GENCO SHIPPING & TRADING LTD
Form DEF 14A
March 29, 2013

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant |X|
Filed by a Party other than the Registrant |_|

Check the appropriate box:

|_| Preliminary Proxy Statement
|_| Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
|x| Definitive Proxy Statement
|_| Definitive Additional Materials
|_| Soliciting Material under Rule 14a-12

GENCO SHIPPING & TRADING LIMITED
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

|x| No fee required
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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

Genco Shipping & Trading Limited
299 Park Avenue, 12th Floor
New York, New York 10171
(646) 443-8550

March 29, 2013

Dear Shareholder:

You are cordially invited to attend the 2013 Annual Meeting of Shareholders which will be held at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY at 10:00 a.m. on Thursday, May 16, 2013. Your Board of Directors looks forward to greeting those shareholders that are able to attend. On the following pages you will find the formal Notice of Annual Meeting and Proxy Statement.

For the Annual Meeting, we are pleased to take advantage of the "Notice and Access" rule adopted by the Securities and Exchange Commission to furnish proxy materials to shareholders over the internet. We believe this process will provide you with an efficient and quick way to access your proxy materials and vote your shares, while allowing us to reduce the environmental impact of our Annual Meeting and the costs of printing and distributing the proxy materials. On or about April 5, 2013, we intend to mail to most shareholders only a Notice of Internet Availability of Proxy Materials that tells them how to access and review information contained in the proxy materials and vote electronically over the internet. If you received only the Notice in the mail, you will not receive a printed copy of the proxy materials in the mail unless you request the materials by following the instructions included in the Notice.

At the Annual Meeting, you will be asked to (i) elect two Class II Directors and (ii) ratify the appointment of Deloitte & Touche LLP as the company's auditors for the fiscal year ending December 31, 2013. Your Board of Directors recommends that you vote your shares "FOR" proposals (i) and (ii). These proposals are more fully described in the accompanying proxy statement.

Whether or not you expect to attend the Annual Meeting, it is important that your shares be represented. Please vote your shares using the internet or a toll-free telephone number, or by requesting a printed copy of the proxy materials and completing and returning by mail the proxy card and you will receive in response to your request. Instructions on using each of these voting methods are outlined in the proxy statement. Your cooperation will ensure that your shares are voted.

Thank you for your continued support.

Sincerely,

/s/ Peter C. Georgiopoulos

Peter C. Georgiopoulos
Chairman

Genco Shipping & Trading Limited
299 Park Avenue, 12th Floor
New York, New York 10171

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 16, 2013

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of Genco Shipping & Trading Limited, a Marshall Islands corporation ("Genco"), will be held on May 16, 2013 at 10:00 a.m. (local time), at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY for the following purposes:

1. To elect Nathaniel C.A. Kramer and Mark F. Polzin as Class II Directors to the Board of Directors of Genco;

2. To ratify the appointment of Deloitte & Touche LLP as the independent auditors of Genco for the fiscal year ending December 31, 2013; and

3. To transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof.

Shareholders of record at the close of business on March 18, 2013 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. A list of such shareholders will be available at the Annual Meeting.

All shareholders are cordially invited to attend the Annual Meeting. If you do not expect to be present at the Annual Meeting, you are requested to fill in, date and sign the enclosed proxy and mail it promptly in the enclosed envelope to make sure that your shares are represented at the Annual Meeting. Shareholders of record also have the option of voting by using a toll-free telephone number or via the Internet. Instructions for using these services are included on the proxy card. In the event you decide to attend the Annual Meeting in person, you may, if you desire, revoke your proxy and vote your shares in person in accordance with the procedures described in the accompanying proxy statement.

YOUR VOTE IS IMPORTANT

IF YOU ARE UNABLE TO BE PRESENT PERSONALLY, PLEASE VOTE BY TELEPHONE, INTERNET, OR BY MAIL. PLEASE REFER TO THE ENCLOSED PROXY FOR INFORMATION ON HOW TO VOTE BY TELEPHONE OR INTERNET. IF YOU CHOOSE TO VOTE BY MAIL, PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY, WHICH IS BEING SOLICITED BY THE BOARD OF DIRECTORS, AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

By Order of the Board of Directors,

/s/ John C. Wobensmith

John C. Wobensmith
Chief Financial Officer, Principal
Accounting Officer and Secretary
New York, New York

March 29, 2013

Genco Shipping & Trading Limited
299 Park Avenue, 12th Floor
New York, New York 10171
(646) 443-8550

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 16, 2013

This proxy statement is furnished to shareholders of Genco Shipping & Trading Limited ("Genco" or the "Company") in connection with the solicitation of proxies, in the accompanying form, by the Board of Directors of Genco (the "Board") for use in voting at the Annual Meeting of Shareholders (the "Annual Meeting") to be held at the offices of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY, on May 16, 2013 at 10:00 a.m., and at any adjournment or postponement thereof.

This proxy statement, the accompanying form of proxy and the Notice of Internet Availability are first being mailed to shareholders on or about April 5, 2013.

VOTING RIGHTS AND SOLICITATION OF PROXIES

Purpose of the Annual Meeting

The specific proposals to be considered and acted upon at the Annual Meeting are summarized in the accompanying Notice of Annual Meeting of Shareholders. Each proposal is described in more detail in this proxy statement.

Record Date and Outstanding Shares

The Board has fixed the close of business on March 18, 2013 as the record date (the "Record Date") for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. Only shareholders of record at the close of business on that date will be entitled to vote at the Annual Meeting or any and all adjournments or postponements thereof. As of March 18, 2013, Genco had issued and outstanding 44,270,273 shares of common stock. The common stock comprises all of Genco's issued and outstanding voting stock.

Revocability and Voting of Proxies

Any person signing a proxy in the form accompanying this proxy statement has the power to revoke it prior to the Annual Meeting or at the Annual Meeting prior to the vote pursuant to the proxy. A proxy may be revoked by any of the following methods:

- by writing a letter delivered to John C. Wobensmith, Secretary of Genco, stating that the proxy is revoked;
- by submitting another proxy with a later date; or
- by attending the Annual Meeting and voting in person.

Please note, however, that if a shareholder's shares are held of record by a broker, bank or other nominee and that shareholder wishes to vote at the Annual Meeting, the shareholder must bring to the Annual Meeting a letter from the broker, bank or other nominee confirming that shareholder's beneficial ownership of the shares.

All shares represented by valid proxies received and not revoked before they are exercised will be voted in the manner specified in the proxy.

If you are a shareholder of record and you properly sign, date and return a proxy card, but do not indicate how you wish to vote with respect to a particular nominee or proposal, then your shares will be voted "FOR" the election of such nominee and "FOR" the approval of each proposal. If you indicate a choice with respect to any matter to be acted upon when voting via the Internet (or by telephone or on your returned proxy card) and you do not validly revoke it, your shares will be voted in accordance with your instructions. If you do not vote via the Internet or by telephone, or sign, date and return a proxy card, you must attend the annual meeting in person in order to vote.

If you hold your shares through an account with a bank or broker, your shares may be voted by the bank or broker if you do not provide specific voting instructions. Banks and brokers have the authority under New York Stock Exchange rules to vote shares for which their customers do not provide voting instructions on routine matters. The proposal to ratify the appointment of our independent auditors is a routine matter that is considered a "discretionary" item under NYSE rules. This means that banks and brokers may vote in their discretion on this matter on behalf of clients who have not furnished voting instructions at least ten days before the date of the annual meeting.

The proposal to elect two Class II Directors is a non-routine matter for which brokers do not have discretionary voting power and for which specific instructions from beneficial owners are required. As a result, brokers are not allowed to vote on any of these proposals on behalf of beneficial owners if such owners do not return specific voting instructions.

