DREYFUS STRATEGIC MUNICIPAL BOND FUND INC
Form N-Q
October 25, 2005

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

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-5877

DREYFUS STRATEGIC MUNICIPAL BOND FUND, INC.
(Exact name of Registrant as specified in charter)

c/o The Dreyfus Corporation
200 Park Avenue
New York, New York 10166
(Address of principal executive offices) (Zip code)

Mark N. Jacobs, Esq.
200 Park Avenue
New York, New York 10166
(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 922-6000

Date of fiscal year end: 11/30
Date of reporting period: 8/31/05

FORM N-Q
Item 1. Schedule of Investments.

Dreyfus Strategic Municipal Bond Fund, Inc.
Statement of Investments
August 31, 2005 (Unaudited)

Long-Term Municipal Investments--141.7%	**Principal Amount ($)**	**Value ($)**
Alabama--1.0%		

Jefferson County, Limited Obligation School Warrants 5.50%, 1/1/2022	4,000,000		4,412,480
Alaska--4.2%			
Alaska Housing Finance Corp.:			
6.25%, 6/1/2035	5,640,000		6,000,396
6.05%, 6/1/2039 (Insured; MBIA)	11,915,000		12,417,456
Arizona--.5%			
Apache County Industrial Development Authority, PCR (Tucson Electric Power Co.) 5.85%, 3/1/2028	2,220,000		2,220,710
Arkansas--1.9%			
Arkansas Development Finance Authority, SFMR 6.25%, 1/1/2032	3,110,000		3,163,772
Little Rock School District 5.25%, 2/1/2030 (Insured; FSA)	5,000,000		5,329,750
California--9.1%			
California 5.50%, 4/1/2028	5,450,000		6,182,752
California Department of Veteran Affairs, Home Purchase Revenue 5.20%, 12/1/2028	5,000,000		5,003,800
California Department of Water Resources, Power Supply Revenue 6%, 5/1/2015	10,000,000		11,563,500
California Health Facilities Financing Authority, Revenue: (Cedars-Sinai Medical Center):			
6.25%, 12/1/2009	3,750,000	a	4,257,375
5%, 11/15/2018	3,925,000		4,194,961
Golden State Tobacco Securitization Corp. Enhanced Tobacco Settlement Asset-Backed 5%, 6/1/2045	8,500,000		8,869,410
Colorado--4.6%			
Colorado Health Facilities Authority, Revenue (American Housing Foundation 1, Inc.) 8.50%, 12/1/2031	2,015,000		2,048,590

Colorado Housing and Financing Authority (Single Family Program Senior And Subordinate) 6.60%, 8/1/2032	2,615,000		2,724,830
Denver City and County, Special Facilities Airport Revenue (United Air Lines) 6.875%, 10/1/2032	2,885,000	b	2,670,818
Northwest Parkway Public Highway Authority, Revenue (First Tier Subordinated) 7.125%, 6/15/2041	7,000,000		7,614,880
Silver Dollar Metropolitan District 7.05%, 12/1/2006	4,825,000	a	5,059,350
Connecticut--4.8%			
Connecticut Development Authority, PCR (Connecticut Light and Power) 5.95%, 9/1/2028	9,000,000		9,682,380
Connecticut Health and Educational Facilities Authority, Revenue (Yale University) 5%, 7/1/2042	5,000,000		5,269,150
Connecticut Resource Recovery Authority (American Refunding-Fuel Company) 6.45%, 11/15/2022	4,985,000		5,079,216
Mohegan Tribe Indians Gaming Authority, Public Improvement-Priority Distribution 6.25%, 1/1/2031	1,000,000		1,081,570
District of Columbia--1.2%			
Metropolitan Washington Airports Authority, Special Facilities Revenue (Caterair International Corp.) 10.125%, 9/1/2011	5,120,000		5,127,526
Florida--4.1%			
Florida Housing Finance Corp., Housing Revenue (Seminole Ridge Apartments) 6%, 4/1/2041 (Collateralized; GNMA)	6,415,000		6,768,210
Miami-Dade County Expressway Authority, Toll System Revenue 5.125%, 7/1/2029 (Insured; FGIC)	4,000,000		4,243,200

Orange County Health Facilities Authority, Revenue:			
(Adventist Health System) 6.25%, 11/15/2024	3,000,000		3,379,740
(Orlando Regional Healthcare System) 6%, 10/1/2026	3,500,000		3,731,630
Georgia--2.0%			
Augusta, Airport Revenue			
5.45%, 1/1/2031	2,500,000		2,581,025
Atlanta Airport Revenue			
5.25%, 1/1/2025 (Insured; FSA)	3,000,000		3,226,860
Savannah Economic Development Authority,			
EIR (International Paper Company)			
6.20%, 8/1/2027	2,670,000		2,881,731
Idaho--.1%			

Idaho Housing and Finance Association, SFMR			
6.35%, 1/1/2030 (Collateralized; FNMA)	585,000		618,246
Illinois--9.9%			
Chicago, Collateralized SFMR			
6.25%, 10/01/2032	2,945,000		3,078,320
Chicago O'Hare International Airport:			
General Airport Revenue (3rd Lien B-2)			
6%, 1/1/2029 (Insured; XLCA)	5,000,000		5,685,350
Special Facility Revenue			
(American Airlines Incorporated)			
8.20%, 12/1/2024	7,000,000		6,809,600
Illinois Educational Facilities Authority Revenues:			
(Northern University)			
5%, 12/1/2038	5,000,000		5,217,650
(University of Chicago)			
5.125%, 7/1/2038 (Insured; MBIA)	5,000,000		5,248,600
Illinois Health Facilities Authority, Revenue:			
(Advocate Network Health Care) 6.125%, 11/15/2010	5,000,000	a	5,674,050
(OSF Healthcare Systems) 6.25%, 11/15/2029	10,900,000		11,745,513
Indiana--1.6%			
Franklin Township School Building Corp.			
6.125%, 7/15/2010	6,000,000	a	6,874,680

Louisiana--1.8%			
West Feliciana Parish, PCR (Entergy Gulf States):			
7%, 11/1/2015	3,000,000		3,023,370
6.60%, 9/1/2028	4,700,000		4,752,170
Maryland--1.2%			
Maryland Economic Development Corp., Student Housing Revenue (University of Maryland) 5.75%, 10/1/2033	2,550,000		2,735,309
Maryland Industrial Development Financing Authority, EDR (Medical Waste Associates Limited Partnership) 8.75%, 11/15/2010	3,710,000		2,641,223
Massachusetts--3.0%			
Massachusetts Development Finance Agency, Revenue (WGBH Educational Foundation) 5.375%, 1/1/2042 (Insured; AMBAC)	5,750,000		6,290,327
Massachusetts Health and Educational Facilities Authority, Revenue:			
(Civic Investments) 9%, 12/15/2015	2,000,000		2,457,460
(Partners Healthcare System) 5.75%, 7/1/2032	3,000,000		3,329,910
Massachusetts Housing Finance Agency (Housing) 5%, 6/1/2030	1,000,000		1,039,440

Michigan--3.1%			
Michigan Hospital Finance Authority, HR (Genesys Health System Obligated Group) 8.125%, 10/1/2005	5,000,000	a	5,121,500
Michigan Strategic Fund, SWDR (Genesee Power Station) 7.50%, 1/1/2021	8,450,000	c	8,393,300
Minnesota--1.0%			
Saint Paul Housing and Redevelopement Authority: Hospital Facility Revenue (HealthEast Project):			
6%, 11/15/2025	1,000,000		1,104,770
6%, 11/15/2035	3,000,000		3,268,830

Mississippi--.7%			
Mississippi Business Finance Corp. PCR (Systems Energy Resources, Inc.) 5.90%, 5/1/2022	3,160,000		3,248,986
Nebraska--.4%			
Nebraska Investment Finance Authority, SFMR 9.742%, 3/1/2026	1,700,000	d,e	1,890,485
Nevada--3.9%			
Clark County IDR (Nevada Power Co. Project) 5.60%, 10/1/2030	3,000,000		2,999,970
Washoe County:			
(Reno-Sparks Convention) 6.40%, 1/1/2010 (Insured; FSA)	8,000,000	a	9,046,800
Water Facility Revenue (Sierra Pacific Power Co.) 5%, 3/1/2009	5,000,000		5,101,100
New Hampshire--3.4%			
New Hampshire Business Finance Authority, PCR (Public Service Co.):			
6%, 5/1/2021 (Insured; MBIA)	2,690,000		2,914,104
6%, 5/1/2021 (Insured; MBIA)	6,000,000		6,499,860
New Hampshire Industrial Development Authority, PCR (Connecticut Light) 5.90%, 11/1/2016	5,400,000		5,517,828
New Jersey--4.4%			
New Jersey Economic Development Authority:			
Special Facilities Revenue (Continental Airlines, Inc. Project):			
6.25%, 9/15/2019	3,620,000		3,345,894
6.25%, 9/15/2029	4,500,000		4,071,330
Tobacco Settlement Financing Corp. of New Jersey 7%, 6/1/2041	10,095,000		12,076,649
New York--4.7%			
New York City Industrial Development Agency, Revenue (Liberty-7 World Trade Center) 6.25%, 3/1/2015	4,500,000		4,786,425

New York City Municipal Water Finance Authority, Water and Sewer System Revenue 5%, 6/15/2037	5,000,000		5,304,000
New York City Transitional Finance Authority, Revenue (Future Tax Secured) 5.375%, 11/15/2021	5,000,000		5,535,200
New York State Dormitory Authority, Revenue: (Marymount Manhattan College) 6.25%, 7/1/2029 6.25%, 7/1/2029 (Insured; Radian)	4,000,000		4,417,840
(Suffolk County Judicial Facility) 9.50%, 4/15/2014	605,000		859,112
North Carolina--1.2%			
North Carolina Eastern Municipal Power Agency, Power Systems Revenue 6.70%, 1/1/2019	2,500,000		2,803,425
Gaston County Industrial Facilities and Pollution Control Financing Authority, Exempt Facilities Revenue (National Gypsum Co. Project) 5.75%, 8/1/2035	2,500,000		2,618,875
Ohio--6.2%			
Cuyahoga County, HR (Metrohealth Systems) 6.15%, 2/15/2009	10,000,000	a	11,083,700
Cuyahoga County Hospital Facilities, Revenue (UHHS/CSAHS Cuyahoga Inc. and CSAHS/UHHS Canton Inc.) 7.50%, 1/1/2030	3,500,000		3,966,445
Mahoning County Hospital Facilities, Revenue (Forum Health Obligation Group) 6%, 11/15/2032	4,000,000		4,388,000
Ohio Air Quality Development Authority, PCR (Cleveland Electric Illuminating Co.) 6.10%, 8/1/2020	2,400,000		2,517,264
Ohio Housing Finance Agency, Mortgage Revenue 9.39%, 3/1/2029 (Collateralized; GNMA)	1,170,000	d,e	1,219,737
Ohio Water Development Authority, PCR (Cleveland Electric) 6.10%, 8/1/2020	4,000,000		4,195,440
Oklahoma--4.0%			

Oklahoma Development Finance Authority, Revenue			
(Saint.John Health System) 6%, 2/15/2029	9,000,000		9,776,880
Oklahoma Industries Authority, Health System			
Revenue (Obligation Group):			
5.75%, 8/15/2009 (Insured; MBIA)	2,105,000	a	2,329,772
5.75%, 8/15/2029 (Insured; MBIA)	2,895,000		3,148,776

