007 Credit Facility, which were outstanding at December 31, 2012 and 2011, respectively. The total notional principal amount of the swaps at December 31, 2012 and 2011 is \$356,233 and \$606,233, respectively, and the swaps have specified rates and durations.

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The following table summarizes the interest rate swaps designated as cash flow hedges that are in place as of December 31, 2012 and 2011:

| Interest Rate Swap Detail |            |                    |                  | December 31,<br>2012        | December 31,<br>2011        |
|---------------------------|------------|--------------------|------------------|-----------------------------|-----------------------------|
| Trade Date                | Fixed Rate | Start Date of Swap | End date of Swap | Notional Amount Outstanding | Notional Amount Outstanding |
| 9/6/05                    | 4.485%     | 9/14/05            | 7/29/15          | \$ 106,233                  | \$ 106,233                  |
| 3/29/06                   | 5.25%      | 1/2/07             | 1/1/14           | 50,000                      | 50,000                      |
| 3/24/06                   | 5.075%     | 1/2/08             | 1/2/13           | 50,000                      | 50,000                      |
| 8/9/07                    | 5.07%      | 1/2/08             | 1/3/12           |                             | 100,000                     |
| 8/16/07                   | 4.985%     | 3/31/08            | 3/31/12          |                             | 50,000                      |
| 8/16/07                   | 5.04%      | 3/31/08            | 3/31/12          |                             | 100,000                     |
| 1/9/09                    | 2.05%      | 1/22/09            | 1/22/14          | 100,000                     | 100,000                     |
| 2/11/09                   | 2.45%      | 2/23/09            | 2/23/14          | 50,000                      | 50,000                      |
|                           |            |                    |                  | \$ 356,233                  | \$ 606,233                  |

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The differentials to be paid or received for these swap agreements are recognized as an adjustment to interest expense as incurred. The Company is currently utilizing cash flow hedge accounting for these swaps whereby the effective portion of the change in value of the swaps is reflected as a component of AOCI. The ineffective portion is recognized as other expense, which is a component of other (expense) income.

The interest expense pertaining to the interest rate swaps for the years ended December 31, 2012, 2011 and 2010 was \$13,440, \$28,854 and \$30,204, respectively.

The swap agreements, with effective dates prior to December 31, 2012, synthetically convert variable rate debt to fixed rate debt at the fixed interest rate of the swap plus the Applicable Margin, as defined in the 2007 Credit Facility section above in Note 9 Long-Term Debt.

The following table summarizes the derivative asset and liability balances at December 31, 2012 and 2011:

|  | Balance Sheet Location                                   | Asset Derivatives            |                              | Liability Derivatives   |                              |
|--|--|------------------------------|------------------------------|---|------------------------------|
|  |  | Fair Value December 31, 2012 | Fair Value December 31, 2011 | Fair Value December 31, 2012                                  | Fair Value December 31, 2011 |
| <b>Derivatives designated as hedging instruments</b>       |  |                              |                              |   |                              |
| Interest rate contracts                                    | Fair value of derivative instruments (Current Assets)    | \$                           | \$                           | Fair value of derivative instruments (Current Liabilities)    | \$ 7                         |
| Interest rate contracts                                    | Fair value of derivative instruments (Noncurrent Assets) |                              |                              | Fair value of derivative instruments (Noncurrent Liabilities) | 16,045                       |
|  |  |                              |                              |   | 23,654                       |
| <b>Total derivatives designated as hedging instruments</b> |  | \$                           | \$                           | \$  | 16,052                       |
| <b>Total Derivatives</b>                                   |  | \$                           | \$                           | \$  | 16,052                       |
|  |  |                              |                              |   | \$ 25,340                    |
|  |  |                              |                              |   | \$ 25,340                    |

The following tables present the impact of derivative instruments and their location within the Consolidated Statement of Operations:

**The Effect of Derivative Instruments on the Consolidated Statement of Operations**

**For the Year Ended December 31, 2012**

| Derivatives in Cash Flow Hedging | Amount of Gain (Loss) Recognized | Location of Gain (Loss) Reclassified | Amount of Gain (Loss) Reclassified | Location of Gain (Loss) Recognized in | Amount of Gain (Loss) Recognized in |
|----------------------------------|----------------------------------|--------------------------------------|------------------------------------|---------------------------------------|-------------------------------------|
|----------------------------------|----------------------------------|--------------------------------------|------------------------------------|---------------------------------------|-------------------------------------|

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| Relationships           | in AOCI on<br>Derivative<br>(Effective<br>Portion)<br>2012 | from AOCI<br>into income<br>(Effective<br>Portion) | from AOCI<br>into income<br>(Effective<br>Portion)<br>2012 | Income on<br>Derivative<br>(Ineffective<br>Portion) | Income on<br>Derivative<br>(Ineffective<br>Portion)<br>2012 |
|-------------------------|--|--|--|---|---|
| Interest rate contracts | \$ (4,252)   | Interest<br>Expense                                | \$ 13,440  | Other Income<br>(Expense)                           | \$ 100  |

The Effect of Derivative Instruments on the Consolidated Statement of Operations

For the Year Ended December 31, 2011

| Derivatives in Cash<br>Flow Hedging<br>Relationships | Amount of<br>Gain (Loss)<br>Recognized<br>in AOCI on<br>Derivative<br>(Effective<br>Portion)<br>2011 | Location of<br>Gain (Loss)<br>Reclassified<br>from AOCI<br>into income<br>(Effective<br>Portion) | Amount of<br>Gain (Loss)<br>Reclassified<br>from AOCI<br>into income<br>(Effective<br>Portion)<br>2011 | Location of<br>Gain (Loss)<br>Recognized in<br>Income on<br>Derivative<br>(Ineffective<br>Portion) | Amount of<br>Gain (Loss)<br>Recognized in<br>Income on<br>Derivative<br>(Ineffective<br>Portion)<br>2011 |
|--|--|--|--|--|--|
| Interest rate contracts                              | \$ (10,947)  | Interest<br>Expense  | \$ 28,854  | Other Income<br>(Expense)  | \$ 51  |

**The Effect of Derivative Instruments on the Consolidated Statement of Operations****For the Year Ended December 31, 2010**

| <b>Derivatives in Cash Flow Hedging Relationships</b> | <b>Amount of Gain (Loss) Recognized in AOCI on Derivative (Effective Portion) 2010</b> | <b>Location of Gain (Loss) Reclassified from AOCI into income (Effective Portion)</b> | <b>Amount of Gain (Loss) Reclassified from AOCI into income (Effective Portion) 2010</b> | <b>Location of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion)</b> | <b>Amount of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion) 2010</b> |
|---|--|---|--|---|--|
| Interest rate contracts                               | \$ (31,536)  | Interest Expense  | \$ 30,204  | Other Income (Expense)  | \$ 66  |

Amounts recorded in AOCI for interest rate swap are reclassified into interest expense when the underlying hedged interest payments are accrued. At December 31, 2012, (\$9,563) of AOCI associated with interest rate swaps is expected to be reclassified into interest expense over the next 12 months.

The Company is required to provide collateral in the form of vessel assets to support the interest rate swap agreements, excluding vessel assets of Baltic Trading. At December 31, 2012, the Company's 35 vessels mortgaged under the 2007 Credit Facility served as collateral in the aggregate amount of \$100,000.

**12 ACCUMULATED OTHER COMPREHENSIVE LOSS**

The components of AOCI included in the accompanying consolidated balance sheets consist of net unrealized gain (loss) on cash flow hedges and net unrealized gain from investments in Jinhui stock as of December 31, 2012, 2011 and 2010.

|  | <b>Net Unrealized Gain (loss) on Cash Flow Hedges</b> | <b>Unrealized Gain (Loss) on Investments</b> | <b>AOCI</b> |
|--|---|--|-------------|
| AOCI January 1, 2010                     | \$ (41,819)   | \$ 55,408                                    | \$ 13,589   |
| Change in unrealized gain on investments |   | (17,466)                                     | (17,466)    |
| Unrealized loss on cash flow hedges      | (1,333)   |  | (1,333)     |
| AOCI December 31, 2010                   | (43,152)  | 37,942                                       | (5,210)     |
| Change in unrealized gain on investments |   | (30,246)                                     | (30,246)    |
| Unrealized gain on cash flow hedges      | 17,907  |  | 17,907      |
| AOCI December 31, 2011                   | (25,245)  | 7,696  | (17,549)    |
| Change in unrealized gain on investments |   | (3,480)                                      | (3,480)     |
| Unrealized gain on cash flow hedges      | 9,188   |  | 9,188       |
| AOCI December 31, 2012                   | \$ (16,057)   | \$ 4,216                                     | \$ (11,841) |

**13 - FAIR VALUE OF FINANCIAL INSTRUMENTS**

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The fair values and carrying values of the Company's financial instruments at December 31, 2012 and 2011 which are required to be disclosed at fair value, but not recorded at fair value, are noted below.