Voting at the Annual Meeting

Each share of common stock outstanding on the Record Date will be entitled to one vote on each matter submitted to a vote of the shareholders, including the election of directors. Cumulative voting by shareholders is not permitted.

The presence, in person or by proxy, of the holders of a majority of the votes entitled to be cast by the shareholders entitled to vote at the Annual Meeting is necessary to constitute a quorum. Abstentions and broker "non-votes" are counted as present and entitled to vote for purposes of determining a quorum. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

Proposal	Vote Required	Effect of Abstentions	Effect of Broker "Non-Votes"
1. Election of Directors	Plurality of votes cast	No effect	No effect
2. Appointment of Independent Auditors	Affirmative vote of a majority of the common shares represented and entitled to vote	Same effect as a vote "against"	No effect

For directions to be able to attend the meeting and vote in person, please contact us by sending an e-mail to finance@gencoshipping.com.

Solicitation

We will pay the costs relating to this proxy statement, the proxy and the Annual Meeting. We have retained D.F. King & Co., Inc. to assist with the solicitation at a fee of $4,500 plus reasonable out-of-pocket expenses. We may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to beneficial owners. Directors, officers and regular employees may also solicit proxies. They will not receive any additional pay for the solicitation.

Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Shareholders to Be Held May 16, 2013.

Our Proxy Statement and Annual Report to Shareholders are
available at www.proxyvote.com.

Your vote is important. Thank you for voting.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Under Genco's Certificate of Incorporation, as amended, the Board of Directors is classified into three classes. The two directors serving in Class II have terms expiring at the 2013 Annual Meeting. The Board of Directors has nominated the Class II directors currently serving on the Board of Directors, Nathaniel C.A. Kramer and Mark F. Polzin, for re-election to serve as Class II directors of the Company for a three-year term until the 2016 Annual Meeting of Shareholders of the Company and until their successors are elected and qualified or until their earlier resignation or removal. Although management has no reason to believe that the nominees will not be available as candidates, should such a situation arise, proxies may be voted for the election of such other persons as the holders of the proxies may, in their discretion, determine.

Directors are elected by a plurality of the votes cast at the Annual Meeting, either in person or by proxy. Votes that are withheld will be excluded entirely from the vote and will have no effect.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE ELECTION (ITEM 1 ON THE ENCLOSED PROXY CARD) OF MESSRS. KRAMER AND POLZIN AS CLASS II DIRECTORS.

Nominee Information

The following table sets forth information regarding the nominees for re-election as Class II Directors:

Name	Age	Class	Position
Nathaniel C.A. Kramer	51	II	Director
Mark F. Polzin	67	II	Director

Nathaniel C. A. Kramer has served as director of our company since July 27, 2005. Mr. Kramer has served as the President and Chairman of Brown and Yellow International Holdings LLC, an independent investment firm headquartered in New York, since March 2011. He also has been President of NK MediaLab LLC, a digital media and entertainment company where he works as a cinematographer, a director of photography, and a director for motion pictures, since 2010. Prior to that, Mr. Kramer was a principal at Mercantile Capital Group LLC, a private equity firm with offices in New York and Chicago, and Managing Director of his firm's New York office from 1999 to 2010. He brings over 20 years of investment experience in both the public and private capital markets. Mr. Kramer has led investments in a wide range of industries including telecommunications, wireless infrastructure, waste management, data communications, B2B commerce and Internet infrastructure sectors. Mr. Kramer also serves on the board of Lifetopia and served on the boards of Services Acquisition Corporation from 2006 to 2007 and Vsource from 2003 to 2006. As a result of these and other professional experiences, we believe Mr. Kramer possesses knowledge and experience regarding finance and the capital markets that strengthen the Board's collective qualifications, skills and experience.

Mark F. Polzin has served as a director of our company since July 27, 2005. Mr. Polzin has been a director of The Oversight Company, a management consulting firm, since July 2007 and its president since August 2012. Mr. Polzin has also been President of Ranch Fiduciary Corporation and Farms Fiduciary Corporation since December 2002, and Laurel Fiduciary Corporation since April 2004, all of which are corporate trustees. From May 2007 to December, 2012, Mr. Polzin was Manager of Wyoming Consulting LLC, a management consulting firm. He has extensive experience in private equity investing by high net worth families. On July 1, 2007, Mr. Polzin retired as President and Chief Executive Officer of Moreland Management Company, where he had served as an officer since 1989. Prior to joining Moreland he was an executive and director of several mid-western community banking organizations. He holds a B.S. in Economics from the University of Wisconsin-Milwaukee and a J.D. from Marquette University Law School. He is a member of the State Bar of Wisconsin and the Iowa State Bar Association. Mr. Polzin is a member of the Board of Regents of Concordia University Wisconsin and a director of its Foundation. He is also Chairman of the Board of Trustees of the Grand River Academy Growth Foundation. As a result of these and other professional experiences, we believe Mr. Polzin possesses knowledge and experience regarding general business and finance and securities and tax law that strengthen the Board’s collective qualifications, skills and experience.

Continuing Director Information

The following table sets information regarding our directors whose terms continue after the 2013 Annual Meeting. The terms for Directors in Class I expire at the 2015 Annual Meeting, and the terms for Directors in Class III expire at the 2014 Annual Meeting.

Name	Age	Class	Position
Basil G. Mavroleon	65	I	Director
Rear Admiral Robert C. North, USCG (ret.)	68	I	Director
Harry A. Perrin	59	I	Director
Peter C. Georgiopoulos	52	III	Chairman and Director
Alfred E. Smith IV	61	III	Director

Class I Directors – Terms Expiring at the 2015 Annual Meeting

Basil G. Mavroleon has served as a director of our company since July 27, 2005. Mr. Mavroleon has served as a director of Baltic Trading since its initial public offering in March 2010. Mr. Mavroleon has been employed in the shipping industry for the last 42 years. Since 1970, Mr. Mavroleon has worked at Charles R. Weber Company, Inc., one of the oldest and largest tanker brokerages and marine consultants in the United States. Mr. Mavroleon was Managing Director of Charles R. Weber Company, Inc. for twenty-five years and presently holds the position of Manager of the Projects Group. Mr. Mavroleon also serves as Managing Director of WeberSeas (Hellas) S.A., a comprehensive sale and purchase, newbuilding, marine projects and ship finance brokerage based in Piraeus, Greece. Since its inception in 2003 through its liquidation in December 2005, Mr. Mavroleon served as Chairman of Azimuth Fund Management (Jersey) Limited, a hedge fund that dealt with tanker freight forward agreements and derivatives. Mr. Mavroleon is a member of the Baltic Exchange, is on the board of the Associate Membership Committee of Intertanko, a member of the Association of Ship Brokers and Agents, is on the advisory board of NAMMA (North American Maritime Ministry Association), is a director emeritus of NAMEPA (North American Marine Environmental Protection Association), and is Chairman of the New York World Scale Committee. Mr. Mavroleon is a member of the Hellenic Chamber of Commerce, the Connecticut Maritime Association, NYMAR (New York Maritime Inc.), the Maritime Foundation Knowledge Center, honorary director of the Connecticut Maritime Association Education Foundation (CAMEF), and serves on the board of trustees of the Maritime Aquarium, Norwalk, CT. Mr. Mavroleon was educated at Windham College, Putney, VT. As a result of these and other professional experiences, we believe Mr. Mavroleon possesses knowledge and experience regarding the shipping industry, ship finance, and general business matters that strengthen the Board’s collective qualifications, skills and experience.