Tulsa Municipal Airport Trust Revenue			
(American Airlines Project)			
5.65%, 12/1/2008	2,550,000		2,460,801
Oregon--.7%			
Western Generation Agency,			
Cogeneration Project Revenue			
(Wauna Cogeneration) 7.40%, 1/1/2016	3,250,000		3,299,725
Pennsylvania--2.9%			
Allegheny County Port Authority, Special Transportation			
Revenue 6.125%, 3/1/2009			
(Insured; MBIA)	4,750,000	a	5,274,447
Pennsylvania Economic Development Financing			
Authority, Exempt Facilities Revenue			
(Reliant Energy) 6.75%, 12/1/2036	4,000,000		4,317,920
Pennsylvania Housing Finance Agency,			
Multi-Family Development Revenue			
8.25%, 12/15/2019	254,000		254,617
Pennsylvania Turnpike Commission, Turnpike Revenue			
5.25%, 12/1/2032 (Insured; AMBAC)	2,695,000		2,949,893
Rhode Island--1.7%			
Central Falls Detention Facility Corp.			
7.25%, 7/15/2035	1,000,000		1,033,720
Rhode Island Health and Educational Building			
Corp., Higher Educational Facilities			
(University of Rhode Island)			
5.875%, 9/15/2029 (Insured; MBIA)	5,910,000		6,511,520
South Carolina--6.6%			

Greenville County School District, Installment Purchase Revenue (Residuals-Series 982) 8.25%, 12/1/2028	7,500,000	d,e	8,856,225
Greenville Hospital System, Hospital Facilities Revenue 5.50%, 5/1/2026 (Insured; AMBAC)	7,000,000		7,714,140
Richland County, Environmental Improvement Revenue (International Paper Co.) 6.10%, 4/1/2023	6,500,000		7,044,570
South Carolina Medical Facilities, Hospital Facilities Revenue 6%, 7/1/2009	5,000,000	a	5,557,750
Tennessee--3.8%			
Johnson City Health and Educational Facilities Board, HR (1st Mortgage-Mountain State Health):			
7.50%, 7/1/2025	2,000,000		2,404,240
7.50%, 7/1/2033	4,875,000		5,821,822
Memphis Center City Revenue Finance Corp.			

Sports Facility Revenue (Memphis Redbirds) 6.50%, 9/1/2028	6,000,000	6,140,220

Tennessee Housing Development Agency		(1,596,072)		(233,646)
Net cash provided by operating activities		2,644,520		37,107,799
Cash flows from investing activities:				
Vessels and vessel improvements and advances for vessel construction		(58,521)		(155,686,543)
Purchase of other fixed assets		(48,497)		(342,932)
Proceeds from sale of vessel		—		22,511,226
Changes in restricted cash		394,362		(1,131,519)
Net cash provided by (used in) investing activities		287,344		(134,649,768)
Cash flows from financing activities:				
Repayment of bank debt		—		(21,875,735)
Changes in restricted cash		—		19,000,000
Deferred financing costs		(9,382,792)		—
Cash used to settle net share equity awards		(65,138)		(1,429,982)
Net cash used in financing activities		(9,447,930)		(4,305,717)
Net decrease in cash		(6,516,066)		(101,847,686)
Cash at beginning of period		25,075,203		129,121,680
Cash at end of period	$	18,559,137	$	27,273,994

The accompanying notes are an integral part of these Consolidated Financial Statements.

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EAGLE BULK SHIPPING INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1. Basis of Presentation and General Information

The accompanying consolidated financial statements include the accounts of Eagle Bulk Shipping Inc. and its wholly-owned subsidiaries (collectively, the "Company", “we” or “our”). The Company is engaged in the ocean transportation of dry bulk cargoes worldwide through the ownership, chartering and operation of dry bulk vessels. The Company's fleet is comprised of Supramax and Handymax drybulk carriers and the Company operates its business in one business segment.

The Company is a holding company incorporated in 2005 under the laws of the Republic of the Marshall Islands and is the sole owner of all of the outstanding shares of its subsidiaries, which are incorporated in the Republic of the Marshall Islands. The primary activity of each of the subsidiaries, other than the Company’s management subsidiaries, is the ownership of a vessel. The operations of the vessels are managed by a wholly-owned subsidiary of the Company, Eagle Shipping International (USA) LLC, a Republic of the Marshall Islands limited liability company.

As of September 30, 2012, the Company owned and operated a modern fleet of 45 oceangoing vessels comprised of 43 Supramax and 2 Handymax vessels with a combined carrying capacity of 2,451,259 dwt and an average age of approximately five years. In 2011, the Company completed its Supramax vessel newbuilding program.

The following table represents certain information about the Company's charterers that individually accounted for more than 10% of the Company's gross time charter revenue during the periods indicated:

% of Consolidated Time Charter Revenue

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Charterer				
Charterer A	28 %	-	26 %	-
Charterer B	-	10 %	-	-

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”), and the rules and regulations of the Securities and Exchange Commission (“SEC”) which apply to interim financial statements and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes normally included in consolidated financial statements prepared in conformity with U.S. GAAP. They should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s 2011 Annual Report on Form 10-K, filed with the SEC on March 15, 2012.

The accompanying unaudited consolidated financial statements include all adjustments (consisting of normal recurring adjustments) that management considers necessary for a fair statement of its consolidated financial position and results of operations for the interim periods presented. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the entire year.

Effective as of the open of trading on May 22, 2012, the Company completed a 1 for 4 reverse stock split as previously approved by the Company's shareholders. Proportional adjustments were made to the Company's issued and outstanding common stock and to its common stock underlying stock options and other common stock-based equity grants outstanding immediately prior to the effectiveness of the reverse stock split. No fractional shares were issued in connection with the reverse stock split, as shareholders who would have otherwise held a fractional share of common stock received a cash payment in lieu of that fractional share. All references herein to common stock and per share data for all periods presented in these consolidated financial statements and notes thereto, have been retrospectively adjusted to reflect the reverse stock split.

The preparation of consolidated 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 disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The significant estimates and assumptions of the Company are stock-based compensation, the useful lives of fixed assets and intangibles, depreciation and amortization, the allowances for bad debt, and the fair value of derivatives and warrants.

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Note 2. New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board ("FASB") issued amended guidance on fair value measurement and related disclosures. The new guidance clarified the concepts applicable for fair value measurement of non-financial assets and requires the disclosure of quantitative information about the unobservable inputs used in a fair value measurement. This guidance is effective for reporting periods beginning after December 15, 2011, and will be applied prospectively. The adoption of this amendment in 2012 did not have a material effect on the presentation of the Company's consolidated financial statements.

In June 2011 and December 2011, FASB issued two Accounting Standard Updates ("ASUs"), which amend guidance for the presentation of comprehensive income. The amended guidance requires an entity to present components of net income and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements. The current option to report other comprehensive income and its components in the statement of stockholders' equity has been eliminated. Although the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income under existing guidance. The Company adopted these ASUs using two consecutive statements beginning January 1, 2012, for all periods presented.

In December 2011, FASB issued an Accounting Standards Update for balance sheet, which contains new disclosure requirements regarding the nature of an entity's rights of offset and related arrangements associated with its financial instruments and derivative instruments. Under U.S. GAAP, certain derivative and repurchase agreement arrangements are granted exceptions from the general off-setting model. The new disclosure requirement will provide financial statement users information regarding both gross and net exposures. This guidance is effective for annual and interim financial statements beginning on or after January 1, 2013. Retrospective application is required. The Company does not expect a material impact on the Company's consolidated financial statements as a result of the adoption of this standard.

In July 2012, the FASB released an Accounting Standards Update for Intangibles-Goodwill and Other, Testing Indefinite-Lived Intangible Assets for Impairment. The ASU gives companies the option to perform a qualitative assessment before calculating the fair value of the indefinite-lived intangible asset. Under the guidance, if this option is selected, a company is not required to calculate the fair value of the indefinite-lived intangible unless the entity determines it is more likely than not that its fair value is less than its carrying amount. The provisions are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, but early adoption is permitted. We have elected not to early adopt the provisions, but when adopted, we do not expect a material impact on the Company's consolidated financial statements.

Note 3. Vessels

Vessel and Vessel Improvements

At September 30, 2012, the Company's operating fleet consisted of 45 dry bulk vessels. The Company completed its newbuilding program in the fourth quarter of 2011.

Vessel and vessel improvements:

Vessels and Vessel Improvements, at December 31, 2011	$1,789,381,046
Purchase of Vessel Improvements	58,521
Depreciation Expense	(56,246,778)
Vessels and Vessel Improvements, at September 30, 2012	$1,733,192,789

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Note 4. Debt

Debt consists of the following:

	September 30, 2012	December 31, 2011
Credit Facility	$ —	$ 1,129,478,741
Term loan	1,129,478,741	—
Payment-in-kind loan	8,101,953	—
Less: Current portion	—	(32,094,006)
Long-term debt	$ 1,137,580,694	$ 1,097,384,735

The Fourth Amended and Restated Credit Agreement

On June 20, 2012, the Company entered into a Fourth Amended and Restated Credit Agreement to its credit facility agreement, dated as of October 19, 2007, as amended up to the date thereof (the “Fourth Amended and Restated Credit Agreement”), which, among other things, (i) permanently waives any purported defaults or events of defaults that were the subject of a temporary waiver under the Sixth Amendatory and Commercial Framework Implementation Agreement (the "Sixth Amendment") to the Third Amended and Restated Credit Agreement dated October 19, 2007, including any alleged events of default arising from any purported breach of the minimum adjusted net worth covenant that occurred as a result of any failure to maintain the required adjusted net worth; (ii) converts the $1,129,478,741 outstanding under the revolving credit facility into a term loan; (iii) sets the maturity date as December 31, 2015, and, subject to the Company's satisfaction of certain conditions, including a collateral coverage ratio at December 31, 2015 of less than 80%, provides an option to the Company to further extend the maturity date by an additional 18 months to June 30, 2017 (the "Termination Date"); (iv) requires no mandatory repayments of principal until the Termination Date, other than a quarterly sweep of cash on hand in excess of $20,000,000 and upon the sale of vessels, additional financings or future equity raises by the Company. All amounts outstanding under the term loan will bear interest at LIBOR plus a margin that will include a payment-in-kind ("PIK") component. The initial cash margin of 3.50% and PIK margin of 2.50% can be reduced on the basis of reduced leverage and proceeds from future equity raises by the Company.

The Fourth Amended and Restated Credit Agreement also provides for a new Liquidity Facility in the aggregate amount of $20,000,000, which permits the purchase or sale of vessels within certain parameters, permits the management of third party vessels and provides that all capitalized interest will be evidenced in the form of PIK loans, which will mature on the Termination Date. On the Termination Date, the Company may elect to either (i) repay the PIK loans in cash; or (ii) convert the PIK loans into shares of cumulative convertible preferred stock, par value $10.00 per share. As of September 30, 2012 the outstanding amount of the term loan was $1,129,478,741, the amount of the PIK loans was $8,101,953 and no amount was drawn on the Liquidity Facility. In connection with the Fourth

Amended and Restated Credit Amendment, the Company recorded $12,624,330 of deferred financing costs that are amortized over the life of the term loan, including amendment and professional fees, of which 50% of the amendment fees were paid upon signing the Fourth Amended and Restated Credit Agreement, 25% of the amendment fees were paid during third quarter and the remaining 25% of the amendment fees is payable during the fourth quarter of 2012.