|                           | December 31, 2012 |            | December 31, 2011 |            |
|---------------------------|-------------------|------------|-------------------|------------|
|                           | Carrying Value    | Fair Value | Carrying Value    | Fair Value |
| Cash and cash equivalents | \$ 72,600         | \$ 72,600  | \$ 227,968        | \$ 227,968 |
| Restricted cash           | 10,150            | 10,150     | 9,750             | 9,750      |
| Floating rate debt        | 1,413,439         | 1,413,439  | 1,588,012         | 1,588,012  |
| 2010 Notes                | 110,918           | 44,375     | 106,381           | 80,000     |

The fair value of the floating rate debt under the 2007 Credit Facility, \$100 Million Term Loan Facility and \$253 Million Term Loan Facility are based on management's estimate utilizing rates the Company has recently obtained on August 1, 2012 when the Company entered into agreements to amend or waive certain provisions of these credit facilities. The fair value of the 2010 Baltic Trading Credit Facility is based on management's estimates of rates it could obtain. Additionally, the Company considers its creditworthiness in determining the fair value of the floating rate debt under the credit facilities. The carrying value approximates the fair market value for these floating rate loans. The fair value of the convertible senior notes payable represents the market value based on recent transactions of the 2010 Notes at December 31, 2012 and 2011 without bifurcating the value of the conversion option. The fair value of the interest rate swaps is the estimated amount the Company would pay to terminate the swap agreements at the reporting date, taking into account current interest rates and the creditworthiness of both the swap counterparty and the Company. The carrying



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amounts of the Company's other financial instruments at December 31, 2012 and 2011 (principally Due from charterers and Accounts payable and accrued expenses), approximate fair values because of the relatively short maturity of these instruments.

Accounting Standards Codification Subtopic 820-10, Fair Value Measurements & Disclosures (ASC 820-10), applies to all assets and liabilities that are being measured and reported on a fair value basis. This guidance enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 requires significant management judgment. The three levels are defined as follows:

- **Level 1** Valuations based on quoted prices in active markets for identical instruments that the Company is able to access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these instruments does not entail a significant degree of judgment.
  
- **Level 2** Valuations based on quoted prices in active markets for instruments that are similar, or quoted prices in markets that are not active for identical or similar instruments, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
  
- **Level 3** Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

As of December 31, 2012 and 2011, the fair values of the Company's financial assets and liabilities are categorized as follows:

|   |  | <b>December 31, 2012</b> |   |  |
|---|--|--------------------------|---|--|
|   |  | <b>Total</b>             | <b>Quoted<br/>market<br/>prices in<br/>active<br/>markets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> |
| Investments                               |  | \$ 20,988                | \$ 20,988   | \$   |
| Derivative instruments liability position |  | 16,052                   |   | 16,052   |

|   |  | <b>December 31, 2011</b> |   |  |
|---|--|--------------------------|---|--|
|   |  | <b>Total</b>             | <b>Quoted<br/>market<br/>prices in<br/>active<br/>markets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> |
| Investments                               |  | \$ 24,468                | \$ 24,468   | \$   |
| Derivative instruments liability position |  | 25,340                   |   | 25,340   |

The Company holds an investment in the capital stock of Jinhui, which is classified as a long-term investment. The stock of Jinhui is publicly traded on the Oslo Stock Exchange and is considered a Level 1 item. The Company's interest rate derivative instruments are pay-fixed, receive-variable interest rate swaps based on LIBOR. The Company has elected to use the income approach to value the derivatives, using observable Level 2 market inputs at measurement date and standard valuation techniques to convert future amounts to a single present amount assuming that participants are motivated, but not compelled to transact. Level 2 inputs for the valuations are limited to quoted prices for similar assets or liabilities in active markets (specifically futures contracts on LIBOR for the first two years) and inputs other than quoted prices that are observable for the asset or liability (specifically LIBOR cash and swap rates and credit spreads at commonly quoted intervals). Mid-market pricing is used as a practical expedient for fair value measurements. Refer to Note 11 Interest Rate Swap Agreements for further information regarding the Company's interest rate swap agreements. ASC 820-10 states that the fair value measurement of an asset or liability must reflect the nonperformance risk of the entity and the counterparty. Therefore, the impact of the counterparty's creditworthiness when in an asset position and the Company's creditworthiness when in a liability position have also been factored into the fair value measurement of the derivative instruments. This credit valuation adjustment did not have a material impact on the fair value of these derivative instruments. As of December 31, 2012, both the counterparty and the Company are expected to continue to perform under the contractual terms of the instruments. Cash and cash equivalents and restricted cash are considered Level 1 items as they represent liquid assets with short-term maturities. Floating rate debt is considered to be a Level 2 item as the Company considers the estimate of rates it could obtain for similar debt or based upon transactions amongst third parties. The 2010 Notes are publicly traded in the over-the-counter market; however they are not considered to be actively traded. As such, the 2010 Notes are considered to be a Level 2 item.

14 - PREPAID EXPENSES AND OTHER CURRENT AND NONCURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

|   | December<br>31, 2012 |    | December<br>31, 2011 |
|---|----------------------|----|----------------------|
| Lubricant inventory, fuel oil and diesel oil inventory and other stores | \$ 10,322            | \$ | 10,376               |
| Prepaid items   | 5,067                |    | 5,514                |
| Insurance receivable  | 1,817                |    | 1,025                |
| Other   | 940                  |    | 794                  |
| Total prepaid expenses and other current assets                         | \$ 18,146            | \$ | 17,709               |

Other noncurrent assets in the amount of \$514 at December 31, 2012 and 2011 represents the security deposit related to the operating lease entered into effective April 4, 2011. Refer to Note 19 Commitments and Contingencies for further information related to the lease agreement.

15 OTHER ASSETS, NET

Other assets consist of deferred financing costs, which include fees, commissions and legal expenses associated with securing loan facilities and other debt offerings and amending existing loan facilities. These costs are amortized over the life of the related debt and are included in interest expense. As of December 31, 2012 and 2011, the Company has deferred financing fees associated with the 2007 Credit Facility, the \$100 Million Term Loan Facility, the \$253 Million Term Loan Facility, the debt portion of the 2010 Notes and the 2010 Baltic Trading Credit Facility. (Refer to Note 9 Long-Term Debt and Note 10 Convertible Senior Notes)

Total net deferred financing costs consist of the following as of December 31, 2012 and 2011:

|                                     | December<br>31, 2012 |    | December<br>31, 2011 |
|-------------------------------------|----------------------|----|----------------------|
| 2007 Credit Facility                | \$ 29,568            | \$ | 13,189               |
| \$100 Million Term Loan Facility    | 1,783                |    | 1,578                |
| \$253 Million Term Loan Facility    | 4,708                |    | 4,113                |
| 2010 Notes                          | 3,637                |    | 3,637                |
| 2010 Baltic Trading Credit Facility | 3,027                |    | 3,027                |
| Total deferred financing costs      | 42,723               |    | 25,544               |
| Less: accumulated amortization      | 13,162               |    | 7,749                |
| Total                               | \$ 29,561            | \$ | 17,795               |

Amortization expense for deferred financing costs for the years ended December 31, 2012, 2011 and 2010 was \$5,413, \$3,188 and \$1,967, respectively. This amortization expense is recorded as a component of interest expense in the Consolidated Statements of Operations.

16 - FIXED ASSETS

Fixed assets consist of the following:

|   | <b>December<br/>31, 2012</b> |    | <b>December<br/>31, 2011</b> |
|---|------------------------------|----|------------------------------|
| Fixed assets, at cost:                          |                              |    |                              |
| Vessel equipment                                | \$ 3,043                     | \$ | 2,720                        |
| Leasehold improvements                          | 3,823                        |    | 3,664                        |
| Furniture and fixtures                          | 997                          |    | 997                          |
| Computer equipment                              | 706                          |    | 632                          |
| Total cost                                      | 8,569                        |    | 8,013                        |
| Less: accumulated depreciation and amortization | 3,311                        |    | 2,422                        |
| Total   | \$ 5,258                     | \$ | 5,591                        |

17 ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

|   | December<br>31, 2012 |    | December<br>31, 2011 |
|---|----------------------|----|----------------------|
| Accounts payable                            | \$ 4,477             | \$ | 5,047                |
| Accrued general and administrative expenses | 8,803                |    | 14,275               |
| Accrued vessel operating expenses           | 10,387               |    | 11,390               |
| Total                                       | \$ 23,667            | \$ | 30,712               |

#### 18 - REVENUE FROM TIME CHARTERS

Total voyage revenue earned on time charters, including revenue earned in vessel pools and spot market-related time charters, as well as the sale of bunkers consumed during short-term time charters, for the years ended December 31, 2012, 2011 and 2010 was \$223,159, \$388,929 and \$447,438 respectively. Additionally, included in revenues for the years ended December 31, 2012, 2011 and 2010 was \$0, \$122 and \$574 of profit sharing revenue. At December 31, 2012, future minimum time charter revenue, based on vessels committed to noncancelable time charter contracts as of February 3, 2013, is expected to be \$20,182 during 2013 and \$3,512 during 2014, assuming off-hire due to any scheduled drydocking and that no additional off-hire time is incurred. For most drydockings, the Company assumes twenty days of offhire. Future minimum revenue excludes revenue earned for the five vessels currently in pool arrangements, vessels that are currently on or will be on spot market-related time charters as spot rates cannot be estimated, as well as profit sharing revenue.