Rear Admiral Robert C. North, USCG (ret.) has served as a director of our company since July 27, 2005. Since his retirement from the active duty with the U.S. Coast Guard in April of 2001, Rear Admiral North has served as the president of North Star Maritime, Inc., a marine industry consulting firm, specializing in international and domestic maritime safety, security and environmental protection issues. While on active duty with the U.S. Coast Guard, Rear

Admiral North reached the position of Assistant Commandant for Marine Safety, Security and Environmental Protection, where he directed national and international programs for commercial vessel safety, merchant mariner licensing and documentation, port safety and security and waterways management. He is a graduate of the Baltimore Polytechnic Institute, State University of New York Maritime College at Fort Schuyler and the U.S. Army War College. As a result of these and other professional experiences, we believe Mr. North possesses knowledge and experience regarding the shipping industry and maritime safety, security and environmental issues that strengthen the Board's collective qualifications, skills and experience.

Harry A. Perrin has served as a director of the Company since August 15, 2005. Mr. Perrin has served as a director of Baltic Trading since its initial public offering in March 2010. Mr. Perrin is a partner in the Houston office of Vinson & Elkins, where he has been employed since August 2007. From June 2001 through November 2006, Mr. Perrin worked as an investment banker with Petrie Parkman & Co, an investment banking and financial advisory firm with offices in Houston, Texas and Denver, Colorado. In December 2006, Merrill Lynch acquired Petrie Parkman, and at that time, Mr. Perrin was hired as an investment banker at Merrill Lynch where he was employed until May 2007. Prior to joining Petrie Parkman, Mr. Perrin was a partner for ten years in the business finance and restructuring group of the Houston office of Weil Gotshal & Manges. Mr. Perrin received his Bachelor of Business Administration in

Accounting with Honors from the University of Texas at Austin in 1975. He received his J.D. with High Honors from the University of Houston in 1980. Mr. Perrin is a member of the State Bar of Texas, and is a licensed Certified Public Accountant in the State of Texas. As a result of these and other professional experiences, we believe Mr. Perrin possesses knowledge and experience regarding general business, finance and the law that strengthen the Board's collective qualifications, skills and experience.

Class III Directors – Terms Expiring at the 2014 Annual Meeting

Peter C. Georgiopoulos has served as Chairman and as a member of our Board of Directors since our inception. Since 1997, Peter C. Georgiopoulos served as Chairman and a member of the board of directors of General Maritime Corporation and its predecessors, which he founded, and he served as CEO from 1997 to 2008 and President from 2003 to 2008. Mr. Georgiopoulos is also Chairman and a director of Aegean Marine Petroleum Network, Inc., a company listed on the New York Stock Exchange. Mr. Georgiopoulos has also served as chairman of the board of directors and a director of Baltic Trading since March 2010. From 1991 to 1997, he was the principal of Maritime Equity Management, a ship-owning and investment company that he founded in 1991. From 1990 to 1991, he was affiliated with Mallory Jones Lynch & Associates, an oil tanker brokerage firm. From 1987 to 1990, Mr. Georgiopoulos was an investment banker at Drexel Burnham Lambert. Before entering the investment banking business, he had extensive experience in the sale, purchase and chartering of vessels while working for shipowners in New York and Piraeus, Greece. Mr. Georgiopoulos is a member of the American Bureau of Shipping. He holds an MBA from Dartmouth College. As a result of these and other professional experiences, we believe Mr. Georgiopoulos possesses knowledge and experience regarding our history and operations and the shipping industry, finance and capital markets, that strengthen the Board's collective qualifications, skills and experience.

Alfred E. Smith IV has served as a director of our Company since November 7, 2012. He is the founder and CEO of AE Smith Associates, LLC, a business advisory and corporate consulting firm, and has served on the board of directors of Provectus Pharmaceuticals, Inc., a development stage pharmaceutical company, since July 2011. He also has served as a senior advisor for Kroll Bond Rating Agency since 2011; K2 Global Consulting, N.A., LLC, an investigative and risk analytics consulting firm, since 2011; Next Health, LLC, a medical equipment manufacturer, during 2012; and The Marwood Group, a healthcare-focused strategic advisory and financial services firm, from 2007 to 2012. Mr. Smith has served on the boards of directors of the Tony Blair Faith Foundation since 2008 and Mutual of America Capital Management Corporation since 2001. Mr. Smith began his career on Wall Street as an independent broker on the New York Stock Exchange in 1972. He subsequently joined Mitchell, Hutchins & Co. as Vice President, served as a Partner of CMJ Partners, LLC, and worked for Bear Wagner Specialists LLC as Senior Managing Director, until his retirement in 2006. Mr. Smith also served as a member of the board of directors of Saint Vincent Catholic Medical Centers from 1986 to 2012 and had served as chairman of its board since 2006. Mr. Smith also serves as a Director, Secretary, and Dinner Chairman for the Alfred E. Smith Memorial Foundation, a charitable foundation that supports needy children of the Archdiocese of New York. Mr. Smith attended Villanova University. As a result of these and other professional experiences, we believe Mr. Smith possesses knowledge and experience regarding finance and the capital markets that strengthen the Board's collective qualifications, skills and experience.

Mr. Georgiopoulos serves as an executive officer of General Maritime Corporation. On November 17, 2011, General Maritime and substantially all of its subsidiaries filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code.

Stephen A. Kaplan is a principal of Oaktree Capital Management, LLC and was formerly a Class III director of our Company. Mr. Kaplan resigned from the Board of Directors on February 14, 2013 to focus on other companies in which Oaktree invests.

Corporate Governance

Governance Materials - All of the Company's corporate governance materials, including the committee charters of the Board and the Company's Corporate Governance Guidelines, are published on the Corporate Governance section of the Company's website under "Investor" at www.gencoshipping.com. These materials are also available in print to any shareholder upon request. The Board regularly reviews corporate governance developments and modifies its committee charters as warranted. Any modifications are reflected on the Company's website, including modifications recently made to all of its committee charters in connection with the Company's listing on the NYSE.

Director Independence - It is the Board's objective that a majority of the Board consists of independent directors. For a director to be considered independent, the Board must determine that the director does not have any material relationship with the Company. The Board follows the criteria set forth in applicable NYSE listing standards to determine director independence. The Board will consider all relevant facts and circumstances in making an independence determination.

All members of the Audit, Compensation and Nominating and Corporate Governance Committees must be independent directors as defined by applicable NYSE listing standards. Members of the Audit Committee must also satisfy a separate Securities and Exchange Commission independence requirement, which provides that they may not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries other than their director compensation.

The independent directors of the Company are Rear Admiral Robert C. North, Basil G. Mavroleon, Harry A. Perrin, Nathaniel C.A. Kramer, and Mark F. Polzin. The Board has determined that each of the members of the Audit, the Compensation and the Nominating and Corporate Governance Committees, respectively, are independent as defined in the applicable NYSE listing standards.

Code of Ethics - All directors, officers, employees and agents of the Company must act ethically at all times and in accordance with the policies comprising the Company's code of ethics set forth in the Company's Code of Ethics. Under the Company's Code of Ethics, the Board will only grant waivers for a director or an executive officer in limited circumstances and where circumstances would support a waiver. Such waivers may only be made by the Audit Committee.

The Company's Code of Ethics is available on the Company's website at www.gencoshipping.com and is available in print to any shareholder upon request. We intend to provide any disclosures regarding the amendment or waiver of our Code of Ethics on our website.