In addition, the Fourth Amended and Restated Credit Agreement replaces the previously existing financial covenants and substitutes them with new covenants, which shall require the Company to (i) maintain a maximum leverage ratio of the term loan indebtedness, excluding the PIK loans, to EBITDA (as defined in the Fourth Amended and Restated Credit Agreement) on a trailing four quarter basis, commencing in the quarterly period ending September 30, 2013, of 13.9:1, declining in intervals to 7.3:1 for the quarterly period ending December 31, 2015 and, should the Termination Date be extended under the Company's option, further declining in intervals to 6.2:1 for the quarterly period ending March 31, 2017; (ii) maintain a minimum interest coverage ratio of EBITDA to cash interest expenses on a trailing four quarter basis, expressed as a percentage, commencing in the quarterly period ending June 30, 2013, of 130%, escalating in intervals to 220% for the quarterly period ending December 31, 2015 and, should the Termination Date be extended, further escalating in intervals to 230% for the quarterly period ending March 31, 2017; (iii) maintain free cash with the agent in one or more accounts in an amount equal to $500,000 per vessel owned directly or indirectly by the Company, provided that the unutilized amount of the liquidity facility shall be deemed to constitute free cash for these purposes; and (iv) maintain a maximum collateral coverage ratio, commencing in the quarterly period ending September 30, 2014, of 100% of the term loan indebtedness and any related swap exposure, declining in intervals to 80% for the quarterly period ending December 31, 2015 and, should the Termination Date be extended, further declining in intervals to 70% for the quarterly period ending March 31, 2017. The general decline in the dry bulk carrier charter market has resulted in lower charter rates for vessels in the dry bulk market. A continuation of these conditions, could impact our compliance with these loan covenants, once they are due.

In connection with the Fourth Amended and Restated Credit Agreement, the Company entered into a Warrant Agreement, dated June 20, 2012, pursuant to which the Company issued 3,148,584 warrants convertible on a cashless basis into shares of the Company's common stock, par value $0.01 (the "Warrant Shares"), at a strike price of $0.01 per share of common stock. One-third of the warrants are exercisable immediately, the next third of the warrants are exercisable when the price of the Company's common stock reaches $10.00 per share and the last third of the warrants are exercisable when the price of the Company's common stock reaches $12.00 per share. Unexercised warrants will expire on June 20, 2022. The Company determined the relative fair value of the Warrant Shares at $7.2 million using the Monte Carlo simulation which was performed, and the mean value was selected. The assumptions used in the Monte Carlo simulation were the underlying stock price of $2.98, risk-free rate of 1.64%, expected volatility of 79.3%, expected term of 10 years and expected dividend yield of 0%. The fair value of the warrants was recorded as deferred financing cost and amortized over of the life the term loan agreement.

Our obligations under the Fourth Amended and Restated Credit Agreement are secured by a first priority mortgage on each of the vessels in our fleet, and by a first assignment of all freights, earnings, insurances and requisition compensation relating to our vessels. The Fourth Amended and Restated Credit Agreement also limits our ability to create liens on our assets in favor of other parties.

Sixth Amendatory and Commercial Framework Implementation Agreement

On September 26, 2011, we entered into the Sixth Amendatory and Commercial Framework Implementation Agreement (the "Sixth Amendment") to the Third Amended and Restated Credit Agreement dated October 19, 2007, which has since been amended and restated in its entirety by the Fourth Amended and Restated Credit Agreement. Among other provisions, the Sixth Amendment had suspended the Company's compliance with certain covenants requirements until June 20, 2012.

For the nine months ended September 30, 2012, interest rates on the outstanding debt ranged from 2.72% to 8.73%, including a margin of 2.50% over LIBOR for the period up to June 19, 2012 and a margin of 3.50% over LIBOR thereafter. The weighted average effective interest rate was 3.78%.

Interest Expense, exclusive of capitalized interest, consists of**:**

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Loan Interest	$19,884,907	$ 11,294,145	$40,566,866	$ 32,384,642
Amortization of Deferred Financing Costs	2,096,279	1,096,310	4,428,572	3,014,720

Total Interest Expense	$21,981,186	$ 12,390,455	$44,995,438	$ 35,399,362

Interest paid, exclusive of capitalized interest, in the nine-month periods ended September 30, 2012 and 2011 amounted to $33,326,847 and $33,465,717, respectively.

Note 5. Derivative Instruments and Fair Value Measurements

Interest-Rate Swaps

The Company has entered into interest rate swaps to effectively convert a portion of its debt from a floating to a fixed-rate basis. Under these swap contracts, exclusive of applicable margins, the Company will pay fixed rate interest and receive floating-rate interest amounts based on three-month LIBOR settings. The swaps are designated and qualify as cash flow hedges. The following table summarizes the interest rate swaps in place as of September 30, 2012 and December 31, 2011.

Notional Amount Outstanding – September 30, 2012	Notional Amount Outstanding – December 31, 2011	Fixed Rate		Maturity
$ —	$ 36,752,038	5.225	%	08/2012
81,500,000	81,500,000	3.895	%	01/2013
84,800,000	84,800,000	3.900	%	09/2013
$ 166,300,000	$ 203,052,038			

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The Company records the fair value of the interest rate swaps as an asset or liability on its balance sheet. The effective portion of the swap is recorded in accumulated other comprehensive income. No portion of the cash flow hedges was ineffective during the period ended September 30, 2012. Accordingly, liabilities of $4,498,027 and $9,486,116 have been recorded in Fair value of derivative instruments in the Company's balance sheets as of September 30, 2012 and December 31, 2011, respectively.

Forward freight agreements, bunker swaps and freight derivatives

The Company trades in forward freight agreements ("FFAs"), bunker swaps and freight derivatives markets, with the objective of utilizing these markets as economic hedging instruments that reduce the risk of specific vessels to changes in the freight market and/or bunker costs. The Company's FFAs, bunker swaps and freight derivatives have not qualified for hedge accounting treatment.

The effect of cash flow hedging relationships on the balance sheets as of September 30, 2012 and December 31, 2011, and the statement of operations for the periods ended September 30, 2012 and 2011 are as follows:

The effect of designated derivative instruments on the consolidated balance sheets:

	Amount of Loss Recognized in AOCI on Derivative (Effective Portion)	
Derivatives designated for cash flow hedging relationships	September 30, 2012	December 31, 2011
Interest rate swaps	$ (4,498,027)	$ (9,486,116)
Total	$ (4,498,027)	$ (9,486,116)

The effect of non-designated derivative instruments on statements of operations**:**

Derivatives not designated as hedging instruments		Amount of Gain /(Loss)		Amount of Gain/(Loss)	
		Three Months Ended		Nine Months Ended	
	Location of Gain (Loss) Recognized	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011

FFAs, bunker swaps, freight and bunker derivatives	Other income	$ —	$ (1,333,482)	$ 1,028,375	$ (359,573)
Total		$ —	$ (1,333,482)	$ 1,028,375	$ (359,573)

Cash Collateral Disclosures

The Company does not offset fair value amounts recognized for derivatives by the right to reclaim cash collateral or the obligation to return cash collateral. The amount of collateral to be posted is defined by the terms of the respective master agreement executed with counterparties or exchanges and is required when agreed upon threshold limits are exceeded. At September 30, 2012, the Company's collateral related to its FFAs, bunker swaps and freight derivative transactions was zero. As of September 30, 2012, the Company had no outstanding amounts paid as collateral to derivative fair value positions.

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Fair Value Measurements

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

Cash, cash equivalents and restricted cash—the carrying amounts reported in the consolidated balance sheet for interest-bearing deposits approximate their fair value due to their short-term nature thereof.

Debt—the carrying amounts of borrowings under the revolving credit agreement approximate their fair value, due to the variable interest rate nature thereof.

Interest rate swaps—the fair value of interest rate swaps (used for hedging purposes) is the estimated amount that the Company would receive or pay to terminate the swaps at the reporting date.

Forward freight agreements (FFAs)—the fair value of FFAs is determined based on quoted rates.

Freight and bunker derivative instruments—the fair value of freight and bunker derivative contracts is the estimated amount that the Company would receive or pay to terminate the option contracts at the reporting date.

Bunker swaps—the fair value of bunker swaps is the estimated amount that the Company would receive or pay to terminate the swaps at the reporting date.

The Company defines fair value, establishes a framework for measuring fair value and provides disclosures about fair value measurements. The fair value hierarchy for disclosure of fair value measurements is as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities. Our Level 1 non-derivatives include cash, money-market accounts and restricted cash accounts.

Level 2 – Quoted prices for similar assets and liabilities in active markets or inputs that are observable. Our Level 2 non-derivatives include our term loan account.

Level 3 – Inputs that are unobservable (for example cash flow modeling inputs based on assumptions).

The following table presents information about our assets and liabilities measured at fair value on a recurring basis as of September 30, 2012 and December 31, 2011, aggregated by the level in the fair value hierarchy within which those measurements fell:

	September 30, 2012			December 31, 2011		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Bunker swaps	—	—	—	$142,750	—	—
Bunker derivative instruments	—	—	—	—	$261,000	—
Liabilities:						
Interest rate swaps	—	$4,498,027	—	—	$9,486,116	—
Bunker swaps	—	—	—	$53,000	—	—
Bunker derivative instruments	—	—	—	—	$104,640	—

Note 6. Commitments and Contingencies

Legal Proceedings

The Company is involved in legal proceedings and may become involved in other legal matters arising in the ordinary course of its business. The Company evaluates these legal matters on a case-by-case basis to make a determination as to the impact, if any, on its business, liquidity, results of operations, financial condition or cash flows. The Company currently is party to the legal proceedings described below.

Shareholder Derivative Lawsuits

On June 13, 2011, a complaint against the Company's board of directors and a former director was filed in the United States District Court for the Southern District of New York alleging, among other things, that the directors breached their fiduciary duties of loyalty, good faith and care in connection with (i) director and officer compensation in the years 2008, 2009 and 2010; (ii) the Company's Management Agreement with Delphin Shipping LLC ("Delphin") (specifically, according to the complaint, alleging conflicts of interest between the Company's Chief Executive Officer, Delphin and the Company); and (iii) the adjournment of the Company's 2011 Annual Meeting of Shareholders. The complaint seeks rescission of director and officer compensation for those years as well as rescission of the Management Agreement, and seeks unspecified damages. This action is currently in discovery.

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On August 23, and August 30, 2011, respectively, two additional complaints were filed in the Supreme Court of the State of New York (New York County) against the Company's board of directors and a former director alleging substantially similar breaches of fiduciary duties as those alleged in the lawsuit filed on June 13, 2011. On January 10, 2012, a motion by the Company was granted, which stays these state court actions pending the outcome of the June 13, 2011 federal action.

On October 31, 2011, a complaint was filed in the United States District Court for the Southern District of New York by one of the plaintiffs in the June 13, 2011 federal action against the Company and its board of directors alleging deficiencies in the Company's proxy statement in connection with its special meeting of shareholders that was held on November 17, 2011. The Company revised its proxy statement prior to the meeting, causing plaintiffs to withdraw a request for injunctive relief in connection with their complaint. The Company served an answer in this action on March 19, 2012.