#### 19 - COMMITMENTS AND CONTINGENCIES

In September 2005, the Company entered into a 15-year lease for office space in New York, New York for which there was a free rental period from September 1, 2005 to July 31, 2006. On January 6, 2012, the Company ceased the use of this space and as such has recorded, during the year ended December 31, 2012, net rent expense of \$1,264 representing the present value of the Company's estimated remaining rent expense for the duration of the lease after taking into account estimated future sublease income and deferred rent on the facility. The current and long-term lease obligations related to this lease agreement of \$682 and \$672, respectively, are recorded in the consolidated balance sheet at December 31, 2012 in Current portion of lease obligations and Long-term lease obligations, respectively. Rent expense under this lease agreement for the years ended December 31, 2011 and 2010 was \$467 during both periods, and the deferred rent credit for this lease at December 31, 2011 was \$606 and was recorded in Long-term lease obligations.

Future minimum rental payments on the above lease for the next five years and thereafter are as follows: \$518 annually for 2013 through 2015, \$529 for 2016, \$550 for 2017 and a total of \$1,972 for the remaining term of the lease.

Effective April 4, 2011, the Company entered into a seven-year sub-sublease agreement for additional office space in New York, New York. The term of the sub-sublease commenced June 1, 2011, with a free base rental period until October 31, 2011. Following the expiration of the free base rental period, the monthly base rental payments are \$82 per month until May 31, 2015 and thereafter will be \$90 per month until the end of the seven-year term. Pursuant to the sub-sublease agreement, the sublessor was obligated to contribute \$472 toward the cost of the Company's alterations to the sub-subleased office space. The Company has also entered into a direct lease with the over-landlord of such office space that commences immediately upon the expiration of such sub-sublease agreements, for a term covering the period from May 1, 2018 to September 30, 2025; the direct lease provides for a free base rental period from May 1, 2018 to September 30, 2018. Following the expiration of the free base rental period, the monthly base rental payments will be \$186 per month from October 1, 2018 to April 30, 2023 and \$204 per month from May 1, 2023 to September 30, 2025. For accounting purposes, the sub-sublease agreement and direct lease agreement with the landlord constitutes one lease agreement. As a result of the straight-line rent calculation generated by the free rent period and the tenant work credit, the monthly straight-line rental expense for the term of the entire lease from June 1, 2011 to September 30, 2025 will be \$130. The Company had a long-term lease obligation at December 31, 2012 and 2011 of \$1,793 and \$1,217, respectively. Rent expense pertaining to this lease for the years ended December 31, 2012 and 2011 was \$1,558 and \$909, respectively.

Future minimum rental payments on the above lease for the next five years and thereafter are as follows: \$982 annually for 2013 through 2014, \$1,037 for 2015, \$1,076 for 2016 and 2017 and a total of \$16,506 for the remaining term of the lease.

During the beginning of 2009, the Genco Cavalier, a 2007-built Supramax vessel, was on charter to Samsun when Samsun filed for the equivalent of bankruptcy protection in South Korea, otherwise referred to as a rehabilitation application. On February 5, 2010, the rehabilitation plan submitted by Samsun was approved by the South Korean courts. As part of the rehabilitation process, the Company's claim of \$17,212 will be settled in the following manner; 34.0%, or \$5,852, will be paid in cash in annual installments on December 30th of each year from 2010 through 2019 ranging from 8.0% to 17.0%; the remaining 66.0%, or \$11,360, was converted to Samsun shares at a specified value per share. On December 30, 2012 and 2011, a total payment was due from Samsun in the amount of \$527 which represents 9.0% of the total \$5,852 approved cash settlement. On December 30, 2010, a total payment was due from Samsun in the amount of \$585 which represents ten percent of the total \$5,852 approved cash settlement. During the year ended December 30, 2012, Samsun remitted only 50% of the payment due, or \$263. As such, during the years ended December 31, 2012, 2011 and 2010, \$263, \$527 and \$585, respectively, have been recorded as other operating income.

During January 2011, the Genco Success, a 1997-built Handymax vessel, was on charter to Korea Line Corporation ( KLC ) when KLC filed for a rehabilitation application with South Korean courts. On July 3, 2012, the rehabilitation plan submitted by KLC was approved by the South Korean courts. As part of the rehabilitation process, the Company claim of \$802 will be settled in the following manner; 37.0%, or \$297, will be paid in cash in annual installments on December 30th of each year from 2012 through 2021 ranging from 0.5% to 43.0%; the remaining 63.0%, or \$505, was converted to KLC shares at a specified value per share. On December 30, 2012, a total payment was due from KLC in the amount of \$2 which represents 0.5% of the total \$297 approved cash settlement. This amount has been recorded as other operating income during the year ended December 31, 2012.

## 20 - SAVINGS PLAN

In August 2005, the Company established a 401(k) plan which is available to full-time employees who meet the plan's eligibility requirements. This 401(k) plan is a defined contribution plan, which permits employees to make contributions up to maximum percentage and dollar limits allowable by IRS Code Sections 401(k), 402(g), 404 and 415 with the Company matching up to the first six percent of each employee's salary on a dollar-for-dollar basis. The matching contribution vests immediately. For the years ended December 31, 2012, 2011 and 2010, the Company's matching contributions to this plan were \$296, \$289 and \$242, respectively.

## 21- NONVESTED STOCK AWARDS

On July 12, 2005, the Company's Board of Directors approved the Genco Shipping and Trading Limited 2005 Equity Incentive Plan (the 2005 GS&T Plan ). The aggregate number of shares of common stock available for award under the 2005 GS&T Plan is 2,000,000 shares. Additionally, on May 17, 2012, at the Company's 2012 Annual Meeting of Shareholders, the Company's shareholders approved the Genco Shipping and Trading Limited 2012 Equity Incentive Plan (the 2012 GS&T Plan ). The aggregate number of shares of common stock available for award under the 2012 GS&T Plan is 3,000,000 shares. Under these plans, the Company's Board of Directors, the compensation committee, or another designated committee of the Board of Directors may grant a variety of stock-based incentive awards to employees, directors and consultants who the compensation committee (or other committee or the Board of Directors) believes are key to the Company's success. Awards may consist of incentive stock options, nonqualified stock options, stock appreciation rights, dividend equivalent rights, nonvested stock, unrestricted stock and performance shares.

Grants of nonvested common stock to executives and employees vest ratably on each of the four anniversaries of the determined vesting date. Grants of nonvested common stock to directors vest the earlier of the first anniversary of the grant date or the date of the next annual shareholders' meeting, which are typically held during May. Grants of nonvested common stock to the Company's Chairman, Peter C. Georgiopoulos, that are not granted as part of grants made to all directors, excluding the grants made on December 13, 2012, December 28, 2011 and December 21, 2010, vest ratably on each of the ten anniversaries of the vesting date.

The table below summarizes the Company's nonvested stock awards for the three years ended December 31, 2012 under the 2005 and 2012 GS&T Plans:

|      | Year Ended December 31, |      |
|------|-------------------------|------|
| 2012 | 2011                    | 2010 |

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|                            | Number of Shares | Weighted Average Grant Date Price | Number of Shares | Weighted Average Grant Date Price | Number of Shares | Weighted Average Grant Date Price |
|----------------------------|------------------|-----------------------------------|------------------|-----------------------------------|------------------|-----------------------------------|
| Outstanding at January 1   | 936,787          | \$ 14.06                          | 809,087          | \$ 19.40                          | 437,000          | \$ 25.86                          |
| Granted                    | 464,175          | 2.71                              | 357,500          | 6.46                              | 514,650          | 16.07                             |
| Vested                     | (290,700)        | 13.49                             | (228,700)        | 21.08                             | (142,563)        | 27.16                             |
| Forfeited                  | (1,500)          | 6.39                              | (1,100)          | 14.65                             |                  |                                   |
| Outstanding at December 31 | 1,108,762        | \$ 9.47                           | 936,787          | \$ 14.06                          | 809,087          | \$ 19.40                          |

The total fair value of shares that vested under the 2005 and 2012 GS&T Plans during the years ended December 31, 2012, 2011 and 2010 was \$733, \$2,105 and \$2,414, respectively. The total fair value is calculated as the number of shares vested during the period multiplied by the fair value on the vesting date.

For the years ended December 31, 2012, 2011 and 2010, the Company recognized nonvested stock amortization expense for the 2005 and 2012 GS&T Plans, which is included in general, administrative and management fees, as follows:

|   | Year Ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2012                    | 2011     | 2010     |
| General, administrative and management fees | \$ 4,087                | \$ 5,574 | \$ 4,327 |



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The fair value of nonvested stock at the grant date is equal to the closing stock price on that date. The Company is amortizing these grants over the applicable vesting periods, net of anticipated forfeitures. As of December 31, 2012, unrecognized compensation cost of \$5,131 related to nonvested stock will be recognized over a weighted-average period of 3.23 years.