Communicating Concerns to Directors – Shareholders or other interested parties may communicate directly with any individual director, with the Board of Directors as a group, with the Chairman or other presiding director for the non-management directors, or with non-management directors as a group pursuant to Section 303A.03 of the NYSE's Listed Company Manual. All of Genco's directors are currently non-management directors. All communications should be in writing and should be addressed to the intended recipient(s), c/o John C. Wobensmith, Secretary, 299 Park Avenue, 12th Floor, New York, New York 10171. Once the communication is received by the Secretary, the Secretary reviews the communication. Communications that comprise advertisements, solicitations for business, requests for employment, requests for contributions or other inappropriate material will not be forwarded to our directors. Other communications are promptly forwarded to the addressee.

Board Meetings and Committees

During fiscal year 2012, there were six meetings of the Board of Directors. A quorum of Directors was present, either in person or telephonically, for all of the meetings. Actions were also taken during the year by unanimous written consent of the Directors. All directors other than Peter C. Georgiopoulos and Stephen A. Kaplan attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings of all Committees of the Board on which they served. The Company encourages all directors to attend each annual meeting of shareholders. Five of Genco's directors attended the 2012 Annual Meeting of Shareholders on May 17, 2012.

During fiscal year 2012, Genco's Audit Committee was comprised of Harry A. Perrin, Nathaniel C.A. Kramer and Mark F. Polzin, all of whom qualify as independent under the listing requirements of the NYSE and are financially literate. Mr. Perrin is also a financial expert as defined under Item 401(h)(2) of Regulation S-K. Please refer to Mr. Perrin's biographical information starting on page 5 for his relevant experience. Through its written charter, the Audit Committee has been delegated the responsibility of reviewing with the independent auditors the plans and results of the audit engagement, reviewing the adequacy, scope and results of the internal accounting controls and procedures, reviewing the degree of independence of the auditors, reviewing the auditor's fees and recommending the engagement of the auditors to the full Board. The Audit Committee held nine meetings during fiscal year 2012.

From January 1, 2012 through Genco's Annual Meeting of Shareholders on May 17, 2012, Genco's Compensation Committee was comprised of Harry A. Perrin, Basil G. Mavroleon, and Nathaniel C.A. Kramer. Immediately following such Annual Meeting, Mark F. Polzin replaced Basil G. Mavroleon as a member of the Compensation Committee. All four of these directors qualify as independent under the listing requirements of the NYSE, and none of them is an employee of Genco. Through its written charter, the Compensation Committee administers Genco's equity incentive plan and other corporate benefits programs. The Compensation Committee also considers from time to time matters of compensation philosophy and competitive status, and also reviews, approves, or recommends executive officer bonuses, equity grants and other compensation. The Compensation Committee generally does not delegate its authority, although Genco's officers are responsible for the day-to-day administration of Genco's 2005 Equity Incentive Plan and 2012 Equity Incentive Plan. The Compensation Committee's primary processes for establishing and overseeing executive compensation can be found under "Compensation Discussion and Analysis" below. Directors' compensation is established by the Board of Directors upon the recommendation of the Compensation Committee. The Compensation Committee held six meetings during fiscal year 2012.

From January 1, 2012 through November 6, 2012, Genco's Nominating and Corporate Governance Committee was comprised of Mark F. Polzin, Basil G. Mavroleon, and Rear Admiral Robert C. North. On November 7, 2012, Alfred E. Smith IV replaced Mr. Polzin as a member of the Nominating and Corporate Governance Committee. All four of these directors qualify as independent under the listing requirements of the NYSE, and none of them is an employee of Genco. Through its written charter, the Nominating and Corporate Governance Committee assists the Board in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company's corporate governance guidelines. When a vacancy exists on the Board, or when the Board determines to add an additional director, the nominating and corporate governance committee seeks out appropriate candidates from various sources, which may include directors, officers, employees and others. The committee may use consultants and search firms who may be paid fees for their assistance in identifying and evaluating candidates, but has not done so to date. The committee does not have a set of minimum, specific qualifications that must be met by a candidate for director and will review the candidate's background, experience and abilities, and the contributions the candidate can be expected to make to the collective functioning of the Board and the needs of the Board at the time. The committee considers candidates based on materials provided, and will consider whether an interview is appropriate. The committee will consider shareholder recommendations of director candidates, which should be sent to the attention of the corporate secretary at the Company's headquarters, on the same basis. The Nominating and Corporate Governance Committee held four meetings during fiscal year 2012.

As noted above, the Nominating and Corporate Governance Committee considers many factors when determining the eligibility of candidates for nomination to the Board. The Committee does not have a diversity policy; however, in the event of a vacancy, the Committee's goal is to nominate candidates from a broad range of experiences and backgrounds who can contribute to the board's overall effectiveness in meeting its mission.

Executive Sessions

Under the Corporate Governance Guidelines that the Company adopted in connection with its listing on the New York Stock Exchange to assure free and open discussion and communication among the non-management directors, the non-management directors will seek to meet at least annually and may meet as the non-management directors deem appropriate. In addition, if there are any non-management directors who are not independent directors, the independent directors shall meet in executive session at least once each year. The presiding director at any executive session with the non-management or independent directors will be the Chairman if the Chairman is present and is a non-management or independent director (as applicable) and will otherwise be selected by a majority of the non-management or independent directors (as applicable) present at the meeting. All of Genco's directors are currently non-management directors, and one executive session of independent directors was held in fiscal year 2012.

Board Leadership Structure

As noted above, our Board is currently comprised of six independent and one non-independent director. We recognize that different Board leadership structures may be appropriate for the Company during different periods of time and under different circumstances. We believe that our current Board leadership structure is suitable for us because it allows us to consider a broad range of opinions in the course of our Board deliberations, including those with knowledge of the Company's day-to-day operations and business strategy, as well as those with an experienced independent viewpoint.

The Board does not have a policy on whether or not the roles of President and Chairman of the Board should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee Directors or be an employee. The Board believes that it should have the flexibility to make a determination from time to time in a manner that is in the best interests of the Company and its shareholders at the time of such determination.

Our Board has placed the responsibilities of Chairman with a non-employee member of the Board which we believe fosters accountability between the Board and our management team. Our Chairman has been closely involved with the Company since its founding. Given his unique knowledge, experience and relationship with the Board, we believe his continued service as Chairman provides significant value to the Company and its shareholders, and that it is beneficial for our Chairman to lead our Board members as they provide leadership to our management team. In addition, our Chairman contributes significantly to developing and implementing our strategy; facilitating communication among the directors; developing Board meeting agendas in consultation with management; and presiding at Board and shareholder meetings. This delineation of duties allows the President to focus his attention on managing the day-to-day business of the Company.

Our Corporate Governance Guidelines provide the flexibility for our Board to modify or continue our leadership structure in the future, as it deems appropriate.

Risk Oversight

The Board believes that oversight of the Company's risk management efforts is the responsibility of the entire Board. It views risk management as an integral part of the Company's strategic planning process. The subject of risk management is regularly discussed at Board meetings with our President and our Chief Financial Officer. Additionally, the charters of certain of the Board's committees assign oversight responsibility for particular areas of risk. For example, our Audit Committee oversees management of risks related to accounting, auditing and financial reporting and maintaining effective internal controls for financial reporting. Our Nominating Committee oversees risk associated with our Corporate Governance Guidelines and Code of Ethics, including compliance with listing standards for independent directors, committee assignments and conflicts of interest. Our Compensation Committee oversees the risk related to our executive compensation plans and arrangements.