Korea Line Corporation

On January 25, 2011, Korea Line Corporation ("KLC"), one of our charterers, filed for protective receivership in Seoul, South Korea. On February 15, 2011, the Korean courts approved this request. The Company has temporarily taken back the employment of all affected chartered vessels and re-chartered them out on the spot and short-term time charter markets, pursuant to terms approved by the Korean court. Earnings during this interim period were used to offset the charter hire otherwise due from KLC.

On March 3, 2011, the Company reached a comprehensive agreement with the receivers of KLC regarding twelve time-chartered vessels impacted by KLC's decision to file for protective receivership, which was certified by the joint receivers on March 15, 2011. The main points of this agreement were:

Charter rates on ten vessels have been adjusted to $17,000 per vessel per day. Additionally, through December 31, 2015, the Company will receive all profits between $17,000 and $21,000 per vessel per day. During this period any additional profits above $21,000 per vessel per day are to be split equally between the Company and KLC.
After December 31, 2015, all profits above $17,000 per vessel per day are to be split equally until the conclusion of the charters which expire at the earliest on December 31, 2018.

For the twelve months commencing March 15, 2011, the Company was responsible for the chartering of these ten vessels, while KLC was responsible for any shortfall between the vessels' actual daily earnings and $17,000 per vessel per day. Any such shortfall was treated as a "claim for common benefit" under the Korean laws of corporate Rehabilitation, and is payable in full.
Time charter rates on two newbuildings still to be delivered to KLC at the time of the agreement were adjusted to $17,000 per vessel per day with the same profit-sharing arrangement as above. On May 20, 2011 and July 13, 2011 the Company took delivery of these two newbuilding vessels, and the Company has chartered them out on the spot

and short-term time charter markets. KLC will be responsible for any shortfall between the vessels' actual daily earnings and $17,000 per vessel per day. Any such shortfall shall be treated as a "claim for common benefit" under the Korean laws of corporate Rehabilitation, payable in full.

At the time of the agreement one vessel was not impacted, subject to the continued performance of the vessel's sub-charterer. The daily time charter rate on this vessel was to remain at $18,300 until January 2014, after which the rate would be $18,000 per day plus 50% of any profits above this rate until the earliest completion of the charter in December 2018. In October, 2011, due to the failure of the sub-charterer to perform, KLC terminated the sub-charter and the Company took over the employment of this vessel at to the same charter rate and terms mentioned above for the other ten vessels.

On April 1, 2011, the Company filed a claim for all unpaid amounts in respect of the employment of the eleven vessels that were under charter to KLC for the period up to February 15, 2011, and an agreement was reached with the KLC receivers as to the amount of the claim on September 20, 2011.

On October 14, 2011, following a vote by the interested creditors, the Korean court approved a Rehabilitation Plan, pursuant to which 37% of the Company's claim in respect of the period up to February 15, 2011 will be paid in cash installments from 2012 through 2021. The majority of the cash payment installments will be paid in the last five years, and the remaining 63% of the said claim will be converted to KLC stock. On July 2, 2012 the Company took possession of the KLC stock. The KLC stock 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 accumulated other comprehensive income. On September 30, 2012, KLC stock fair value was $135,886.

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The Company evaluated the KLC matter to make a determination as to the impact, if any, on our business, liquidity, results of operations, financial condition and cash flows, and recorded an initial allowance for bad debt in the first quarter of 2011 of $6,586,900, which was updated in the fourth quarter of 2011 to reflect the settlement on November 24, 2011. Accordingly, in the fourth quarter of 2011, the Company adjusted the allowance to $1,811,320, which reflects our recovery of $1,269,070 and write off of $3,506,510. As of September 30, 2012, KLC is not performing in accordance with the $17,000 per vessel per day shortfall arrangement and KLC owes the Company approximately $30.2 million. That revenue does not meet the Company's revenue recognition policy and is not included in the Company's financial statements. The Company will recognize that revenue and any future revenue from KLC when collectability is assured.

Vessel Technical Management Contract

The Company has technical management agreements for certain of its vessels with independent technical managers. The Company paid average monthly technical management fees of $10,312 and $9,655 per vessel during the nine months ended September 30, 2012 and 2011, respectively.

Other commitments

On July 28, 2011, the Company entered into an agreement to charter-in a 37,000 dwt newbuilding Japanese vessel that is expected to be delivered between May and October 2014 for seven years with an option for an additional one year. The hire rate for the first to seventh year is $13,500 per day and $13,750 per day for the eighth year option. The Company has options to purchase the vessel starting at the end of the fifth year.

Note 7. Related Party Transactions

On August 4, 2009, the Company entered into a management agreement (the "Management Agreement") with Delphin Shipping LLC ("Delphin"), a Marshall Islands limited liability company affiliated with Kelso Investment Associates VII, KEP VI, LLC and the Company's Chief Executive Officer, Sophocles Zoullas. Delphin was formed for the purpose of acquiring and operating dry bulk and other vessels. Under the terms of the Management Agreement, the Company provides commercial and technical supervisory vessel management services to dry bulk vessels acquired by Delphin for a fixed monthly management fee based on a sliding scale. Pursuant to the terms of the Management Agreement, the Company has been granted an opportunity to acquire for its own account any dry bulk vessel that Delphin proposes to acquire. The Company has also been granted a right of first refusal on any dry bulk charter opportunity, other than a renewal of an existing charter for a Delphin-owned vessel, that the Company reasonably deems suitable for a Company-owned vessel. The Management Agreement also provides the Company a right of first offer on the sale of any dry bulk vessel by Delphin. The term of the Management Agreement is one year and is renewable for successive one year terms at the option of Delphin.

Pursuant to the Management Agreement, the Company contracted to provide commercial and technical supervisory management services for Delphin vessels for a monthly fee of $15,834 for the first 10 vessels, $11,667 for the second 10 vessels and $8,750 for the third 10 vessels. Construction of the first vessel commenced in December 2010. Total management fees for the period ended September 30, 2012 and 2011 amounted to $1,635,066 and $475,173 respectively. The advanced balance received from Delphin on account for the management of its vessels as of September 30, 2012 amounted to $133,929. The total reimbursable expenses for the periods ended September 30, 2012 and 2011 amounted to $267,410 and $475,173, respectively. The balance due from Delphin as of September 30, 2012 amounted to $23,115. The balance due mainly consists of management fees, administrative service fees and other reimbursable expenses.

Note 8. Earnings Per Common Share

The computation of basic net loss per share is based on the weighted average number of common shares outstanding during the period. Weighted average shares outstanding for the period ended September 30, 2012, includes the weighted average underlying Warrant Shares issuable upon exercise of the 1,049,528 warrants at the exercise price of $0.01 per share. In accordance with the accounting literature, the Company has given effect to the issuance of these warrants in computing basic net loss per share because the underlying shares are issuable for little or no cash consideration. Diluted net loss per share gives effect to stock options and restricted stock units using the treasury stock method, unless the impact is anti-dilutive. Diluted net loss per share as of September 30, 2012 does not include 614,458 restricted stock units and 1,908,371 stock options as their effect was anti-dilutive.

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Net loss	$(29,837,360)	$(5,872,211)	$(70,377,128)	$(13,120,770)
Weighted Average Shares – Basic*	16,821,024	15,663,181	16,153,184	15,648,791
Dilutive effect of stock options and restricted stock units	—	—	—	—
Weighted Average Shares – Diluted*	16,821,024	15,663,181	16,153,184	15,648,791
Basic loss Per Share*	$(1.77)	$(0.37)	$(4.36)	$(0.84)
Diluted loss Per Share*	$(1.77)	$(0.37)	$(4.36)	$(0.84)

*Adjusted to give effect to the 1 for 4 reverse stock split that became effective on May 22, 2012, see Note 1.

Note 9. Stock Incentive Plans

Effective as of the opening of trading on May 22, 2012, the Company completed a 1 for 4 reverse stock split as previously approved by the Company's shareholders. Proportional adjustments were made to the Company's issued and outstanding common stock and to its common stock underlying stock options and other common stock-based equity grants outstanding immediately prior to the effectiveness of the reverse stock split to reflect the reverse stock split. No fractional shares were issued in connection with the reverse stock split, as shareholders who would have otherwise held a fractional share of common stock received a cash payment in lieu of that fractional share. All references herein to common stock and per share data have been retrospectively adjusted to reflect the reverse stock split.

2011 Equity Incentive Plan. In November 2011, our shareholders approved the 2011 Equity Incentive Plan (the "2011 Plan") for the purpose of affording an incentive to eligible persons. The 2011 Equity Incentive Plan provides for the grant of equity based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, unrestricted stock, other equity based or equity related awards, and/or performance compensation awards based on or relating to the Company's common shares to eligible non-employee directors, officers, employees or consultants. The 2011 Plan is administered by a compensation committee or such other committee of the Company's board of directors. An aggregate of 5.9 million of the Company's common shares have been authorized for issuance under the 2011 Plan. The shares reserved for issuance under the 2011 Plan are not subject to adjustment in the event of a stock split commenced prior to the Company's 2012 Annual General Meeting. However, the 2011 Plan was approved by shareholders subject to the Company's confirmation in the proxy materials relating to the approval of the 2011 Plan that no options granted under the plan would, in the aggregate, exceed 10% of the Company's issued and outstanding shares on a fully diluted basis on the date the options first become exercisable.

2009 Equity Incentive Plan. In May 2009, our shareholders approved the 2009 Equity Incentive Plan (the "2009 Plan") for the purpose of affording an incentive to eligible persons. The 2009 Plan provides for the grant of equity based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalents, unrestricted stock, other equity based or equity related awards, and/or performance compensation awards based on or relating to the Company's common shares to eligible non-employee directors, officers, employees or consultants. The 2009 Plan is administered by a compensation committee or such other committee of the Company's board of directors. A maximum of 1.05 million of the Company's common shares have been authorized for issuance under the 2009 Plan, which have been adjusted in accordance with the one-for-four reverse stock split effective on May 22, 2012.

The Company granted restricted stock units ("RSUs") to members of its management which vest ratably between three to five years. As of September 30, 2012, RSUs covering a total of 614,458 of the Company's shares are outstanding. These RSUs also entitle the participant to receive a dividend equivalent payment on the unvested portion of the underlying shares granted under the award, each time the Company pays a dividend to the Company's shareholders. The dividend equivalent rights on the unvested RSUs are forfeited upon termination of employment. The Company is amortizing to non-cash compensation expense the fair value of the non-vested restricted stock at the grant date. For the three months ended September 30, 2012 and 2011, the amortization charge was $1,790,119 and $2,019,794, respectively. For the nine months ended September 30, 2012 and 2011, the amortization charge was $5,924,091 and $6,441,170, respectively. The remaining expense for each of the years ending 2012, 2013, and 2014 will be $2,020,389, $3,884,236, and $532,905, respectively.