On March 3, 2010, Baltic Trading's Board of Directors approved the Baltic Trading Limited 2010 Equity Incentive Plan (the "Baltic Trading Plan"). Under the Baltic Trading Plan, Baltic Trading Board of Directors, the compensation committee, or another designated committee of the Board of Directors may grant a variety of stock-based incentive awards to officers, directors, and executive, managerial, administrative and professional employees of and consultants to Baltic Trading or the Company whom the compensation committee (or other committee of the Board of Directors) believes are key to Baltic Trading's success. Awards may consist of restricted stock, restricted stock units, stock options, stock appreciation rights and other stock or cash-based awards. The aggregate number of shares of common stock available for award under the Baltic Trading Plan is 2,000,000 common shares.

Grants of restricted stock to Peter Georgiopoulos, Chairman of the Board of Baltic Trading, and John Wobensmith, President and Chief Financial Officer of Baltic Trading, made in connection with Baltic Trading's IPO vest ratably on each of the first four anniversaries of March 15, 2010. Grants of restricted common stock to Baltic Trading's directors made following Baltic Trading's IPO (which exclude the foregoing grant to Mr. Georgiopoulos) vest the earlier of the first anniversary of the grant date or the date of Baltic Trading's next annual shareholders' meeting, which is expected to be held in May 2012. Grants of restricted stock made to executives and the Chairman of the Board not in connection with the Company's IPO vest ratably on each of the first four anniversaries of the determined vesting date.

The following table presents a summary of Baltic Trading's nonvested stock awards for the three years ended December 31, 2012 under the Baltic Trading Plan:

|                            | 2012                                   |                                   | Year Ended December 31,<br>2011        |                                   | 2010                                   |                                   |
|----------------------------|--|-----------------------------------|--|-----------------------------------|--|-----------------------------------|
|                            | Number of Baltic Trading Common Shares | Weighted Average Grant Date Price | Number of Baltic Trading Common Shares | Weighted Average Grant Date Price | Number of Baltic Trading Common Shares | Weighted Average Grant Date Price |
| Outstanding at January 1   | 545,750                                | \$ 11.60                          | 583,500                                | \$ 13.40                          |  |                                   |
| Granted                    | 299,999                                | 3.04                              | 117,500                                | 5.11                              | 583,500                                | 13.40                             |
| Vested                     | (181,500)                              | 11.71                             | (155,250)                              | 13.43                             |  |                                   |
| Forfeited                  |  |                                   |  |                                   |  |                                   |
| Outstanding at December 31 | 664,249                                | \$ 7.70                           | 545,750                                | \$ 11.60                          | 583,500                                | \$ 13.40                          |

The total fair value of shares that vested under the Baltic Trading Plan during the years ended December 31, 2012 and 2011 was \$663 and \$1,275. The total fair value is calculated as the number of shares vested during the period multiplied by the fair value on the vesting date. No shares under the Baltic Trading Plan vested during the year ended December 31, 2010.

For the years ended December 31, 2012, 2011 and 2010, the Company recognized nonvested stock amortization expense for the Baltic Trading Plan, which is included in general, administrative and management fees, as follows:

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|   | Year Ended December 31, |          |          |
|---|-------------------------|----------|----------|
|   | 2012                    | 2011     | 2010     |
| General, administrative and management fees | \$ 1,777                | \$ 2,764 | \$ 2,892 |

The Company is amortizing Baltic Trading's grants over the applicable vesting periods, net of anticipated forfeitures. As of December 31, 2012, unrecognized compensation cost of \$1,895 related to nonvested stock will be recognized over a weighted-average period of 2.40 years.

22 SHARE REPURCHASE PROGRAM

On February 13, 2008, the Company's Board of Directors approved a share repurchase program for up to a total of \$50,000 of the Company's common stock. Share repurchases were to be made from time to time for cash in open market transactions at prevailing market prices or in privately negotiated transactions. The timing and amount of purchases under the program will be determined by management based upon market conditions and other factors. Purchases may be made pursuant to a program adopted under Rule 10b5-1 under the Securities Exchange Act. The program does not require the Company to purchase any specific number or amount of shares and may be suspended or reinstated at any time in the Company's discretion and without notice. Repurchases will be subject to restrictions under the 2007 Credit Facility. The 2007 Credit Facility was amended as of February 13, 2008 to permit the share repurchase program and provide that the dollar amount of shares repurchased is counted toward the maximum dollar amount of dividends that may be paid in any fiscal quarter. Subsequently, on January 26, 2009, the Company entered into the 2009 Amendment

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which amended the 2007 Credit Facility to require the Company to suspend all share repurchases until the Company can represent that it is in a position to again satisfy the collateral maintenance covenant. Refer to Note 9 Long-Term Debt.

Since the inception of the share repurchase program through December 31, 2012, the Company repurchased and retired 278,300 shares of its common stock for \$11,500. No share repurchases were made during the years ended December 31, 2012 and 2011.

### 23 - LEGAL PROCEEDINGS

From time to time, the Company may be subject to legal proceedings and claims in the ordinary course of its business, principally personal injury and property casualty claims. Such claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources. The Company is not aware of any legal proceedings or claims that it believes will have, individually or in the aggregate, a material effect on the Company, its financial condition, results of operations or cash flows.

### 24 UNAUDITED QUARTERLY RESULTS OF OPERATIONS

In the opinion of the Company's management, all adjustments, consisting of normal recurring accruals considered necessary for a fair presentation have been included on a quarterly basis.

|  | 2012 Quarter Ended                                 |            |            |            | 2011 Quarter Ended |            |            |            |
|--|--|------------|------------|------------|--------------------|------------|------------|------------|
|  | Mar 31   | Jun 30     | Sept 30    | Dec. 31    | Mar 31             | Jun 30     | Sept 30    | Dec. 31    |
|  | (In thousands, except share and per share amounts) |            |            |            |                    |            |            |            |
| Revenues   | \$ 59,844  | \$ 62,931  | \$ 54,431  | \$ 49,247  | \$ 101,429         | \$ 99,330  | \$ 94,312  | \$ 97,143  |
| Operating (loss) income  | (12,521)   | (10,433)   | (20,194)   | (26,197)   | 33,734             | 31,616     | 23,340     | 23,949     |
| Net (loss) income  | (36,383)   | (30,492)   | (42,037)   | (48,864)   | 12,171             | 9,828      | 1,417      | 1,652      |
| Net (loss) income attributable to noncontrolling interest          | (3,312)  | (2,751)    | (3,588)    | (3,197)    | (1,255)            | (262)      | (145)      | 1,344      |
| Net (loss) income attributable to Genco Shipping & Trading Limited | (33,071)   | (27,741)   | (38,449)   | (45,667)   | 13,426             | 10,090     | 1,562      | 308        |
| Net (loss) income per share - Basic (2)                            | \$ (0.87)  | \$ (0.65)  | \$ (0.90)  | \$ (1.06)  | \$ 0.38            | \$ 0.29    | \$ 0.04    | \$ 0.01    |
| Net (loss) income per share - Diluted (2)                          | \$ (0.87)  | \$ (0.65)  | \$ (0.90)  | \$ (1.06)  | \$ 0.38            | \$ 0.29    | \$ 0.04    | \$ 0.01    |
| Dividends declared and paid per share(1)                           | \$   | \$         | \$         | \$         | \$                 | \$         | \$         | \$         |
| Weighted average common shares outstanding - Basic                 | 38,090,590   | 42,878,228 | 42,885,810 | 43,026,657 | 35,142,110         | 35,150,352 | 35,157,110 | 35,266,283 |
| Weighted average common shares outstanding - Diluted               | 38,090,590   | 42,878,228 | 42,885,810 | 43,026,657 | 35,218,699         | 35,204,649 | 35,218,840 | 35,395,190 |

- (1) Does not include cash dividends paid by Baltic Trading.
- (2) The sum of the quarterly basic and diluted net (loss) income per share does not equal the total annual basic and diluted net (loss) income per share due to rounding.

25 - SUBSEQUENT EVENTS

On February 14, 2013, Baltic Trading declared a dividend of \$0.01 per share to be paid on or about March 14, 2013 to shareholders of record as of March 7, 2013. The aggregate amount of the dividend is expected to be approximately \$230, of which approximately \$173 will be paid to minority shareholders, which Baltic Trading anticipates will be funded from cash on hand at the time payment is to be made.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

No changes were made to, nor was there any disagreement with the Company's independent registered public accounting firm regarding, the Company's accounting or financial disclosure.

**ITEM 9A. CONTROLS AND PROCEDURES**

**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including our President and our Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934 as of the end of the period covered by this Report. Based upon that evaluation, our President and our Chief Financial Officer have concluded that our disclosure controls and procedures are effective.

**INTERNAL CONTROL OVER FINANCIAL REPORTING**

**MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining effective internal control over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
  
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become ineffective because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2012. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on our assessment and those criteria, our management believes that we maintained effective internal control over financial reporting as of December 31, 2012.

Our independent registered public accounting firm, Deloitte & Touche LLP, has issued an attestation report on the Company's internal control over financial reporting. The attestation report is included on page 65 of this report.