MANAGEMENT

Executive Officers

The following tables set forth certain information with respect to the executive officers of Genco other than Peter C. Georgiopoulos, for whom information is set forth above under the heading "Nominee Information":

Name	Age	Position
Robert Gerald Buchanan	64	President (Principal Executive Officer)
John C. Wobensmith	42	Chief Financial Officer, Principal Accounting

Officer and
Secretary

Robert Gerald Buchanan has served as President of our company since June 1, 2005. Mr. Buchanan has over 40 years of shipping experience, holding various senior operating, engineering and management positions. Before joining our company, Mr. Buchanan spent eight years as a Managing Director of Wallem, a leading technical management company. As the senior executive at Wallem, Mr. Buchanan was responsible for the safe and efficient operations of close to 200 vessels, as well as management of approximately 500 onshore and seagoing staff. From 1990 to 1996, Mr. Buchanan was Technical Director of Canada Steamships Lines of Montreal, overseeing a fleet of bulk carriers. Before this, Mr. Buchanan managed an oceanographic research vessel for NATO from 1986 to 1990, was Superintendent Engineer of Denholm Ship Management's United Kingdom office from 1982 to 1986, and Chief Engineer of Denholm Ship Management from 1969 to 1982. Mr. Buchanan was educated at Glasgow Nautical College and obtained a First Class Engineers license for the both steam and motor ships. Among his industry affiliations, Mr. Buchanan was a member of the International Committee for Gard Protection & Indemnity Association.

John C. Wobensmith has served as our Chief Financial Officer and Principal Accounting Officer since April 4, 2005. Since 2010, Mr. Wobensmith has served as President, Chief Financial Officer, Principal Accounting

Officer, Secretary and Treasurer of Baltic Trading, a subsidiary of the Company. Mr. Wobensmith is responsible for overseeing our accounting and financial matters. Mr. Wobensmith has over 16 years of experience in the shipping industry, with a concentration in shipping finance. Before becoming our Chief Financial Officer, Mr. Wobensmith served as a Senior Vice President with American Marine Advisors, Inc., an investment bank focused on the shipping industry. While at American Marine Advisors, Inc., Mr. Wobensmith was involved in mergers and acquisitions, equity fund management, debt placement and equity placement in the shipping industry. From 1993 through 2000, he worked in the international maritime lending group of The First National Bank of Maryland, serving as a Vice President from 1998. He has a bachelors degree in economics from St. Mary's College of Maryland and holds the Chartered Financial Analyst designation.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section describes the Company's compensation program as it relates to our Chairman, Peter C. Georgiopoulos, our President, Robert Gerald Buchanan, and our Chief Financial Officer, John C. Wobensmith, all of whom we refer to together as our "named executives." We treat Peter C. Georgiopoulos as an executive officer of the Company for securities laws purposes, although he is not an employee or a corporate officer and is not paid a salary.

Detailed compensation information for each of the named executives is presented in the tables following this discussion in accordance with SEC rules.

Overview of 2012 Performance

In 2012, the Company sought to utilize compensation to incentivize and reward performance in a challenging market environment and global economy. The Company faced continued weakness in rates resulting in a loss for the year, and the Company's stock price declined for the year, as did that of other drybulk shippers. However, we believe our executives made strategic decisions and took actions to better position the Company for future growth and improved returns for our shareholders. Responding to difficult market conditions, our management continued our disciplined business approach, seeking to strengthen the Company's financial position while obtaining additional flexibility under its bank credit facilities through covenant waivers and an amended amortization schedule secured with the unanimous approval of the Company's bank lenders. We also maintained most of our vessels on short-term or spot market-related time charters to generate cash flow while preserving the ability to benefit from an improvement in rates. The Company's independent Compensation Committee recognized the difficulties of an economic down cycle. However, it determined that it was necessary to recognize performance by executives in order to maximize long term value for shareholders.

Our Compensation Philosophy

The Company's executive compensation program is designed to attract, motivate and retain a talented team of executives who will enable the Company to compete successfully with other drybulk shipping companies. The Company seeks to accomplish this goal in a way that aligns our executives' interests with those of our shareholders and encourages and rewards our executives for achievement of the Company's annual and longer-term performance objectives.

In light of the cyclical nature of the shipping industry and the volatile and unpredictable markets in which the Company operates, the Company does not establish specific performance targets for incentive compensation to our named executive officers, and compensation levels generally are not determined through a benchmarking process. Instead, the compensation of our senior executives is generally determined or recommended by the Compensation Committee in its discretion following a review of the Company's performance and individual contributions to that performance. This approach provides the Compensation Committee with the flexibility to calibrate performance-based awards through a retroactive assessment of corporate and individual performance and to appropriately take into account market conditions which were outside of management's control and which could not have been anticipated at the beginning of the performance period. In this way, the Compensation Committee can incentivize and reward executives for performance that supports the long-term value of the Company rather than merely focusing on the short-term results of market conditions.

Compensation Objectives

Performance. Our compensation program is designed to align compensation with performance. The amount of compensation for each named executive is based on the Compensation Committee's assessment of factors including the Company's performance, the named executive's individual performance and contributions to improving shareholder value, and his level of responsibility and management experience. Specific factors affecting compensation decisions for the named executives include:

- key financial and statistical measurements;
- the design and implementation of a finance strategy for the Corporation, including obtaining or renegotiating financing on favorable terms in a difficult market environment;
- strategic objectives such as acquisitions, dispositions or joint ventures;
- the Company's ability to acquire and dispose of vessels on favorable terms; and
- achieving operational goals for the Company or particular area of responsibility for the named executive, such as operations or chartering.

In order to provide proper incentives to each executive and appropriately reward performance, the Compensation Committee assesses the proper balance of short-and long-term compensation. The Committee also considers the form of such compensation, such as cash or equity grants.

Alignment of Interests. We seek to align the interests of the named executives with those of our investors by awarding a significant portion of our incentive compensation in the form of equity. The ultimate value realized by our executives is therefore tied to the performance of our stock price over time. The Compensation Committee believes that this promotes and instills a long-term perspective among members of our management team.

Recruitment and Retention. To attract and retain a highly-skilled work force, we believe that compensation levels should be competitive. To foster retention, we have provided for extended vesting terms of our equity grants to our executives.

How Compensation is Determined

Role of Compensation Committee. Our executive compensation program is overseen by the Compensation Committee, which is composed of three non-employee directors: Mark F. Polzin, Nathaniel C.A. Kramer and Harry A. Perrin. The Compensation Committee

- establishes and administers our compensation policies,
- evaluates corporate performance and the performance of each of our executives,
- determines or recommends cash compensation of the Company's senior management, and
- determines or recommends equity grants to the Company's senior management and other key employees under the Company's 2005 Equity Incentive Plan and its 2012 Equity Incentive Plan.

Each year, the Compensation Committee evaluates each named executive to determine if changes in compensation are appropriate. As part of this process, the Compensation Committee reviews tally sheets and other summaries that include the following information, as applicable for each individual:

- Salary, bonus, and other cash compensation for prior years since 2005 (which was the year in which the Company's initial public offering occurred);
- Restricted stock granted in prior years since 2005;
- Vested and unvested shares of restricted stock held; and

- The value of benefits and perquisites.

Role of Other Directors. The Compensation Committee consults with our chairman and other directors regarding compensation matters generally. Additionally, at the end of our fiscal year, our Chairman reviews with the Compensation Committee the Company’s financial results, the state of our operations and our strategic accomplishments during the year.

Role of Our Shareholders. The Company’s shareholders approved a non-binding advisory resolution on executive compensation at the Company’s 2011 Annual Meeting of Shareholders, which approval the Compensation Committee took into account in making its determinations and recommendations for 2012. At the meeting, the Company’s shareholders also approved a non-binding advisory resolution to hold future advisory votes on executive compensation every three years. As a result, the next advisory vote on executive compensation will be held no later than the Company’s 2014 Annual Meeting of Shareholders. To gain a greater understanding of our shareholders’ views on executive compensation, we contacted certain of our larger shareholders who voted against the resolution on executive compensation to better understand their concerns, which included discussions with the Chairman of our Compensation Committee and our Chief Financial Officer if the shareholder so desired. The Compensation Committee is committed to constructive shareholder engagement and intends to continue to consider the views of shareholders when establishing and administering the Company’s compensation program.