On June 26, 2012, upon the Company's refinancing of its credit facility, the Company granted options, under the 2011 Plan, to certain members of the Company's senior management to purchase an aggregate of 1,580,000 of the Company's common shares. The options have an exercise price of $3.34 per share, vest in four equal annual installments beginning on the grant date, and expire ten years from the date of grant. For purposes of determining the non-cash compensation cost for the Company's stock option plans using the fair value method of ASC 718 "Compensation-Stock Compensation", the fair value of the options granted of $2,973,141 was estimated on the date of grant using the Black-Scholes option pricing model. The weighted average assumptions used included a risk free interest rate of 0.75%, and an expected stock price volatility factor of 80%. For the nine months ended September 30, 2012 and 2011, the Company has recorded a non-cash compensation charge of $1,088,623 and $517,761, respectively. The remaining expense for each of the years ending 2012, 2013, 2014 and 2015 will be $340,672, $988,502, $432,310 and $123,032 respectively. As of September 30, 2012 and December 31, 2011, options covering 1,908,371 and 328,371, respectively, of the Company's common shares are outstanding with exercise prices ranging from $3.34 to $87.52 per share (the market prices at dates of grants). The options granted to the independent non-employee directors vested and became exercisable on the grant dates. The options granted to members of its management vest and become exercisable over three years. All options expire between five to ten years from the date of grant.

The non-cash compensation expenses recorded by the Company and included in General and Administrative Expenses are as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Stock Option Plans	$340,671	$—	$1,088,623	$517,761
Restricted Stock Grants	1,790,119	2,019,794	5,924,091	6,441,170
Total Non-cash compensation expense	$2,130,790	$2,019,794	$7,012,714	$6,958,931

As of September 30, 2012, Dividend Equivalent Rights Awards ("DERs") equivalent to 143,500 of the Company's common shares are outstanding to its independent non-employee directors and members of its management. These DERs entitle the participant to receive a dividend equivalent payment each time the Company pays a dividend to the Company's shareholders. For the nine and three months ended September 30, 2012 and 2011, no compensation expenses were recorded.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following is a discussion of the Company's financial condition and results of operation for the three-month and nine-month periods ended September 30, 2012 and 2011. This section should be read in conjunction with the consolidated financial statements included elsewhere in this report and the notes to those financial statements.

This discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the Private Securities Litigation Reform Act of 1995, and are intended to be covered by the safe harbor provided for under these sections. These statements may include words such as "believe," "estimate," "project," "intend," "expect," "pla "anticipate," and similar expressions in connection with any discussion of the timing or nature of future operating or financial performance or other events. Forward-looking statements reflect management's current expectations and observations with respect to future events and financial performance. Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are subject to risks, uncertainties, and other factors, which could cause actual results to differ materially from future results expressed, projected, or implied by those forward-looking statements. The principal factors that affect our financial position, results of operations and cash flows include charter market rates, which have declined significantly from historic highs, periods of charter hire, vessel operating expenses and voyage costs, which are incurred primarily in U.S. dollars, depreciation expenses, which are a function of the cost of our vessels, significant vessel improvement costs and our vessels' estimated useful lives, and financing costs related to our indebtedness. Our actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors which could include the following: (i) changes in demand in the dry bulk market, including, without limitation, changes in production of, or demand for, commodities and bulk cargoes, generally or in particular regions; (ii) greater than anticipated levels of dry bulk vessel newbuilding orders or lower than anticipated rates of dry bulk vessel scrapping; (iii) changes in rules and regulations applicable to the dry bulk industry, including, without limitation, legislation adopted by international bodies or organizations such as the International Maritime Organization and the European Union or by individual countries; (iv) actions taken by regulatory authorities; (v) changes in trading patterns significantly impacting overall dry bulk tonnage requirements; (vi) changes in the typical seasonal variations in dry bulk charter rates; (vii) changes in the cost of other modes of bulk commodity transportation; (viii) changes in general domestic and international political conditions; (ix) changes in the condition of the Company's vessels or applicable maintenance or regulatory standards (which may affect, among other things, our anticipated drydocking costs); (x) the outcome of our discussions with the agent of our revolving credit facility regarding the calculation of collateral covenants, (xi) the outcome of legal proceeding in which we are involved; and (xii) and other factors listed from time to time in our filings with the Securities and Exchange Commission. This discussion also includes statistical data regarding world dry bulk fleet and orderbook and fleet age. We generated some of this data internally, and some were obtained from independent industry publications and reports that we believe to be reliable sources. We have not independently verified this data nor sought the consent of any organizations to refer to their reports in this Quarterly Report. We disclaim any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Overview

Eagle Bulk Shipping Inc. (the "Company", "we", "us", or "our"), incorporated under the laws of the Republic of the Marshall Islands (the "Marshall Islands") and headquartered in New York City, is engaged primarily in the ocean transportation of a broad range of major and minor bulk cargoes, including iron ore, coal, grain, cement and fertilizer, along worldwide shipping routes. We operate in the Handymax sector of the dry bulk industry, with particular emphasis on the Supramax class of vessels. We own one of the largest fleets of Supramax dry bulk vessels in the world. Supramax dry bulk vessels range in size from 50,000 to 60,000 deadweight tons, or dwt. These vessels have the cargo loading and unloading flexibility of on-board cranes while offering cargo carrying capacities approaching that of Panamax dry bulk vessels, which range in size from 60,000 to 100,000 dwt and must rely on port facilities to load and offload their cargoes. We believe that the cargo handling flexibility and cargo carrying capacity of the Supramax class vessels make them attractive to charterers.

As of September 30, 2012, we owned and operated a modern fleet of 45 oceangoing vessels, 43 Supramax and 2 Handymax, with a combined carrying capacity of 2,451,259 dwt and an average age of approximately five years. In 2011, we completed our Supramax vessel newbuilding program.

Each of our vessels is owned by us through a separate wholly owned Republic of the Marshall Islands limited liability company.

On June 20, 2012, we entered into a Fourth Amended and Restated Credit Agreement, as discussed in Note 4 to the consolidated financial statements included in this Quarterly Report and the section entitled "Liquidity and Capital Resources" below.

We maintain our principal executive offices at 477 Madison Avenue, New York, New York 10022. Our telephone number at that address is (212) 785-2500. Our website address is www.eagleships.com. Information contained on our website does not constitute part of this Quarterly Report.

Our financial performance is based on the following key elements of our business strategy:

(1) concentration in one vessel category: Supramax class of Handymax dry bulk vessels, which we believe offer size, operational and geographical advantages over Panamax and Capesize vessels;

(2) our strategy is to balance between long-term time charters and revenues generated by short-term time charters and voyage charters to maximize our financial performance throughout shipping cycles. We have entered into time and voyage charter employment contracts for all the vessels in our operating fleet. We charter some of our vessels pursuant to one- to three-year time charters to allow us to take advantage of the stable cash flow and high utilization rates that are associated with medium to long-term time charters. The vessels that are on charters whose revenues are linked to the Baltic Supramax index generally have durations of one-year or less. These index linked charters and voyage charters will provide us with the revenue upside when the market improves. We believe that this structure provides significant visibility to our future financial results and allows us to take advantage of the relatively stable cash flows and high utilization rates that are associated with medium- to long-term time charters, while at the same time providing us with the revenue upside potential from the index linked or short-term time charters or voyage charters. All the charters provide for fixed semi-monthly payments in advance. While we remain focused on securing charters with fixed base rates, we have also entered into contracts with fixed minimum rates and profit sharing arrangements, enabling us to benefit from an increasing rate environment while still minimizing downside risk. We regularly monitor the dry bulk shipping market and based on market conditions we may consider taking advantage of short-term charter rates;

(3) maintain high quality vessels and improve standards of operation through improved environmental procedures, crew training and maintenance and repair procedures; and

(4) maintain a balance between purchasing vessels as market conditions and opportunities arise and maintaining prudent financial ratios (e.g. leverage ratio).

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We have employed all of our vessels in our operating fleet on time and voyage charters. The following table represents certain information about our revenue earning charters with respect to our operating fleet as of September 30, 2012:

Vessel	**Year Built**	Dwt	**Charter Expiration (1)**	**Daily Charter Hire Rate**
Avocet (2)	2010	53,462	Oct 2012	$9,000
Bittern (2)	2009	57,809	Oct 2012	$7,800
Canary (2)	2009	57,809	Oct 2012	$11,000
Cardinal	2004	55,362	Nov 2012 to Feb 2013	Index(4)
Condor	2001	50,296	Nov 2012 to Jan 2013	$11,000
Crane (2)	2010	57,809	Oct 2012	$11,500
Crested Eagle	2009	55,989	Oct 2012	$10,500
Crowned Eagle	2008	55,940	Oct 2012	Voyage(3)
Egret Bulker	2010	57,809	Oct 2012 to Feb 2013	$17,650(5) (with 50% profit share over $20,000)
Falcon	2001	50,296	Dec 2012 to Feb 2013	$8,000
Gannet Bulker	2010	57,809	Jan 2013 to May 2013	$17,650(5) (with 50% profit share over $20,000)
Golden Eagle	2010	55,989	Oct 2012 to Dec 2012	$10,500
Goldeneye	2002	52,421	Oct 2012 to Jan 2013	Index(4)
Grebe Bulker	2010	57,809	Feb 2013 to Jun 2013	$17,650(5) (with 50% profit share over $20,000)
Harrier	2001	50,296	Oct 2012 to Nov 2012	$5,000
Hawk I	2001	50,296	Nov 2012	$7,250

Ibis Bulker	2010	57,775	Mar 2013 to Jul 2013	$17,650(5) (with 50% profit share over $20,000)
Imperial Eagle	2010	55,989	Nov 2012 to Feb 2013	Index(4)
Jaeger	2004	52,248	Nov 2012 to Jan 2013	Index(4)
Jay(2)	2010	57,802	-	Spot
Kestrel I	2004	50,326	Mar 2013 to May 2013	$9,500
Kingfisher (2)	2010	57,776	Nov 2012 to Feb 2013	$8,900
Kite	1997	47,195	Oct 2012 to Nov 2012	$7,250
Kittiwake	2002	53,146	Oct 2012 to Jan 2013	$10,500
Martin(2)	2010	57,809	Nov 2012 to Feb 2013	$8,300
Merlin	2001	50,296	Nov 2012	Voyage(3)
Nighthawk(2)	2011	57,809	Nov 2012	$12,500
Oriole(2)	2011	57,809	Oct 2012	$8,400
Osprey I	2002	50,206	Oct 2012	Voyage(3)
Owl(2)	2011	57,809	Oct 2012	$8,500
Peregrine	2001	50,913	Dec 2012 to Mar 2013	$8,250
Petrel Bulker	2011	57,809	May 2014 to Sep 2014	$17,650(5) (with 50% profit share over $20,000)
Puffin Bulker	2011	57,809	May 2014 to Sep 2014	$17,650(5) (with 50% profit share over $20,000)
Redwing	2007	53,411	Oct 2012	$10,000
Roadrunner Bulker	2011	57,809	Aug 2014 to Dec 2014	$17,650(5) (with 50% profit share over $20,000)
Sandpiper Bulker	2011	57,809	Aug 2014 to Dec 2014	$17,650(5) (with 50% profit share over $20,000)
Shrike	2003	53,343	Dec 2012 to Mar 2013	$11,300

Skua	2003	53,350	Oct 2012	$8,250
Sparrow	2000	48,225	Oct 2012	$8,500
Stellar Eagle	2009	55,989	Mar 2013 to Jun 2013	Index(4)
Tern	2003	50,200	Oct 2012	$5,750(3)
Thrasher (2)	2010	53,360	Oct 2012	$10,000(3)
Thrush	2011	53,297	Oct 2012	$9,000(3)
Woodstar (2)	2008	53,390	Nov 2012	$7,200
Wren (2)	2008	53,349	Oct 2012 to Nov 2012	$13,000

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(1) The date range provided represents the earliest and latest date on which the charterer may redeliver the vessel to the Company upon the termination of the charter. The time charter hire rates presented are gross daily charter rates before brokerage commissions, ranging from 0.625% to 5.00%, to third party ship brokers.