#### **CHANGES IN INTERNAL CONTROLS**

There have been no changes in our internal controls or over financial reporting that occurred during our most recent fiscal quarter (the fourth fiscal quarter of 2012) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of

Genco Shipping & Trading Limited

New York, New York

We have audited the internal control over financial reporting of Genco Shipping & Trading Limited and subsidiaries (the Company) as of December 31, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2012 of the Company and our report dated March 1, 2013 expressed an unqualified opinion on those financial statements.

/s/ DELOITTE & TOUCHE LLP

New York, New York  
March 1, 2013



**ITEM 9B. OTHER INFORMATION**

Not applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information regarding our directors and executive officers is set forth in our Proxy Statement for our 2013 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2012 (the 2013 Proxy Statement ) under the headings Election of Directors and Management and is incorporated by reference herein. Information relating to our Code of Conduct and Ethics and to compliance with Section 16(a) of the 1934 Act is set forth in the 2013 Proxy Statement under the heading Corporate Governance and is incorporated by reference herein.

We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendment to, or waiver from, a provision of the Code of Ethics for Chief Executive and Senior Financial Officers by posting such information on our website, [www.gencoshipping.com](http://www.gencoshipping.com).

**ITEM 11. EXECUTIVE COMPENSATION**

Information regarding compensation of our executive officers and information with respect to Compensation Committee Interlocks and Insider Participation in compensation decisions is set forth in the 2013 Proxy Statement under the headings Management and Compensation Committee s Report on Executive Compensation and is incorporated by reference herein.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information regarding the beneficial ownership of shares of our common stock by certain persons is set forth in the 2013 Proxy Statement under the heading Security Ownership of Certain Beneficial Owners and Management and is incorporated by reference herein.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

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Information regarding certain of our transactions is set forth in the 2013 Proxy Statement under the heading "Certain Relationships and Related Transactions" and is incorporated by reference herein.

### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information regarding our accountant fees and services is set forth in the 2013 Proxy Statement under the heading "Ratification of Appointment of Independent Auditors" and is incorporated by reference herein.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as a part of this report:

1. The financial statements listed in the Index to Consolidated Financial Statements
2. Exhibits:
  - 3.1 Amended and Restated Articles of Incorporation of Genco Shipping & Trading Limited.(1)
  - 3.2 Articles of Amendment of Articles of Incorporation of Genco Shipping & Trading Limited as adopted July 21, 2005.(2)
  - 3.3 Articles of Amendment of Articles of Incorporation of Genco Shipping & Trading Limited as adopted May 18, 2006.(3)
  - 3.4 Certificate of Designations of Series A Preferred Stock.(4)
  - 3.5 Amended and Restated By-Laws of Genco Shipping & Trading Limited, dated as of November 7, 2012.(5)
  - 4.1 Form of Share Certificate of the Company.(6)
  - 4.2 Shareholder Rights Agreement, dated as of April 11, 2007, between Genco Shipping & Trading Limited and Mellon Investor Services LLC, as Rights Agent.(4)
  - 4.3 Shareholders Rights Agreement, dated March 5, 2010, between Baltic Trading Limited and Mellon Investor Services LLC.(7)
  - 4.4 Subscription Agreement, dated March 3, 2010, between Baltic Trading Limited and Genco Investments LLC.(7)
  - 4.5 First Amendment to Shareholders Rights Agreement by and between Genco Shipping & Trading Limited and Mellon Investor Services LLC, as Rights Agent, dated as of October 24, 2011.(8)
  - 10.1 Registration Rights Agreement dated March 15, 2010 by and between Genco Investments LLC and Baltic Trading Limited.(9)
  - 10.2 Form of Registration Rights Agreement dated as of July 2005 by and between Genco Shipping & Trading Limited and Fleet Acquisition LLC.(6)
  - 10.3 2005 Equity Incentive Plan, as amended and restated effective December 21, 2005.(10)
  - 10.4 2012 Equity Incentive Plan.(11)
  - 10.5 Management Agreement dated March 15, 2010 by and between Genco Shipping & Trading Limited and Baltic Trading Limited.(9)
  - 10.6 Omnibus Agreement dated March 15, 2010 by and between Genco Shipping & Trading Limited and Baltic Trading Limited.(9)
  - 10.7 Restricted Stock Grant Agreement dated December 22, 2006 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(12)
  - 10.8 Restricted Stock Grant Agreement dated December 22, 2006 between Genco Shipping & Trading Limited and John C. Wobensmith.(12)
  - 10.9 Restricted Stock Grant Agreement dated December 21, 2007 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(13)

- 10.10 Restricted Stock Grant Agreement dated December 21, 2007 between Genco Shipping & Trading Limited and John C. Wobensmith.(13)

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- 10.11 Restricted Stock Grant Agreement dated January 10, 2008 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(13)
- 10.12 Restricted Stock Grant Agreement dated December 24, 2008 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(14)
- 10.13 Restricted Stock Grant Agreement dated December 24, 2008 between Genco Shipping & Trading Limited and John C. Wobensmith.(14)
- 10.14 Restricted Stock Grant Agreement dated December 24, 2008 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(14)
- 10.15 Restricted Stock Grant Agreement dated December 27, 2009 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(15)
- 10.16 Restricted Stock Grant Agreement dated December 27, 2009 between Genco Shipping & Trading Limited and John C. Wobensmith.(15)
- 10.17 Restricted Stock Grant Agreement dated March 5, 2010 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(16)
- 10.18 Restricted Stock Grant Agreement dated December 21, 2010 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(17)
- 10.19 Restricted Stock Grant Agreement dated December 21, 2010 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(17)
- 10.20 Restricted Stock Grant Agreement dated December 21, 2010 between Genco Shipping & Trading Limited and John C. Wobensmith.(17)
- 10.21 Restricted Stock Grant Agreement dated December 28, 2011 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(18)
- 10.22 Restricted Stock Grant Agreement dated December 28, 2011 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(18)
- 10.23 Restricted Stock Grant Agreement dated December 28, 2011 between Genco Shipping & Trading Limited and John C. Wobensmith.(18)
- 10.24 Restricted Stock Grant Agreement dated December 13, 2012 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(\*)
- 10.25 Restricted Stock Grant Agreement dated December 13, 2012 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(\*)
- 10.26 Restricted Stock Grant Agreement dated December 13, 2012 between Genco Shipping & Trading Limited and John C. Wobensmith.(\*)
- 10.27 Form of Director Restricted Stock Grant Agreement dated as of July 24, 2009.(20)
- 10.28 Form of Director Restricted Stock Grant Agreement dated as of May 13, 2010.(17)
- 10.29 Form of Director Restricted Stock Grant Agreement dated as of May 12, 2011.(21)
- 10.30 Form of Director Restricted Stock Grant Agreement dated as of May 17, 2012.(\*)
- 10.31 Form of Director Restricted Stock Grant Agreement dated as of December 13, 2012.(\*)

10.32 Master Agreement by and between Genco Shipping & Trading Limited and Metrostar Management Corporation.(22)

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- 10.33 Memorandum of Agreement dated as of May 7, 2008 by and among Genco Cavalier LLC, Bocimar International N.V., and Delphis N.V.(19)
- 10.34 Memorandum of Agreement dated February 19, 2010 between Inta Navigation Ltd. and Baltic Trading Limited.(23)
- 10.35 Memorandum of Agreement dated February 19, 2010 between Borak Shipping Ltd. and Baltic Trading Limited.(23)
- 10.36 Memorandum of Agreement dated February 19, 2010 between Sinova Shipping Ltd. and Baltic Trading Limited.(23)
- 10.37 Memorandum of Agreement dated February 19, 2010 between Spice Shipping Ltd. and Baltic Trading Limited.(23)
- 10.38 Memorandum of Agreement dated February 22, 2010 between Shipping Trust Ltd. and Baltic Trading Limited.(23)
- 10.39 Memorandum of Agreement dated February 22, 2010 between Oceanways Trust Ltd. and Baltic Trading Limited.(23)
- 10.40 Master Agreement dated June 24, 2010 among Bourbon SA, Genco Shipping & Trading Limited the sellers named therein.(24)
- 10.41 Memorandum of Agreement, dated June 3, 2010, between Hesperos Holdings S.A. and Genco.(24)
- 10.42 Memorandum of Agreement, dated June 3, 2010, between Princeton Shipholding S.A. and Genco.(24)
- 10.43 Memorandum of Agreement, dated June 3, 2010, between Sillem Shipholding Limited and Genco.(24)
- 10.44 Memorandum of Agreement, dated June 3, 2010, between Vanderlin Maritime Inc. and Genco.(24)
- 10.45 Memorandum of Agreement, dated June 3, 2010, between Seafarer Shipping & Trading Company and Genco.(24)
- 10.46 Memorandum of Agreement, dated June 28, 2010, between Genco Diocletian Limited and Melos LLC.(24)
- 10.47 Memorandum of Agreement, dated June 28, 2010, between Genco Diocletian Limited and Massallia LLC.(24)
- 10.48 Memorandum of Agreement, dated June 28, 2010, between Genco Diocletian Limited and Mycenae LLC.(24)
- 10.49 Credit Agreement, dated as of July 20, 2007, among Genco Shipping & Trading Limited, Various Lenders, DnB NOR Bank ASA, New York Branch, as Administrative Agent and Collateral Agent, and DnB NOR Bank ASA, New York Branch, as Mandated Lead Arranger and Bookrunner.(25)
- 10.50 Pledge and Security Agreement, dated as of July 20, 2007, by Genco Augustus Limited, Genco Claudius Limited, Genco Commodus Limited, Genco Constantine Limited, Genco Hadrian Limited, Genco London Limited, Genco Maximus Limited, Genco Tiberius Limited and Genco Titus Limited, as pledgors, to DnB NOR Bank, ASA, New York Branch, as Collateral Agent, for the benefit of the Secured Creditors and Nordea Bank Finland PLC, New York Branch, as Deposit Account Bank.(25)
- 10.51 Guaranty, dated as of July 20, 2007, by Genco Augustus Limited, Genco Claudius Limited, Genco Commodus Limited, Genco Constantine Limited, Genco Hadrian Limited, Genco London Limited, Genco Maximus Limited, Genco Tiberius Limited and Genco Titus Limited, as guarantors, for the benefit of the Secured Creditors.(25)
- 10.52 Amendment and Supplement No. 1 to Senior Secured Credit Agreement, dated as of September 21, 2007, among Genco Shipping & Trading Limited, the lenders party thereto, and DNB NOR Bank ASA, New York Branch, as Administrative Agent.(26)
- 10.53 Amendment and Supplement No. 2 to Senior Secured Credit Agreement, dated as of February 13, 2008, among Genco Shipping & Trading Limited, the lenders party thereto, and DNB NOR Bank ASA, New York Branch, as Administrative Agent.(13)
- 10.54 Amendment and Supplement No. 3 to Senior Secured Credit Agreement, dated as of June 18, 2008, by and among Genco Shipping & Trading Limited, the lenders signatory thereto, and DnB NOR BANK ASA, New York Branch, as Administrative Agent, Collateral Agent, Mandated Lead Arranger and Bookrunner.(19)