Role of Compensation Consultant. The Compensation Committee has selected and directly retained Steven Hall & Partners, an independent compensation consultant, for assistance in matters including evaluating compensation and performance data for peer companies; advising the Compensation Committee on current trends in executive compensation, methods of evaluation and different compensation mechanisms; and responding to other issues raised by the Compensation Committee. The Compensation Committee did not solicit recommendations from this or any other consultant as to the form or amounts of compensation to be awarded to the Company’s named executives.

Role of Management. The Compensation Committee consults with our senior executives regarding their views on their compensation and the compensation of those who report to them directly or indirectly. None of our named executive officers determines his own compensation.

Competitive Marketplace Assessment. In order to assess the competitiveness of the Company’s executive compensation, the Compensation Committee reviews the compensation arrangements of executives at certain other publicly-traded drybulk and other shipping companies for which executive compensation information is publicly available. For 2012, the comparator group used for compensation was DHT Holdings, Inc., Eagle Bulk Shipping, Inc., GulfMark Offshore, Inc., Hornbeck Offshore Services, Inc., International Shipholding Corp., and Overseas Shipholding Group, Inc. The Compensation Committee uses this group as a general frame of reference only and does not target the Company’s executive compensation as a specific percentile of the executive compensation awarded in this group.

Elements of the Compensation Program – What We Pay and Why

The compensation program for the named executives consists of two main components:

- Fixed compensation comprised of base salaries or, in the case of Mr. Georgiopoulos, fees for his services; and
- Variable incentive compensation comprised of annual cash incentive awards and equity awards.

The named executives (other than Mr. Georgiopoulos) are also eligible to participate in the Company's health and other broad-based programs on the same basis as other U.S. employees and are eligible for paid time off and paid holidays.

Fixed Compensation

Base Salary and Chairman's Fee. Base salaries (or, in the case of Mr. Georgiopoulos, fees for his services) and for the named executives are determined based on the following factors:

- the scope and performance of the functions performed by each named executive;
- individual performance, skills, and experience;
- the competitive labor market for the position; and
- internal equity considerations.

Base salaries for such named executive and Mr. Georgiopoulos' fees are reviewed annually, and periodic adjustments are made to reflect:

- merit increases where individual performance, responsibilities, and experience warrant such an increase;
- significant changes in the scope of the position; and
- market adjustments to reflect the competitive labor market.

Variable Incentive Compensation

Because of the Company's commitment to aligning pay with demonstrated performance, a significant portion of compensation paid to our named executive officers is incentive-based. The Company's incentive compensation program is designed to recognize scope of responsibilities, reward demonstrated performance and leadership, motivate future performance, align the interests of the executive with our shareholders and retain the executives through the term of the awards. At the end of our fiscal year, the Compensation Committee makes incentive compensation decisions based upon considerations of the Company's financial results, the state of our operations and our strategic accomplishments during the year, and the accomplishments and contributions of our named executive officers. Following this assessment, variable incentive compensation for our named executive officers is awarded in the form of a cash incentive bonus and a restricted stock award.

Cash Incentive Award. The Company awards a portion of annual compensation to its named executives in the form of cash incentive awards, which are used to reward executives who contribute to the Company's performance. Cash incentive awards are generally made at the end of the fiscal year. The Compensation Committee considers the amounts of these awards and recommends them to the Board for approval.

Equity Awards. The Company's equity incentive compensation program is designed to recognize scope of responsibilities, reward demonstrated performance and leadership, motivate future performance, align the interests of the executive with our shareholders and retain the executives through the term of the awards. The Company does not have any specific policy on the timing of award grants but has generally made one grant per year at the end of the calendar year. We consider the grant size and form of award when making award decisions.

Restricted Stock Awards. The Compensation Committee believes long-term equity awards in the form of restricted stock awards are an effective way to attract and retain a talented executive team and align executives' interests with those of shareholders. In determining the amounts of restricted stock awards to named executives, the Compensation Committee takes into account the factors used to determine incentive compensation amounts described above, as well as the fact that the Company does not have any defined benefit retirement or similar program. The Company does not have any specific policy on the timing of award grants but has generally made one grant per year at the end of the calendar year. The Compensation Committee considers the grant size and form of award when making award decisions.

As part of their 2012 incentive compensation, each of the named executives received grants of restricted stock awards. Restrictions on the shares awarded will lapse ratably in 25% increments on the first four anniversaries of November 15, 2012. The restrictions applicable to the shares granted to these named executives will also lapse in full upon a change of control. In addition, to the extent that such restrictions were scheduled to have lapsed during the one year period following the executive's termination of employment due to death or disability, they will lapse immediately prior to any such termination.

During the restricted period, unless otherwise determined by the Compensation Committee, each restricted stock grant entitles the named executive to receive payments from the Company of any dividends declared and paid by the Company on its common stock. As the executives share commensurately with other shareholders in receiving dividends, they likewise share in the recognition of the current income generation and future change in stock price. However, if any such restricted shares do not vest, the holders of the non-vesting shares must repay any dividends that were paid to them on the non-vesting shares unless the Board or the Compensation Committee determines otherwise.

Other Elements

Benefits. Our named executives (other than Mr. Georgiopoulos) are eligible under the same plans as all other U.S. employees for medical, dental, vision, and disability insurance and are eligible for paid time off and paid holidays. Additionally, we match the 401(k) contributions of Messrs. Buchanan and Wobensmith, and pay premiums on life insurance and long-term disability insurance for Mr. Wobensmith. We believe these benefits are reasonable, competitive and consistent with the Company's overall executive compensation program.

Compensation for Our Named Executives in 2012

The specific compensation decisions made for each of the named executives for 2012 reflect the achievement of operational, financing, technical and commercial successes, despite a challenging market environment.

In deliberations regarding compensation for 2012, our Compensation Committee considered the Company's performance for the twelve months ended September 30, 2012 relative to that of a performance peer group of ten publicly-traded drybulk and other shipping companies consisting of DHT Holdings, Inc., Eagle Bulk Shipping, Inc., GulfMark Offshore, Inc., Hornbeck Offshore Services, Inc., International Shipholding Corp., Overseas Shipholding Group, Inc., Diana Shipping Inc., DryShips, Inc., Excel Maritime Carriers Ltd., and Teekay LNG Partners L.P. The Compensation Committee considered the Company's relative performance to this peer group in such metrics as amounts of and twelve-month growth in revenue, EBITDA, operating income and net income; returns on equity and on invested capital; EBITDA, operating, and profit margins; market capitalization; and total return to shareholders. The Company achieved its results with a small executive team and a lean staff while maintaining relatively low general and administrative expenses on a per vessel per day basis for the drybulk industry.

The Compensation Committee also took into account the contributions of each named executive to the performance of the Company. Despite the challenging market environment, the Compensation Committee viewed 2012 as a successful year for the Company highlighted by several achievements by our executives, including the following:

- Negotiating amendments or waivers of all three of the Company's credit facilities to extend the waiver of the maximum leverage and consolidated interest coverage ratio covenants and through and including December 31, 2013 and amend the amortization schedules. This achievement required our executives to obtain the unanimous consent of twelve lenders in three different bank groups and to liaise among the groups to reach consensus on intercreditor terms.

- Successfully completing a follow-on equity offering that raised gross proceeds of $53.25 million, which under the terms of the Company's 2007 Credit Facility allowed the effective rate of interest on borrowings to be reduced by 100 basis points.