(2) The charter rate does not include any shortfall between the vessels' actual daily earnings and the $17,000 per day for which KLC is responsible. Revenue from KLC will be recognized when collectability is assured. In addition, through December 2015, we are entitled to 100% of the profits on earnings between $17,000 to $21,000 per day and a 50% profit share on earnings above $17,000 per day from January 2016 to December 2018.

(3) Upon conclusion of the previous charter, the vessel will commence a short-term charter for up to six months.

(4) Index, an average of the trailing Baltic Supramax Index.

(5) The charterer has an option to extend the charter by two periods of 11 to 13 months each.

Fleet Management

The management of our fleet includes the following functions:

- *Strategic management*. We locate, obtain financing and insurance for, purchase and sell vessels.
- *Commercial management*. We obtain employment for our vessels and manage our relationships with charterers.
- *Technical management*. The technical manager performs day-to-day operations and maintenance of our vessels.

Commercial and Strategic Management

We carry out the commercial and strategic management of our fleet through our wholly owned subsidiaries, Eagle Shipping International (USA) LLC, a Republic of the Marshall Islands limited liability company that maintains its principal executive offices in New York City, and Eagle Bulk Pte. Ltd, a Singapore company. We currently have a total of fifty-three shore based personnel, including our senior management team and our office staff, who either directly or through these subsidiaries, provides the following services:

- commercial operations and technical supervision;
- safety monitoring;
- vessel acquisition; and
- financial, accounting and information technology services.

Technical Management

The technical management of a portion of our fleet is provided by our unaffiliated third party technical managers, V.Ships and Anglo Eastern International Ltd., that we believe are two of the world's largest providers of independent ship management and related services. We have also set up our own in-house technical management capability, through which we provide technical management services to several of our vessels, in order to establish a vessel management bench-mark with the external technical managers. We review the performance of the managers on an annual basis and may add or change technical managers.

Technical management includes managing day-to-day vessel operations, performing general vessel maintenance, ensuring regulatory and classification society compliance, supervising the maintenance and general efficiency of vessels, arranging our hire of qualified officers and crew, arranging and supervising drydocking and repairs, purchasing supplies, spare parts and new equipment for vessels, appointing supervisors and technical consultants and providing technical support. Our technical managers also manage and process all crew insurance claims. Our technical managers maintain records of all costs and expenditures incurred in connection with their services that are available for our review on a daily basis. Our technical managers are members of marine contracting associations which arrange bulk purchasing thereby enabling us to benefit from economies of scale.

Our third-party technical managers are paid a fixed management fee for each vessel in our operating fleet for the technical management services provided. For the three-month periods ended September 30, 2012 and 2011, the technical management fee averaged $10,203 and $9,655 per vessel per month, respectively. Management fees paid to our third-party technical managers are recorded under Vessel Expenses.

Value of Assets and Cash Requirements

The replacement costs of comparable new vessels may be above or below the book value of our fleet. The market value of our fleet may be below book value when market conditions are weak and exceed book value when markets conditions are strong. Customary with industry practice, we may consider asset redeployment which at times may include the sale of vessels at less than their book value. The Company’s results of operations and cash flow may be significantly affected by future charter markets.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations is based upon our interim, unaudited, consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States, and the rules and regulations of the SEC which apply to interim financial statements. The preparation of those financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues, expenses and fair value of derivative and warrants 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.

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Critical accounting policies are those that reflect significant judgments of uncertainties and potentially result in materially different results under different assumptions and conditions. As the discussion and analysis of our financial condition and results of operations is based upon our interim, unaudited, consolidated financial statements, they do not include all of the information on critical accounting policies normally included in consolidated financial statements. Accordingly, a detailed description of these critical accounting policies should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Reports on Form 10-K. There have been no material changes from the "Critical Accounting Policies" previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on March 15, 2012.

Use of Estimates: The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The significant estimates and assumptions of the Company are stock-based compensation, the useful lives of fixed assets and intangibles, depreciation and amortization, the allowances for bad debt, and the fair value of derivative and warrants.

Results of Operations for the three and nine month periods ended September 30, 2012 and 2011:

Fleet Data

We believe that the measures for analyzing future trends in our results of operations consist of the following:

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Ownership Days	4,140	3,938	12,330	11,168
Chartered-in under operating lease Days	58	582	90	2,240
Available Days	4,198	4,489	12,372	13,336
Operating Days	4,172	4,464	12,275	13,243
Fleet Utilization	99.4 %	99.4 %	99.2 %	99.3 %

• <u>Ownership days</u>: 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. Ownership days for the three month period ended September 30, 2012, increased 5% from the corresponding period in 2011 as we operated 45 vessels in the third quarter of 2012 compared to 44 vessels in the corresponding period in 2011.

• Chartered-in under operating lease days: We define chartered-in under operating lease days as the aggregate number of days in a period during which we chartered-in vessels.

• Available days: 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 vessel familiarization upon acquisition, scheduled repairs or repairs under guarantee, vessel upgrades or special surveys and the aggregate amount of time that we spend positioning our vessels. The shipping industry uses available days to measure the number of days in a period during which vessels should be capable of generating revenues. During the nine-month period ended September 30, 2012, the Company drydocked three vessels as compared to one in the comparable period in 2011.

• Operating days: 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 any reason, including unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period during which vessels actually generate revenues.

• Fleet utilization: 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 amount 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. Our fleet continues to perform at high utilization rates.

Revenues

Our revenues are derived from time and voyage charters. As is common in the shipping industry, we pay commissions ranging from 0.625% to 5.00% of the total daily charter hire rate of each charter to unaffiliated ship brokers and in-house brokers associated with the charterers, depending on the number of brokers involved with arranging the charter.

Gross time and voyage charter revenues in the quarter ended September 30, 2012 were $48,895,357 compared with $83,987,828 recorded in the comparable quarter in 2011. The decrease in gross revenues is attributable primarily to lower charter rates and a decrease in voyage charter revenues in the quarter ended September 30, 2012 of $5,148,210 compared to $19,218,936 in the comparable quarter in 2011. Gross revenues recorded in the quarter ended September 30, 2012 and 2011, include an amount of $1,139,972 and $1,267,242, respectively, relating to the non-cash amortization of fair value below contract value of time charters acquired. Brokerage commissions incurred on revenues earned in the quarter ended September 30, 2012 and 2011 were $2,040,686 and $3,664,459, respectively. Net revenues during the quarter ended September 30, 2012 and 2011, were $46,854,671 and $80,323,369, respectively.

Gross time and voyage charter revenues in the nine-month period ended September 30, 2012 were $154,255,768 compared with $255,505,905 recorded in the comparable period in 2011. The decrease in gross revenues is attributable primarily to lower charter rates and a decrease in voyage charter revenues in the nine-month period ended September 30, 2012 of $21,367,738, compared to $63,426,973 in the comparable nine-month period in 2011. Gross revenues recorded in the nine-month period ended September 30, 2012 and 2011, include an amount of $3,574,012 and $3,833,571, respectively, relating to the non-cash amortization of fair value below contract value of time charters acquired. Brokerage commissions incurred on revenues earned in the nine-month period ended September 30, 2012 and 2011 were $6,247,464 and $12,084,373, respectively. Net revenues during the nine-month period ended September 30, 2012 and 2011, were $148,008,304 and $243,421,532, respectively.

Voyage expenses

Voyage expenses for the three-month period ended September 30, 2012 were $6,480,233 compared to $11,995,164 in the comparable quarter in 2011. The decrease in voyage expenses is attributable to reduction in voyage charter revenues and in port charges in the quarter ended September 30, 2012.

Voyage expenses for the nine-month period ended September 30, 2012 were $20,370,857 compared to $35,941,960 in the comparable period in 2011. The decrease in voyage expenses is attributable to reduction in voyage charter revenues and in port charges for the nine-month period ended September 30, 2012.

Vessel Expenses

Vessel expenses for the three-month period ended September 30, 2012 were $21,246,653 compared to $22,000,678 in the comparable quarter in 2011. Vessel expenses for the three-month period ended September 30, 2012 included $19,875,688 in vessel operating costs and $1,370,966 in technical management fees. Vessel expenses for the comparable period in 2011 included $20,757,179, in vessel operating costs and $1,243,499 in technical management fees.

Vessel expenses for the nine-month period ended September 30, 2012 were $67,557,977 compared to $62,763,849 in the comparable nine-month period ended September 30, 2011. The increase in vessel expense is attributable to a larger fleet size in operation for the nine-month period of 2012, increases in vessel crew cost and insurance costs. Vessel expenses for the nine-month period ended September 30, 2012 included $63,415,812 in vessel operating costs and $4,142,165 in technical management fees. Vessel expenses for the nine-month period ended September 30, 2011 included $59,066,954 in vessel operating costs and $3,696,895 in technical management fees.

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 related inventory, tonnage taxes, pre-operating costs associated with the delivery of acquired vessels including providing the newly acquired vessels with initial provisions and stores, other miscellaneous expenses, and technical management fees paid to our third party managers.

Our vessel expenses will increase with the enlargement of our fleet. Other factors beyond our control, some of which may affect the shipping industry in general, may also cause these expenses to increase, including, for instance, developments relating to market prices for crew, insurance and petroleum-based lubricants and supplies.

Charter hire expenses

Charter hire expenses for the three-month period ended September 30, 2012, were $1,104,571 compared to $11,058,796 in the comparable period in 2011. The decrease in Charter hire expenses is attributable to reduction in chartered-in days for the quarter ended September 30, 2012 of 58 days, compared to 582 days in the comparable quarter in 2011.

Charter hire expenses for the nine-month period ended September 30, 2012, were $1,711,144 compared to $38,013,289 in the comparable period in 2011. The decrease in Charter hire expenses is attributable to reduction in chartered-in days for the nine-month period ended September 30, 2012 of 90 days, compared to 2,240 days in the comparable period in 2011.

Depreciation and Amortization

For the three-month periods ended September 30, 2012 and 2011, total depreciation and amortization expense were $19,389,042 and $18,660,293, respectively. Total depreciation and amortization expense for the three-month period ended September 30, 2012 includes $18,931,186 of vessel and other fixed assets depreciation, and $457,856 relating to the amortization of deferred drydocking costs. Comparable amounts for the three-month period ended September

30, 2011 were $17,958,636 of vessel and other fixed assets depreciation and $701,657 of amortization of deferred drydocking costs. The increase in depreciation expense is attributable to a larger fleet size in operation during the three-month period ended September 30, 2012 compared to 2011.

For the nine-month periods ended September 30, 2012 and 2011, total depreciation and amortization expense were $58,250,356 and $53,459,509, respectively. Total depreciation and amortization expense for the nine-month period ended September 30, 2012 includes $56,388,161 of vessel and other fixed assets depreciation, and $1,862,195 relating to the amortization of deferred drydocking costs. Comparable amounts for the nine-month period ended September 30, 2011 were $51,014,334 of vessel and other fixed assets depreciation and $2,445,175 of amortization of deferred drydocking costs.