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- 10.55 Amendment and Supplement No. 4 to Senior Secured Credit Agreement, dated as of January 26, 2009, among Genco Shipping & Trading Limited, the lenders party thereto, DNB NOR Bank ASA, New York Branch, as Administrative Agent, mandated lead arranger, bookrunner, security trustee and collateral agent, and Bank of Scotland PLC, as mandated lead arranger.(14)
- 10.56 Amendment and Supplement No. 5 to Senior Secured Credit Agreement, dated as of December 21, 2011, among Genco Shipping & Trading Limited, the lenders party thereto, DNB NOR Bank ASA, New York Branch, as Administrative Agent, mandated lead arranger, bookrunner, security trustee and collateral agent, and Bank of Scotland PLC, as mandated lead arranger.(29)
- 10.57 Amendment and Supplement No. 6 to Senior Secured Credit Agreement by and among Genco Shipping & Trading Limited, the lenders party thereto, DnB Bank ASA (f/k/a DnB NOR Bank ASA), New York Branch, as Administrative Agent, mandated lead arranger, bookrunner, security trustee and collateral agent, and DnB Bank ASA and Bank of Scotland PLC, as mandated lead arrangers.(31)
- 10.58 Letter Agreement, dated September 21, 2007, between Genco Shipping & Trading Limited and John C. Wobensmith.(26)
- 10.59 Indenture dated July 27, 2010.(27)
- 10.60 First Supplemental Indenture dated July 27, 2010.(27)
- 10.61 Loan Agreement dated as of August 12, 2010 by and among Genco Shipping & Trading Limited as Borrower, the banks, financial institutions and companies named therein.(28)
- 10.62 First Amendment to Loan Agreement, dated as of December 21, 2011, to the Loan Agreement, dated as of August 12, 2010, by and among Genco Shipping & Trading Limited as Borrower, the banks and financial institutions listed in Schedule 1 thereto as Lenders, the companies listed in Schedule 2 thereto as Guarantors on a joint and several basis and Crédit Agricole Corporate and Investment Bank, as Agent and Security Trustee.(29)
- 10.63 Second Amendment to Loan Agreement, dated as of August 1, 2012, by and among Genco Shipping & Trading Limited as Borrower, the banks and financial institutions listed in Schedule 1 thereto as Lenders, the companies listed in Schedule 2 thereto as Guarantors on a joint and several basis and Crédit Agricole Corporate and Investment Bank, as Agent and Security Trustee.(31)
- 10.64 Loan Agreement dated as of August 20, 2010 by and among Genco Shipping & Trading Limited as Borrower; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken AB (Publ), as Lenders; Deutsche Bank Luxembourg S.A., as Agent; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken Ab (Publ), as Mandated Lead Arrangers; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG, and Skandinaviska Enskilda Banken AB (Publ), as Swap Providers; and Deutsche Bank AG Filiale Deutschlandgeschäft, as Security Agent and Bookrunner.(30)
- 10.65 Form of Guarantee and Indemnity dated as of August 20, 2010.(30)
- 10.66 First Side Letter to \$253,000,000 Secured Loan Facility Agreement dated August 20, 2010, by and among Genco Shipping & Trading Limited as Borrower; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken AB (publ), as Lenders; Deutsche Bank Luxembourg S.A., as Agent; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken Ab (publ), as Mandated Lead Arrangers; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG, and Skandinaviska Enskilda Banken AB (publ), as Swap Providers; Deutsche Bank AG Filiale Deutschlandgeschäft, as Security Agent and Bookrunner; and the subsidiaries of Genco listed therein as Guarantors.(29)
- 10.67 Waiver Letter Agreement, dated as of December 21, 2011, regarding \$253,000,000 Secured Loan Facility Agreement dated August 20, 2010, by and among Genco Shipping & Trading Limited as Borrower; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken AB (publ), as Lenders; Deutsche Bank Luxembourg S.A., as Agent; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska



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Enskilda Banken Ab (publ), as Mandated Lead Arrangers; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG, and Skandinaviska Enskilda Banken AB (publ), as Swap Providers; Deutsche Bank AG Filiale Deutschlandgeschäft, as Security Agent and Bookrunner; and the subsidiaries of Genco listed therein as Guarantors.(29)

- 10.68 Second Supplemental Agreement dated as of August 1, 2012 to \$253,000,000 Secured Loan Facility Agreement dated August 20, 2010, by and among Genco Shipping & Trading Limited as Borrower; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken AB (publ), as Lenders; Deutsche Bank Luxembourg S.A., as Agent; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken Ab (publ), as Mandated Lead Arrangers; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG, and Skandinaviska Enskilda Banken AB (publ), as Swap Providers; Deutsche Bank AG Filiale Deutschlandgeschäft, as Security Agent and Bookrunner; and the subsidiaries of Genco listed therein as Guarantors.(31)
- 10.69 Letter Agreement dated as of August 6, 2012 by and among Genco Shipping & Trading Limited, the subsidiaries of Genco listed therein, and Deutsche Bank Luxembourg S.A, as Agent.(32)
- 14.1 Code of Ethics.(12)
- 21.1 Subsidiaries of Genco Shipping & Trading Limited.(\*)
- 23.1 Consent of Independent Registered Public Accounting Firm.(\*)
- 31.1 Certification of President pursuant to Rule 13(a)-14(a) and 15(d)-14(a) of the Securities Exchange Act of 1934, as amended.(\*)
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a) and 15(d)-14(a) of the Securities Exchange Act of 1934, as amended.(\*)
- 32.1 Certification of President pursuant to 18 U.S.C. Section 1350.(\*)
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.(\*)
- 101 The following materials from Genco Shipping & Trading Limited's Annual Report on Form 10-K for the year ended December 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011, (ii) Consolidated Statements of Operations for the Years Ended December 31, 2012, 2011 and 2010, (iii) Consolidated Statements of Comprehensive (Loss) Income for the Years Ended December 31, 2012, 2011 and 2010, (iv) Consolidated Statements of Equity for the Years Ended December 31, 2012, 2011 and 2010 (v) Consolidated Statements of Cash Flows for the Years Ended December 31, 2012, 2011 and 2010, and (vi) Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010.

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(\*) Filed herewith.

- (1) Incorporated by reference to Genco Shipping & Trading Limited's Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on July 6, 2005.
- (2) Incorporated by reference to Genco Shipping & Trading Limited's Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on July 21, 2005.
- (3) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on May 22, 2006.
- (4) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and

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Exchange Commission on April 12, 2007.