- Maintaining daily vessel operating expenses of $5,040 for the first nine months of 2012, or approximately $175 per vessel per day lower than budgeted.

-

Achieving general and administrative expenses among the lowest in the Company's drybulk peer group on a daily basis.

- Achieving vessel operating expenses among the lowest in the Company's drybulk peer group on a daily basis.

- Achieving a high fleet utilization rate exceeding 99%, meaning that our vessels were operating almost every day they were available to operate during the first nine months of 2012, increasing our earnings potential.

- Pursuing an opportunistic chartering strategy by fixing vessels on spot market-related contracts during the weak rate environment while preserving the option to convert these to fixed rates upon improving market conditions.

As Mr. Georgiopoulos is the Chairman of Baltic Trading and Mr. Wobensmith is its President and Chief Financial Officer, the Compensation Committee also took into account compensation awards contemplated by Baltic Trading's own Compensation Committee.

Genco Compensation

Peter C. Georgiopoulos. In determining compensation for our Chairman, the Compensation Committee considers Mr. Georgiopoulos' annual director compensation for his service on the Board. The Company relies significantly on Mr. Georgiopoulos for his contributions in determining its strategic direction and as a key participant in its relationships with investors and lenders. We expect that cash compensation and equity awards for our Chairman other than for his service as a director will be determined based on his involvement in successful strategic and transactional work for us as well as to provide appropriate incentives for his retention and performance. Mr. Georgiopoulos' 2012 compensation reflects his unique role as the publicly recognized leader of the Company and a prominent figure in the shipping industry. In particular, the Compensation Committee believes that Mr. Georgiopoulos' personal relationships were important contributors to the successful renegotiation of our credit facilities and our follow-on equity offering. These actions have enhanced our financial foundation over the short-term and have enabled us to better position the Company for the long-term. Additionally, the Compensation Committee believes that Mr. Georgiopoulos' experience, expertise, and strategic leadership were, and will continue to be, particularly valuable to the Company as it navigates this difficult market and lays the groundwork for future success. Finally, Mr. Georgiopoulos serves as a key representative of the Company to the investment community. Mr. Georgiopoulos receives no salary from the Company but received a Chairman's fee for his services of $500,000 for 2012. The Compensation Committee also recommended a cash bonus of $1,250,000 and an award of 100,000 shares of restricted stock to Mr. Georgiopoulos, given his significant contributions during 2012, including his role in negotiations with the Company's lenders, his role in our follow-on equity offering, and serving as a key representative of the Company to the investment community.

Robert Gerald Buchanan. The Compensation Committee considered Mr. Buchanan's compensation in light of his efficient management of operation of the Company's vessels. During the first nine months of 2012, under Mr. Buchanan's leadership, the Company maintained daily vessel operating expenses of $5,040, approximately $175 per day lower than budgeted, and among the lowest in the Company's drybulk peer group on a daily basis, improving our ability to operate efficiently during a difficult economic environment. The Compensation Committee also took into account our achieved fleet utilization rate of 99%, which increased our earnings potential over the year. His annual base salary was $450,000 for 2012 and will increase to $475,000 for 2013, representing the first salary increase for Mr. Buchanan since 2010. Mr. Buchanan's approved compensation package also included a cash bonus of $425,000 for performance in 2012 and 25,000 shares of restricted stock as equity incentive compensation for 2012.

John C. Wobensmith. The Compensation Committee recommended Mr. Wobensmith's compensation based on his accomplishments as the Company's chief financial officer as well as his performance in additional roles. Through Mr. Wobensmith's efforts last year to arrange for amendments or waivers to the Company's credit facilities and complete our follow-on offering, he served a crucial role in bolstering our financial strength in the short term as well as improving our long-term potential. Moreover, Mr. Wobensmith serves in a number of additional roles that the Compensation Committee believes exceed what is typically expected of a chief financial officer of a public company. For example, Mr. Wobensmith serves as a representative to the Company's investors and lenders and actively participates in all aspects of day-to-day operations, such as the management of our chartering strategy. Through his involvement in various areas of our business, Mr. Wobensmith promotes the effective and efficient implementation of our vision and strategy. His annual base salary was $450,000 for 2012 and will increase to $500,000 for 2013, representing the first salary increase for Mr. Wobensmith since 2010. Mr. Wobensmith's approved compensation package also included a cash bonus of $950,000 for performance in 2012 and 75,000 shares of restricted stock as equity incentive compensation for 2012.

Baltic Trading Compensation

Peter C. Georgiopoulos. In considering Mr. Georgiopoulos' compensation, the Compensation Committee took into account that Mr. Georgiopoulos had received director fees of $35,000 and an award of 2,500 shares of restricted stock of Baltic Trading for his service as a director and that Baltic Trading's Compensation Committee was proposing to award a year-end grant of restricted shares of Baltic Trading's common stock having a grant date value of $500,000 (rounding down any fractional shares) as well as an additional award of 7,500 shares of restricted stock of Baltic Trading for his service as a director.

John C. Wobensmith. In considering Mr. Wobensmith's compensation, our Compensation Committee took into account that Baltic Trading's Compensation Committee was proposing to award a year-end grant of restricted shares of Baltic Trading's common stock having a grant date value of $250,000 (rounding down any fractional shares).

Severance Benefits

Employment Agreements. On September 21, 2007, we entered into an employment agreement with Mr. Wobensmith for an initial two-year term which automatically extends for successive yearly terms unless either party gives notice of nonrenewal. The agreement provides for a base salary of $300,000 during the term, which may be increased but not decreased. The agreement also confirms Mr. Wobensmith's eligibility to receive cash bonuses and awards under our 2005 Equity Incentive Plan or other successor plan in amounts that the Compensation Committee may determine. The general terms of Mr. Wobensmith's employment agreement are described in greater detail under the heading "Executive Employment Agreement" on page 21. Mr. Wobensmith's employment agreement provides for payments upon termination of his employment under certain conditions, which are described under the heading "Potential Payments upon Termination or Change-in-Control—Executive Employment Agreement" on page 22.

We entered into this agreement with Mr. Wobensmith to enhance our retention of Mr. Wobensmith, particularly in the event of an actual or rumored change in control. The provisions relating to a change in control serve to align his and our shareholders' interests by enabling Mr. Wobensmith to consider corporate transactions that are in the best interests of shareholders and our other constituents without undue concern over whether the transactions may jeopardize his employment. The change of control payments under Mr. Wobensmith's employment agreement are subject to a "double trigger," meaning that the payments are not awarded upon a change of control unless he terminates his employment for good reason or his employment is terminated without cause (other than for death or disability) within two years of a change of control. The vesting of Mr. Wobensmith's restricted stock, as with all restricted stock granted to directors, officers, and other employees to date, remains subject to a "single trigger" and thus vests immediately upon a change of control. We believe this structure strikes a balance between providing appropriate performance incentives and our executive retention goals.

Tax and Accounting Implications

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code limits the deductibility of compensation to certain employees in excess of $1 million. So long as the Company qualifies for the exemption pursuant to Section 883 of the Internal Revenue Code of 1986, as amended, it is not subject to United States federal income tax on its shipping income (which comprised substantially all of its gross revenue in 2012). If the Company does not qualify for the Section 883 exemption, its shipping income derived from U.S. sources, or 50% of its gross shipping income attributable to transportation beginning or ending in the United States, would be subject to a 4% tax imposed without allowance for deductions. Further discussion of this exemption is provided in the Company's Annual Report on Form 10-K for the

Fiscal Year ended December 31, 2012, under the heading "Risk Factors—Company Specific Risk Factors—We may have to pay tax on U.S. source income . . ." Commencing in 2010, the Company became subject to United States federal income tax on certain non-shipping income derived from its Management Agreement with Baltic Trading and its agency agreement with Maritime Equity Partners LLC. However, the Company views the amount of compensation that would currently be subject to Section 162(m) not to be material. For these reasons, the Company has not sought to structure its cash bonus plan or grants under its 2005 Equity Incentive Plan to qualify for exemption under Section 162(m). The Compensation Committee intends to consider Section 162(m) in the future based on the amount of executive income and other factors.