The cost of our vessels is depreciated 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 28 years from the date of initial delivery from the shipyard to the original owner. Furthermore, we estimate the residual values of our vessels to be $150 per lightweight ton, which we believe is common in the dry bulk shipping industry. Our depreciation charges will increase as our fleet is enlarged. Drydocking relates to our regularly scheduled maintenance program necessary to preserve the quality of our vessels as well as to comply with international shipping standards and environmental laws and regulations. The Company anticipates that vessels are to be drydocked every two and a half years and, accordingly, these expenses are deferred and amortized over that period.

Amortization of deferred financing costs is included in interest expense. These financing costs relate to costs associated with our debt agreement and are amortized over the life of the facility. In connection with the Fourth Amended and Restated Credit Facility, the Company recorded $12,624,330 in deferred financing costs and a fair value of the Warrant Shares of $7,241,743 that amortize over the life the term credit agreement. For the three-month periods ended September 30, 2012 and 2011, the amortization of deferred financing costs allocated to the vessels in operation was $2,096,279 and $1,096,310, respectively. For the nine-month periods ended September 30, 2012, and 2011, the amortization of deferred financing costs allocated to the vessels in operation was $4,428,572 and $3,014,720, respectively.

General and Administrative Expenses

Our general and administrative expenses include onshore vessel administration related expenses such as legal and professional expenses and administrative and other expenses including payroll and expenses relating to our executive officers and office staff, office rent and expenses, directors' fees, and directors and officers insurance. General and administrative expenses also include non-cash compensation expenses.

General and administrative expenses for the three-month periods ended September 30, 2012, and 2011, were $6,497,598 and $8,283,432, respectively. These general and administrative expenses include a non-cash compensation component of $2,130,790 and $2,019,794, respectively. The decrease in general and administrative expenses for the three-month period ended September 30, 2012, is primarily attributable to a lower professional fee costs.

General and administrative expenses for the nine-month periods ended September 30, 2012, and 2011, were $26,551,478 and $30,218,614, respectively. These general and administrative expenses include a non-cash compensation component of $7,012,714 and $6,958,931, respectively. The decrease in general and administrative expenses for the nine-month period ended September 30, 2012 is primarily attributable to a lower professional fee costs and lower bad debt allowance of $5,351,609 in the period ended September 30, 2012 related to amounts receivable from one of our customers, compared with $6,586,900 in the nine-month period ended September 30, 2011 related to amounts receivable from KLC which filed for protective receivership and received South Korean court approval for rehabilitation.

Capitalized Interest

At September 30, 2011, we had one contract for the construction of a newbuilding vessel, which was delivered on October 19, 2011. Interest costs on borrowings used to fund the Company's newbuilding program were capitalized as part of the cost of the newbuilding vessels until such time that the vessels were delivered.

For the three-month period ended September 30, 2011, capitalized interest amounted to $404,304 ($351,417 in interest and $52,887 in amortization of deferred financing costs). This amount was recorded and included in Advances for Vessel Construction in the three-month period ended September 30, 2011, as compared to nil for the for the three-month period ended September 30, 2012.

For the nine-month period ended September 30, 2011, capitalized interest amounted to $2,575,417 ($2,271,047 in interest and $304,370 in amortization of deferred financing costs). This amount was recorded and included in Advances for Vessel Construction in the financial statements prepared for the nine-month period ended September 30, 2011, as compared to nil for the nine-month period ended September 30, 2012.

EBITDA

EBITDA represents operating earnings before extraordinary items, depreciation and amortization, interest expense, and income taxes, if any. EBITDA is included because it is used by certain investors to measure a company's financial performance. EBITDA is not an item recognized by U.S. GAAP and should not be considered a substitute for net income, cash flow from operating activities and other operations or cash flow statement data prepared in accordance with accounting principles generally accepted in the United States or as a measure of profitability or liquidity. EBITDA is presented to provide additional information with respect to the Company's ability to satisfy its obligations including debt service, capital expenditures, and working capital requirements. While EBITDA is frequently used as a measure of operating results and the ability to meet debt service requirements, the definition of EBITDA used herein may not be comparable to that used by other companies due to differences in methods of calculation.

Our term loan agreement require us to comply with financial covenants based on debt and interest ratio with extraordinary or exceptional items, interest, taxes, non-cash compensation, depreciation and amortization (Credit Agreement EBITDA). Therefore, we believe that this non-U.S. GAAP measure is important for our investors as it reflects our ability to meet our covenants. The following table is a reconciliation of net loss, as reflected in the consolidated statements of operations, to the Credit Agreement EBITDA:

	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Net loss	$(29,837,360)	$(5,872,211)	$(70,377,128)	$(13,120,770)
Interest Expense	21,981,186	12,390,455	44,995,438	35,399,362
Depreciation and Amortization	19,389,042	18,660,293	58,250,356	53,459,509
Amortization of fair value below contract value of time charter acquired	(1,139,972)	(1,267,242)	(3,574,012)	(3,833,571)
EBITDA	10,392,896	23,911,295	29,294,654	71,904,530
Adjustments for Exceptional Items:				
Non-cash Compensation Expense (1)	2,130,790	2,019,794	7,012,714	6,958,931
Credit Agreement EBITDA	$12,523,686	$25,931,089	$36,307,368	$78,863,461

(1) Stock based compensation related to stock options and restricted stock units.

Effects of Inflation

We do not believe that inflation has had or is likely, in the foreseeable future, to have a significant impact on vessel operating expenses, drydocking expenses or general and administrative expenses.

Liquidity and Capital Resources

Net cash provided by operating activities during the nine-month period ended September 30, 2012, was $2,644,520, compared with net cash provided by operating activities of $37,107,799 during the corresponding nine-month period ended September 30, 2011. The decrease was primarily due to lower rates on charter renewals.

Net cash provided by investing activities during the nine-month period ended 2012, was $287,344, compared with net cash used in investing activities of $134,649,768 during the corresponding nine-month period ended September 30, 2011. Investing activities during the nine-month period ended September 30, 2011, related primarily to making progress payments and incurring related vessel construction expenses for the newbuilding vessels.

Net cash used in financing activities during the nine-month period ended September 30, 2012 and 2011 was $9,447,930 and $4,305,717, respectively. Financing activities during the nine-month period ended September 30, 2012, related primarily to expenses incurred for the Company’s amendment credit agreement.

As of September 30, 2012, our cash balance was $18,559,137, compared to a cash balance of $25,075,203 at December 31, 2011. Also recorded in Restricted Cash is an amount of $276,056 which collateralizes letters of credit relating to our office leases.

On June 20, 2012, the Company entered into a Fourth Amended and Restated Credit Agreement to its credit facility agreement, dated as of October 19, 2007, as amended up to the date thereof (the “Fourth Amended and Restated Credit Agreement”), which, among other things, (i) permanently waives any purported defaults or events of defaults that were the subject of a temporary waiver under the Sixth Amendatory and Commercial Framework Implementation Agreement (the "Sixth Amendment") to the Third Amended and Restated Credit Agreement dated October 19, 2007, including any alleged events of default arising from any purported breach of the minimum adjusted net worth covenant that occurred as a result of any failure to maintain the required adjusted net worth; (ii) converts the $1,129,478,741 outstanding under the revolving credit facility into a term loan; (iii) sets the maturity date as December 31, 2015, and, subject to the Company's satisfaction of certain conditions including a collateral coverage ratio at December 31, 2015 of less than 80%, provides an option to the Company to further extend the maturity date by an additional 18 months to June 30, 2017 (the "Termination Date"); (iv) requires no mandatory repayments of principal until the Termination Date, other than a quarterly sweep of cash on hand in excess of $20,000,000 and upon the sale of vessels, additional financings or future equity raises by the Company. All amounts outstanding under the term loan will bear interest at LIBOR plus a margin that will include a payment-in-kind ("PIK") component. The initial cash margin of 3.50% and PIK margin of 2.50% can be reduced on the basis of reduced leverage and proceeds from future equity raises by the Company.

The Fourth Amended and Restated Credit Agreement also provides for a new Liquidity Facility in the aggregate amount of $20,000,000, which permits the purchase or sale of vessels within certain parameters, permits the management of third party vessels and provides that all capitalized interest in the form of PIK loans, which will mature on the Termination Date. On the Termination Date, the Company may elect to either (i) repay the PIK loans in cash; or (ii) convert the PIK loans into shares of cumulative convertible preferred stock, par value $10.00 per share. As of September 30, 2012 the outstanding amount of the term loan was $1,129,478,741, the amount of the PIK loans was $8,101,953 and no amount was drawn on the Liquidity Facility. In connection with the Fourth Amended and Restated Credit Amendment, the Company recorded $12,624,330 of deferred financing costs that are amortized over the life of the term loan, including amendment and professional fees, of which 50% of the amendment fees were paid upon signing the Fourth Amended and Restated Credit Agreement, 25% of the amendment fees were paid during the third quarter of 2012 and 25% of the amendment fees is payable during the fourth quarter of 2012.

In addition, the Fourth Amended and Restated Credit Agreement replaces the previously existing financial covenants and substitutes them with new covenants, which shall require the Company to (i) maintain a maximum leverage ratio of the term loan indebtedness, excluding the PIK loans, to EBITDA (as defined in the Fourth Amended and Restated Credit Agreement) commencing in the quarterly period ending September 30, 2013 of 13.9:1, declining in intervals to 7.3:1 for the quarterly period ending December 31, 2015 and, should the Termination Date be extended under the Company’s option, further declining in intervals to 6.2:1 for the quarterly period ending March 31, 2017, (ii) maintain a minimum interest coverage ratio of EBITDA to cash interest expenses on a trailing four quarter basis, expressed as a percentage, commencing in the quarterly period ending June 30, 2013 of 130%, escalating in intervals to 220% for the quarterly period ending December 31, 2015 and, should the Termination Date be extended, further escalating in intervals to 230% for the quarterly period ending March 31, 2017, (iii) maintain free cash with the agent in one or more accounts in an amount equal to $500,000 per vessel owned directly or indirectly by the Company, provided that the unutilized amount of the liquidity facility shall be deemed to constitute free cash for these purposes and (iv) maintain a maximum collateral coverage ratio commencing in the quarterly period ending September 30, 2014 of 100% of the term loan indebtedness and any related swap exposure, declining in intervals to 80% for the quarterly period ending December 31, 2015 and, should the Termination Date be extended, further declining in intervals to 70%

for the quarterly period ending March 31, 2017. The general decline in the dry bulk carrier charter market has resulted in lower charter rates for vessels in the dry bulk market. A continuation of these conditions, could impact our compliance with these loan covenants, once they are due.

In connection with the Fourth Amended and Restated Credit Agreement, the Company entered into a Warrant Agreement, dated June 20, 2012, pursuant to which the Company issued 3,148,584 warrants convertible on a cashless basis into shares of the Company's common stock, par value $0.01 (the "Warrant Shares"), at a strike price of $0.01 per share of common stock. One-third of the warrants are exercisable immediately, the next third of the warrants are exercisable when the price of the Company's common stock reaches $10.00 per share and the last third of the warrants are exercisable when the price of the Company's common stock reaches $12.00 per share. Unexercised warrants will expire on June 20, 2022. The Company determined the relative fair value of the Warrant Shares at $7.2 million using the Monte Carlo simulation which was performed, and the mean value was selected. The assumptions used in the Monte Carlo simulation were the underlying stock price of $2.98, risk-free rate of 1.64%, expected volatility of 79.3%, expected term of 10 years and expected dividend yield of 0%. The fair value of the warrants was recorded as deferred financing cost and amortized over the life of the term loan agreement.

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Our obligations under the Fourth Amended and Restated Credit Agreement are secured by a first priority mortgage on each of the vessels in our fleet, and by a first assignment of all freights, earnings, insurances and requisition compensation relating to our vessels. The Fourth Amended and Restated Credit Agreement also limits our ability to create liens on our assets in favor of other parties.

The covenants contained in our Fourth Amended and Restated Credit Facility relate to our financial position, operating performance and liquidity. The market value of dry bulk vessels is sensitive, among other things, to changes in the dry bulk charter market. The general decline in the dry bulk carrier charter market has resulted in lower charter rates for vessels in the dry bulk market. The decline in charter rates in the dry bulk market coupled with the prevailing difficulty in obtaining financing for vessel purchases have adversely affected dry bulk vessel values. A continuation of these conditions, could lead to a significant decline in our EBITDA and fair market values of our vessels, which could impact our compliance with these loan covenants, once they are due. The developments in the credit markets and related impact on the dry bulk charter market and have also resulted in additional risks. The occurrence of one or more of these risk factors could adversely affect our results of operations or financial condition. We believe that our current financial resources, together with cash generated from operations will be sufficient to meet our current business needs. Please refer to the section entitled “Risk Factors” in Part II of this document which should be read in conjunction with the risk factors included in the Company’s 2011 Annual Report on Form 10-K.

In August 2012, the Company filed a new shelf registration statement, which became effective on October 1, 2012, to replace its previous shelf registration statement that expired in August 2012. Under the new shelf registration statement, the Company may issue up to an aggregate of $500,000,000 of securities, including common shares, preferred shares, debt securities (which may be guaranteed by certain of the Company’s subsidiaries), warrants, purchase contracts, rights and units comprised of any of the aforementioned securities.

In addition, in connection with the Fourth Amended and Restated Credit Agreement discussed above, the Company entered into a Registration Rights Agreement (the "Registration Rights Agreement"), dated June 20, 2012, with its lenders pursuant to which the Company agreed to register the Warrant Shares for resale under the Securities Act. Under the terms of the Registration Rights Agreement, the Company filed a shelf registration statement on Form S-3 on June 26, 2012 relating to the Warrant Shares, which became effective on September 17, 2012. Pursuant to the Registration Rights Agreement, the Company has agreed to keep the registration statement effective and file all information required to be filed under Rule 144 or the Exchange Act until the Warrant Shares are otherwise freely tradable without restriction under Rule 144 under the Securities Act.

Dividends

The Company did not make any dividend payments in 2012 or 2011.

Contractual Obligations

The following table sets forth our expected contractual obligations and their maturity dates as of September 30, 2012:

(in thousands of U.S. dollars)	**Within One Year**(4)	One to Three Years	Three to Five Years	More than Five years	Total
Bank Loans	$-	$-	$1,129,479	$ -	$1,129,479
PIK loan	-	-	98,022	-	98,022
Interest and borrowing fees (1)	46,683	89,240	10,382	-	146,305
Chartering agreement (2,3)	-	5,346	9,855	19,292	34,493
Office lease (4)	1,333	2,241	2,223	741	6,538
Total	$48,016	$96,827	$1,249,961	$ 20,033	$1,414,837

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(1) The Company is a party to floating-to-fixed interest rate swaps covering an aggregate notional amount of $166,300,000.

(2) Does not include the Company's obligations of charter- in vessels for periods of less than one year.

(3) On July 28, 2011, the Company entered into an agreement to charter-in a 37,000 dwt newbuilding Japanese vessel that is expected to be delivered between May and October 2014 for seven years with an option for additional one year. The hire rate for the 1st to 7th year is $13,500 per day and for the 8th year option $13,750 per day.

(4) Remainder of the lease on the office space which we occupy.

Capital Expenditures

Our capital expenditures relate to the purchase of vessels and capital improvements to our vessels which are expected to enhance the revenue earning capabilities and safety of these vessels.

In addition to acquisitions that we may undertake in future periods, the Company's other major capital expenditures include funding the Company's maintenance program of regularly scheduled drydocking necessary to preserve the quality of our vessels as well as to comply with international shipping standards and environmental laws and regulations. Although the Company has some flexibility regarding the timing of its dry docking, the costs are relatively predictable. Management anticipates that vessels are to be drydocked every two and a half years. Funding of these requirements is anticipated to be met with cash from operations. We anticipate that this process of recertification will require us to reposition these vessels from a discharge port to shipyard facilities, which will reduce our available days and operating days during that period.

Drydocking costs incurred are amortized to expense on a straight-line basis over the period through the date the next drydocking for those vessels are scheduled to occur. No vessel drydocked in the three months ended September 30, 2012. The following table represents certain information about the estimated costs for anticipated vessel drydockings in the next four quarters, along with the anticipated off-hire days:

Quarter Ending	**Off-hire Days[1]**	**Projected Costs[2]**
December 31, 2012	-	-
March 31, 2013	22	$0.60 million
June 30, 2013	44	$1.20 million
September 30, 2013	22	$0.60 million

(1) *Actual duration of drydocking will vary based on the condition of the vessel, yard schedules and other factors.*

(2) *Actual costs will vary based on various factors, including where the drydockings are actually performed.*

Off-balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Other Contingencies

We refer you to Note 1 “Risk and Uncertainties” to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report for a discussion of our contingencies related to claim litigation. If an unfavorable ruling were to occur in these matters, there exists the possibility of a material adverse impact on our business, liquidity, results of operations, financial position and cash flows in the period in which the ruling occurs. The potential impact from legal proceedings on our business, liquidity, results of operations, financial position and cash flows, could change in the future.

Item 3. ***Quantitative and Qualitative Disclosures about Market Risk***

There have been no material changes from the market risk disclosure set forth in the section entitled "Quantitative and Qualitative Disclosures about Market Risk" in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on March 15, 2012.

Item 4. ***Controls and Procedures***

Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1 - Legal Proceedings

From time to time, we are involved in various disputes and litigation matters that arise in the ordinary course of our business, principally personal injury and property casualty claims. Those claims, even if lacking merit, could result in the expenditure by us of significant financial and managerial resources. Information about legal proceedings is set forth in Note 6 to the Consolidated Financial Statements included in Part I, Item 1 of this Quarterly Report and is incorporated by reference herein.

Item 1A – Risk Factors

There have been no material changes from the "Risk Factors" previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on March 15, 2012.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3 - Defaults Upon Senior Securities

None.

Item 4 – Mine Safety Disclosures

None.

Item 5 - Other Information

None.

Item 6 – Exhibits

EXHIBIT INDEX

3.1	Amended and Restated Articles of Incorporation of the Company (1)
3.2	Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company(14)
3.3	Amended and Restated Bylaws of the Company (1)
3.4	Certificate of Designation of Series A Junior Participating Preferred Stock (2)
4.1	Form of Share Certificate of the Company (1)
4.2	Form of Senior Indenture (3)
4.3	Form of Subordinated Indenture (3)
4.4	Rights Agreement (4)
4.5	Amended and Restated Rights Agreement, dated June 20, 2012, between the Company and the Rights Agent (15)
10.1	Form of Registration Rights Agreement (1)
10.2	Form of Management Agreement (1)
10.3	Form of Restricted Stock Unit Award Agreement (5)
10.4	Form of Third Amended and Restated Credit Agreement (6)
10.5	Second Amendatory Agreement of Third Amended and Restated Credit Agreement (7)
10.6	Eagle Bulk Shipping Inc. 2005 Stock Incentive Plan (1)
10.7	Amended and Restated Employment Agreement for Mr. Sophocles N. Zoullas (8)
10.8	Eagle Bulk Shipping Inc. 2009 Stock Incentive Plan (9)
10.8	Fourth Amendatory Agreement, dated as of August 4, 2010, among the Company and certain of its subsidiaries and the banks and financial institutions party thereto and the Royal Bank of Scotland plc, as mandated lead arranger(10)
10.9	Delphin Management Agreement (11)
10.10	Sixth Amendatory Agreement and Commercial Framework Implementation Agreement, dated as of September 26, 2011, as supplemented, among the Company and certain of its subsidiaries and the banks and financial institutions party thereto and the Royal Bank of Scotland plc, as mandated lead arranger (12)
10.11	Eagle Bulk Shipping Inc. 2011 Stock Incentive Plan. (13)
10.12	Fourth Amended and Restated Credit Agreement, dated as of June 20, 2012, for the Company arranged by The Royal Bank of Scotland plc and with The Royal Bank of Scotland plc acting as Agent and Security Trustee (16)
10.13	Warrant Agreement, dated June 20, 2012, by and between the Company, as the Issuer, and the Lender Holders, as Holders (17)
10.14	Warrant Shares Registration Rights Agreement, dated June 20, by and among the Company and the Lender Holders (18)
31.1	Rule 13a-14(d) / 15d-14(a)_Certification of CEO
31.2	Rule 13a-14(d) / 15d-14(a)_Certification of CFO
32.1	Section 1350 Certification of CEO
32.2	Section 1350 Certification of CFO
101.	The following materials from Eagle Bulk Shipping Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets (unaudited) as of September 30, 2012 and December 31, 2011, (ii) Consolidated Statements of Operations (unaudited) for the three months and nine months ended September 30, 2012 and 2011, (iii) Consolidated Statements of Comprehensive Income (unaudited) for the nine months ended September, 2012 and 2011, (iv) Consolidated Statements of Stockholders' Equity (unaudited) for the nine months ended September, 2012 and 2011, (v) Consolidated Statements of Cash Flows (unaudited) for the nine months ended September, 2012 and

2011, and (vi) Notes to Consolidated Financial Statements (unaudited).

(1) Incorporated by reference to the Company’s Registration Statement on Form S-1/A, Registration No. 333-123817, filed with the SEC on June 20, 2005.

(2) Incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form 8-A, filed with the SEC on November 13, 2007.

(3) Incorporated by reference to the Company’s Registration Statement on Form S-3, Registration No. 333-182335, filed with the SEC on December 29, 2006.

(4) Incorporated by reference to the Company's Registration Statement on Form 8-A, filed with the SEC on November 13, 2007.

(5) Incorporated by reference to the Company’s to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the period ended September 30, 2007, filed with the SEC on November 9, 2007.

(6) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on October 25, 2007.

(7) Incorporated by reference to Exhibit 4.9 to the Company's registration statement on Form S-3POSASR, Registration No. 333-148417, filed with the SEC on March 2, 2009.

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(8) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 20, 2008.

(9) Incorporated in Appendix A to the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 10, 2009.

(10) Incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2010, filed with the SEC on November 9, 2010.

(11) Incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, filed with the SEC on March 5, 2010.

(12) Incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2011, filed with the SEC on March 16, 2012.

(13) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 17, 2011.

(14) Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on May 23, 2012.

(15) Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed with the SEC on June 20, 2012.

(16) Incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed with the SEC on August 9, 2012.

(17) Incorporated by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed with the SEC on August 9, 2012.

(18) Incorporated by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2012, filed with the SEC on August 9, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EAGLE BULK SHIPPING INC.

By: /s/ Sophocles N. Zoullas
Sophocles N. Zoullas
Chairman of the Board and
Chief Executive Officer
Date: November 9, 2012

By: /s/ Adir Katzav
Adir Katzav
Chief Financial Officer
and Principal Accounting Officer
Date: November 9, 2012

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