- (5) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on November 7, 2012.
- (6) Incorporated by reference to Genco Shipping & Trading Limited's Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on July 18, 2005.
- (7) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on March 9, 2010.
- (8) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on October 24, 2011.
- (9) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on March 15, 2010.
- (10) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on December 22, 2005.
- (11) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on May 22, 2012.
- (12) Incorporated by reference to Genco Shipping & Trading Limited's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 9, 2007.
- (13) Incorporated by reference to Genco Shipping & Trading Limited's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 29, 2008.
- (14) Incorporated by reference to Genco Shipping & Trading Limited's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 2, 2009.
- (15) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 10-K, filed with the Securities and Exchange Commission on March 1, 2010.
- (16) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2010.
- (17) Incorporated by reference to Genco Shipping & Trading Limited's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 10, 2011.
- (18) Incorporated by reference to Genco Shipping & Trading's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 22, 2012.
- (19) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2008.
- (20) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 10-Q, filed with the Securities and Exchange Commission on November 11, 2009.
- (21) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 10-Q, filed with the Securities and Exchange Commission on July 26, 2011.
- (22) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on July 18, 2007.
- (23) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on February 25, 2010.



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- (24) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on July 21, 2010.
- (25) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on July 26, 2007.
- (26) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on September 21, 2007.
- (27) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on July 27, 2010.
- (28) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on August 16, 2010.
- (29) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on December 22, 2011.
- (30) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on August 24, 2010.
- (31) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on August 2, 2012.
- (32) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2012.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on March 1, 2013.

GENCO SHIPPING & TRADING LIMITED

By: /s/ Robert Gerald Buchanan  
Name: Robert Gerald Buchanan  
Title: President and Principal Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacity and on March 1, 2013.

| SIGNATURE  | TITLE   |
|--|---|
| /s/ Robert Gerald Buchanan<br>Robert Gerald Buchanan             | PRESIDENT<br>(PRINCIPAL EXECUTIVE OFFICER)  |
| /s/ John C. Wobensmith<br>John C. Wobensmith                     | CHIEF FINANCIAL OFFICER AND SECRETARY<br>(PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER) |
| /s/ Peter C. Georgiopoulos<br>Peter C. Georgiopoulos             | CHAIRMAN OF THE BOARD AND DIRECTOR  |
| /s/ Nathaniel C. A. Kramer<br>Nathaniel C. A. Kramer             | DIRECTOR  |
| /s/ Harry A. Perrin<br>Harry A. Perrin                           | DIRECTOR  |
| /s/ Mark F. Polzin<br>Mark F. Polzin                             | DIRECTOR  |
| /s/ Robert C. North<br>Rear Admiral Robert C. North, USCG (ret.) | DIRECTOR  |
| /s/ Basil G. Mavroleon<br>Basil G. Mavroleon                     | DIRECTOR  |
| /s/ Alfred E. Smith IV   | DIRECTOR  |





**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Document</b>  |
|----------------|--|
| 1.             | The financial statements listed in the Index to Consolidated Financial Statements  |
| 2.             | Exhibits:  |
| 3.1            | Amended and Restated Articles of Incorporation of Genco Shipping & Trading Limited.(1)   |
| 3.2            | Articles of Amendment of Articles of Incorporation of Genco Shipping & Trading Limited as adopted July 21, 2005.(2)  |
| 3.3            | Articles of Amendment of Articles of Incorporation of Genco Shipping & Trading Limited as adopted May 18, 2006.(3)   |
| 3.4            | Certificate of Designations of Series A Preferred Stock.(4)  |
| 3.5            | Amended and Restated By-Laws of Genco Shipping & Trading Limited, dated as of November 7, 2012.(5)   |
| 4.1            | Form of Share Certificate of the Company.(6)   |
| 4.2            | Shareholder Rights Agreement, dated as of April 11, 2007, between Genco Shipping & Trading Limited and Mellon Investor Services LLC, as Rights Agent.(4)                             |
| 4.3            | Shareholders Rights Agreement, dated March 5, 2010, between Baltic Trading Limited and Mellon Investor Services LLC.(7)  |
| 4.4            | Subscription Agreement, dated March 3, 2010, between Baltic Trading Limited and Genco Investments LLC.(7)  |
| 4.5            | First Amendment to Shareholders Rights Agreement by and between Genco Shipping & Trading Limited and Mellon Investor Services LLC, as Rights Agent, dated as of October 24, 2011.(8) |
| 10.1           | Registration Rights Agreement dated March 15, 2010 by and between Genco Investments LLC and Baltic Trading Limited.(9)   |
| 10.2           | Form of Registration Rights Agreement dated as of July 2005 by and between Genco Shipping & Trading Limited and Fleet Acquisition LLC.(6)  |
| 10.3           | 2005 Equity Incentive Plan, as amended and restated effective December 21, 2005.(10)   |
| 10.4           | 2012 Equity Incentive Plan.(11)  |
| 10.5           | Management Agreement dated March 15, 2010 by and between Genco Shipping & Trading Limited and Baltic Trading Limited.(9)   |
| 10.6           | Omnibus Agreement dated March 15, 2010 by and between Genco Shipping & Trading Limited and Baltic Trading Limited.(9)  |
| 10.7           | Restricted Stock Grant Agreement dated December 22, 2006 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(12)  |
| 10.8           | Restricted Stock Grant Agreement dated December 22, 2006 between Genco Shipping & Trading Limited and John C. Wobensmith.(12)  |
| 10.9           | Restricted Stock Grant Agreement dated December 21, 2007 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(13)  |
| 10.10          | Restricted Stock Grant Agreement dated December 21, 2007 between Genco Shipping & Trading Limited and John C. Wobensmith.(13)  |
| 10.11          |  |

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Restricted Stock Grant Agreement dated January 10, 2008 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(13)

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- 10.12 Restricted Stock Grant Agreement dated December 24, 2008 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(14)
- 10.13 Restricted Stock Grant Agreement dated December 24, 2008 between Genco Shipping & Trading Limited and John C. Wobensmith.(14)
- 10.14 Restricted Stock Grant Agreement dated December 24, 2008 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(14)
- 10.15 Restricted Stock Grant Agreement dated December 27, 2009 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(15)
- 10.16 Restricted Stock Grant Agreement dated December 27, 2009 between Genco Shipping & Trading Limited and John C. Wobensmith.(15)
- 10.17 Restricted Stock Grant Agreement dated March 5, 2010 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(16)
- 10.18 Restricted Stock Grant Agreement dated December 21, 2010 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(17)
- 10.19 Restricted Stock Grant Agreement dated December 21, 2010 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(17)
- 10.20 Restricted Stock Grant Agreement dated December 21, 2010 between Genco Shipping & Trading Limited and John C. Wobensmith.(17)
- 10.21 Restricted Stock Grant Agreement dated December 28, 2011 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(18)
- 10.22 Restricted Stock Grant Agreement dated December 28, 2011 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(18)
- 10.23 Restricted Stock Grant Agreement dated December 28, 2011 between Genco Shipping & Trading Limited and John C. Wobensmith.(18)
- 10.24 Restricted Stock Grant Agreement dated December 13, 2012 between Genco Shipping & Trading Limited and Peter C. Georgiopoulos.(\*)
- 10.25 Restricted Stock Grant Agreement dated December 13, 2012 between Genco Shipping & Trading Limited and Robert Gerald Buchanan.(\*)
- 10.26 Restricted Stock Grant Agreement dated December 13, 2012 between Genco Shipping & Trading Limited and John C. Wobensmith.(\*)
- 10.27 Form of Director Restricted Stock Grant Agreement dated as of July 24, 2009.(20)
- 10.28 Form of Director Restricted Stock Grant Agreement dated as of May 13, 2010.(17)
- 10.29 Form of Director Restricted Stock Grant Agreement dated as of May 12, 2011.(21)
- 10.30 Form of Director Restricted Stock Grant Agreement dated as of May 17, 2012.(\*)
- 10.31 Form of Director Restricted Stock Grant Agreement dated as of December 13, 2012.(\*)
- 10.32 Master Agreement by and between Genco Shipping & Trading Limited and Metrostar Management Corporation.(22)
- 10.33 Memorandum of Agreement dated as of May 7, 2008 by and among Genco Cavalier LLC, Bocimar International N.V., and Delphis N.V.(19)



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- 10.34 Memorandum of Agreement dated February 19, 2010 between Inta Navigation Ltd. and Baltic Trading Limited.(23)
- 10.35 Memorandum of Agreement dated February 19, 2010 between Borak Shipping Ltd. and Baltic Trading Limited.(23)
- 10.36 Memorandum of Agreement dated February 19, 2010 between Sinova Shipping Ltd. and Baltic Trading Limited.(23)
- 10.37 Memorandum of Agreement dated February 19, 2010 between Spice Shipping Ltd. and Baltic Trading Limited.(23)
- 10.38 Memorandum of Agreement dated February 22, 2010 between Shipping Trust Ltd. and Baltic Trading Limited.(23)
- 10.39 Memorandum of Agreement dated February 22, 2010 between Oceanways Trust Ltd. and Baltic Trading Limited.(23)
- 10.40 Master Agreement dated June 24, 2010 among Bourbon SA, Genco Shipping & Trading Limited the sellers named therein.(24)
- 10.41 Memorandum of Agreement, dated June 3, 2010, between Hesperos Holdings S.A. and Genco.(24)
- 10.42 Memorandum of Agreement, dated June 3, 2010, between Princeton Shipholding S.A. and Genco.(24)
- 10.43 Memorandum of Agreement, dated June 3, 2010, between Sillem Shipholding Limited and Genco.(24)
- 10.44 Memorandum of Agreement, dated June 3, 2010, between Vanderlin Maritime Inc. and Genco.(24)
- 10.45 Memorandum of Agreement, dated June 3, 2010, between Seafarer Shipping & Trading Company and Genco.(24)
- 10.46 Memorandum of Agreement, dated June 28, 2010, between Genco Diocletian Limited and Melos LLC.(24)
- 10.47 Memorandum of Agreement, dated June 28, 2010, between Genco Diocletian Limited and Massallia LLC.(24)
- 10.48 Memorandum of Agreement, dated June 28, 2010, between Genco Diocletian Limited and Mycenae LLC.(24)
- 10.49 Credit Agreement, dated as of July 20, 2007, among Genco Shipping & Trading Limited, Various Lenders, DnB NOR Bank ASA, New York Branch, as Administrative Agent and Collateral Agent, and DnB NOR Bank ASA, New York Branch, as Mandated Lead Arranger and Bookrunner.(25)
- 10.50 Pledge and Security Agreement, dated as of July 20, 2007, by Genco Augustus Limited, Genco Claudius Limited, Genco Commodus Limited, Genco Constantine Limited, Genco Hadrian Limited, Genco London Limited, Genco Maximus Limited, Genco Tiberius Limited and Genco Titus Limited, as pledgors, to DnB NOR Bank, ASA, New York Branch, as Collateral Agent, for the benefit of the Secured Creditors and Nordea Bank Finland PLC, New York Branch, as Deposit Account Bank.(25)
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- 10.54 Amendment and Supplement No. 3 to Senior Secured Credit Agreement, dated as of June 18, 2008, by and among Genco Shipping & Trading Limited, the lenders signatory thereto, and DnB NOR BANK ASA, New York Branch, as Administrative Agent, Collateral Agent, Mandated Lead Arranger and Bookrunner.(19)
- 10.55 Amendment and Supplement No. 4 to Senior Secured Credit Agreement, dated as of January 26, 2009, among Genco Shipping & Trading Limited, the lenders party thereto, DNB NOR Bank ASA, New York Branch, as Administrative Agent, mandated lead arranger, bookrunner, security trustee and collateral agent, and Bank of Scotland PLC, as mandated



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lead arranger.(14)

- 10.56 Amendment and Supplement No. 5 to Senior Secured Credit Agreement, dated as of December 21, 2011, among Genco Shipping & Trading Limited, the lenders party thereto, DNB NOR Bank ASA, New York Branch, as Administrative Agent, mandated lead arranger, bookrunner, security trustee and collateral agent, and Bank of Scotland PLC, as mandated lead arranger.(29)
- 10.57 Amendment and Supplement No. 6 to Senior Secured Credit Agreement by and among Genco Shipping & Trading Limited, the lenders party thereto, DnB Bank ASA (f/k/a DnB NOR Bank ASA), New York Branch, as Administrative Agent, mandated lead arranger, bookrunner, security trustee and collateral agent, and DnB Bank ASA and Bank of Scotland PLC, as mandated lead arrangers.(31)
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- 10.63 Second Amendment to Loan Agreement, dated as of August 1, 2012, by and among Genco Shipping & Trading Limited as Borrower, the banks and financial institutions listed in Schedule 1 thereto as Lenders, the companies listed in Schedule 2 thereto as Guarantors on a joint and several basis and Crédit Agricole Corporate and Investment Bank, as Agent and Security Trustee.(31)
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- 10.66 First Side Letter to \$253,000,000 Secured Loan Facility Agreement dated August 20, 2010, by and among Genco Shipping & Trading Limited as Borrower; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken AB (publ), as Lenders; Deutsche Bank Luxembourg S.A., as Agent; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken Ab (publ), as Mandated Lead Arrangers; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG, and Skandinaviska Enskilda Banken AB (publ), as Swap Providers; Deutsche Bank AG Filiale Deutschlandgeschäft, as Security Agent and Bookrunner; and the subsidiaries of Genco listed therein as Guarantors.(29)
- 10.67 Waiver Letter Agreement, dated as of December 21, 2011, regarding \$253,000,000 Secured Loan Facility Agreement dated August 20, 2010, by and among Genco Shipping & Trading Limited as Borrower; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken AB (publ), as Lenders; Deutsche Bank Luxembourg S.A., as Agent; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken Ab (publ), as Mandated Lead Arrangers; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG, and Skandinaviska Enskilda Banken AB (publ), as Swap Providers; Deutsche Bank AG Filiale Deutschlandgeschäft, as Security Agent and Bookrunner; and the subsidiaries of Genco listed therein as





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### Guarantors.(29)

- 10.68 Second Supplemental Agreement dated as of August 1, 2012 to \$253,000,000 Secured Loan Facility Agreement dated August 20, 2010, by and among Genco Shipping & Trading Limited as Borrower; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken AB (publ), as Lenders; Deutsche Bank Luxembourg S.A., as Agent; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE; Deutsche Bank AG Filiale Deutschlandgeschäft, and Skandinaviska Enskilda Banken Ab (publ), as Mandated Lead Arrangers; BNP Paribas, Crédit Agricole Corporate and Investment Bank, DVB Bank SE, Deutsche Bank AG, and Skandinaviska Enskilda Banken AB (publ), as Swap Providers; Deutsche Bank AG Filiale Deutschlandgeschäft, as Security Agent and Bookrunner; and the subsidiaries of Genco listed therein as Guarantors.(31)
- 10.69 Letter Agreement dated as of August 6, 2012 by and among Genco Shipping & Trading Limited, the subsidiaries of Genco listed therein, and Deutsche Bank Luxembourg S.A, as Agent.(32)
- 14.1 Code of Ethics.(12)
- 21.1 Subsidiaries of Genco Shipping & Trading Limited.(\*)
- 23.1 Consent of Independent Registered Public Accounting Firm.(\*)
- 31.1 Certification of President pursuant to Rule 13(a)-14(a) and 15(d)-14(a) of the Securities Exchange Act of 1934, as amended.(\*)
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a) and 15(d)-14(a) of the Securities Exchange Act of 1934, as amended.(\*)
- 32.1 Certification of President pursuant to 18 U.S.C. Section 1350.(\*)
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.(\*)
- 101 The following materials from Genco Shipping & Trading Limited's Annual Report on Form 10-K for the year ended December 31, 2012, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011, (ii) Consolidated Statements of Operations for the Years Ended December 31, 2012, 2011 and 2010, (iii) Consolidated Statements of Comprehensive (Loss) Income for the Years Ended December 31, 2012, 2011 and 2010, (iv) Consolidated Statements of Equity for the Years Ended December 31, 2012, 2011 and 2010 (v) Consolidated Statements of Cash Flows for the Years Ended December 31, 2012, 2011 and 2010, and (vi) Notes to Consolidated Financial Statements for the Years Ended December 31, 2012, 2011 and 2010.

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(\*) Filed herewith.

- (1) Incorporated by reference to Genco Shipping & Trading Limited's Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on July 6, 2005.
- (2) Incorporated by reference to Genco Shipping & Trading Limited's Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on July 21, 2005.
- (3) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on May 22, 2006.
- (4) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on April 12, 2007.
- (5) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and

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Exchange Commission on November 7, 2012.

- (6) Incorporated by reference to Genco Shipping & Trading Limited s Registration Statement on Form S-1/A, filed with the Securities and Exchange Commission on July 18, 2005.
- (7) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on March 9, 2010.
- (8) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on October 24, 2011.
- (9) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on March 15, 2010.
- (10) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on December 22, 2005.
- (11) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on May 22, 2012.
- (12) Incorporated by reference to Genco Shipping & Trading Limited s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 9, 2007.
- (13) Incorporated by reference to Genco Shipping & Trading Limited s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 29, 2008.
- (14) Incorporated by reference to Genco Shipping & Trading Limited s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 2, 2009.
- (15) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 10-K, filed with the Securities and Exchange Commission on March 1, 2010.
- (16) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2010.
- (17) Incorporated by reference to Genco Shipping & Trading Limited s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 10, 2011.
- (18) Incorporated by reference to Genco Shipping & Trading s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 22, 2012.
- (19) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 10-Q, filed with the Securities and Exchange Commission on August 8, 2008.
- (20) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 10-Q, filed with the Securities and Exchange Commission on November 11, 2009.
- (21) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 10-Q, filed with the Securities and Exchange Commission on July 26, 2011.
- (22) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on July 18, 2007.
- (23) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on February 25, 2010.
- (24) Incorporated by reference to Genco Shipping & Trading Limited s Report on Form 8-K, filed with the Securities and Exchange Commission on July 21, 2010.



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- (25) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on July 26, 2007.
- (26) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on September 21, 2007.
- (27) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on July 27, 2010.
- (28) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on August 16, 2010.
- (29) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on December 22, 2011.
- (30) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on August 24, 2010.
- (31) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 8-K, filed with the Securities and Exchange Commission on August 2, 2012.
- (32) Incorporated by reference to Genco Shipping & Trading Limited's Report on Form 10-Q, filed with the Securities and Exchange Commission on August 9, 2012.