Accounting for Stock-Based Compensation

The Company follows Accounting Standards Codification Topic 718, Stock Compensation, in accounting for nonvested stock issued under its 2005 Equity Incentive Plan.

Risk Assessment

The Compensation Committee is primarily responsible for overseeing the review and assessment of risks arising from the Company's compensation policies and practices. The Company uses a number of approaches to mitigate excessive risk-taking, including significant weighting towards long-term incentive compensation and emphasizing qualitative goals in addition to quantitative metrics. Based on its review of the Company's compensation policies and practices, the Compensation Committee determined that the risks arising from the Company's compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on the Company.

Compensation Committee Interlocks and Insider Participation

No interlocking relationship exists between any of Genco's executive officers or members of Genco's Board of Directors or compensation committee and any other company's executive officers, Board of Directors or compensation committee.

Compensation Committee Report

The Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Submitted by the Compensation Committee of the Board of Directors:

Mark F. Polzin, Chairman
Nathaniel C.A. Kramer
Harry A. Perrin

The Compensation Committee Report does not constitute soliciting material, and shall not be deemed to be filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates the Compensation Committee Report by reference therein.

Summary Compensation Table

The following table sets forth in summary form information concerning the compensation paid by us during the years ended December 31, 2012, December 31, 2011, and December 31, 2010, to our named executive officers:

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($)(1) (e)	All Other Compensation ($) (i)	Total ($) (j)
Robert G.	2012	$450,000	$425,000	$67,000	$15,000(2)	$957,000
Buchanan	2011	$450,000	$425,000	$159,750	$14,700(2)	$1,049,450
President	2010	$450,000	$700,000	$366,250	$14,700(2)	$1,530,950
John C.	2012	$450,000	$950,000	$450,999	$15,000(2)	$1,865,999
Wobensmith	2011	$450,000	$950,000	$601,750	$14,700(2)	$2,016,450
Chief Financial Officer, Principal Accounting Officer, and Secretary	2010	$450,000	$1,500,000	$2,877,000(3)	$14,700(2)	$4,841,700
Peter C.	2012	$ —	$1,250,000	$828,998	$535,000(4)	$2,613,998
Georgiopoulos	2011	$ —	$ —	$1,068,300	$263,622(4)(5)	$1,331,962
Chairman	2010	$ —	$ —	$10,601,625(6)	$63,000(4)(5)	$10,664,625

(1) The amounts in column (e) reflect the aggregate grant date fair value of restricted stock awards pursuant to the Company’s 2005 Equity Incentive Plan or Baltic Trading’s 2010 Equity Incentive Plan computed in accordance with FASB ASC Topic 718. The actual amount realized by the named executive will likely vary based on a number of factors, including the Company’s performance, stock price fluctuations and applicable vesting. Additional information regarding stock awards is provided in the Grants of Plan-Based Awards table below.

(2) Represents payments made to the 401(k) Plan.

(3) Includes a special grant of 108,000 restricted shares of Baltic Trading’s common stock on March 10, 2010 in connection with such subsidiary’s initial public offering, having a grant date fair value of $1,512,000.

(4) Includes fees for service on the Board of Directors of Baltic Trading at an annual rate of $35,000. Such fees were prorated for length of service in 2010 and equaled $28,000 in such year.

(5) Includes fees for service on the Board of Directors of the Company at an annual rate of $35,000. In 2011, this fee was prorated for the first seven months of the year, resulting in a payment of $20,329. On August 1, 2011, Mr. Georgiopoulos began receiving a fee for his services to the Company payable at an annual rate of $500,000. The amount of this fee for the last five months of 2011 totaled $208,333.

(6) Includes a grant for the year ended December 31, 2009 of 75,000 restricted shares of the Company’s common stock on March 5, 2010 having a grant date fair value of $1,717,500, and a special grant of 358,000 restricted

shares of Baltic Trading's common stock on March 10, 2010 in connection with Baltic Trading's initial public offering, having a grant date fair value of $5,012,000.

The following table reflects awards of restricted stock under the Company's 2005 Equity Incentive Plan or Baltic Trading's 2010 Equity Incentive Plan during the year ended December 31, 2012:

Grants of Plan-Based Awards

Name (a)	Grant Date (b)	All Other Stock Awards: Number of Shares of Stock (i)	Grant Date Fair Value of Stock Awards ($) (l)
Robert G. Buchanan	12/13/12	25,000(1)(5)(7)	$67,000
John C.	12/13/12	75,000(1)(5)(7)	$201,000
Wobensmith	12/13/12	83,333(2)(5)(7)	$249,999
Peter C.	5/17/12	2,500(3)(7)	$8,750
Georgiopoulos	5/17/12	2,500(4)(7)	$9,650
	12/13/12	7,500(3)(7)	$20,100
	12/13/12	7,500(4)(7)	$22,500
	12/13/12	100,000(1)(6)(7)	$268,000
	12/13/12	166,666(2)(6)(7)	$499,998

(1) Represents a grant of restricted shares of the Company's common stock for the year ended December 31, 2012. The restrictions applicable to the shares lapse in four equal installments commencing on November 15, 2013 and on each of the first three anniversaries thereafter.

(2) Represents a grant of restricted shares of Baltic Trading's common stock for the year ended December 31, 2012. The restrictions applicable to the shares lapse in four equal installments commencing on November 15, 2013 and on each of the first three anniversaries thereafter.

(3) Represents a grant of restricted shares of the Company's common stock made to directors of the Company generally. The restrictions applicable to the shares lapse on the earlier of the date of the Company's 2013 Annual Meeting of Shareholders, upon the occurrence of a change of control (as defined under our 2005 Equity Incentive Plan), or upon Mr. Georgiopoulos' death or disability.

(4) Represents a grant of restricted shares of Baltic Trading's common stock made to directors of Baltic Trading generally. The restrictions applicable to the shares lapse on the date of Baltic Trading's 2013 Annual Meeting of Shareholders, upon the occurrence of a change of control (as defined under Baltic Trading's 2010 Equity Incentive Plan), or upon Mr. Georgiopoulos' death or disability.

(5) Restrictions on these shares also lapse with respect to a pro rata percentage of the shares upon their death or disability or termination without cause between two vesting dates, and will lapse in full upon the occurrence of a change in control (as defined in the relevant issuer's equity incentive plan).

(6)

Restrictions on these shares also lapse in full immediately upon the occurrence of a change of control (as defined under the relevant issuer's equity incentive plan) or the termination of Mr. Georgiopoulos' service as a director, employee or consultant unless Mr. Georgiopoulos voluntarily terminates his service or he is removed as a director for cause in accordance with the relevant issuer's Amended and Restated By-Laws.

(7) Recipients of restricted share grants will receive dividends thereon at the same rate as is paid to other holders of common stock but must repay dividends on any shares subject to forfeiture under the terms of such recipient's grant agreement unless the Board of Directors of the relevant issuer waives the repayment requirement as to dividends on such shares.

The following table provides information on restricted stock awards under our 2005 Equity Incentive Plan or Baltic Trading's 2010 Equity Incentive Plan that were not vested as of December 31, 2012: