

HELIX ENERGY SOLUTIONS GROUP INC  
Form 305B2  
March 07, 2012

Registration Statement No. 333-179937

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

**FORM T-1**

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

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

**The Bank of New York Mellon Trust Company, N.A.**

(Exact name of trustee as specified in its charter)

**N/A**  
(Jurisdiction of incorporation

**95-3571558**  
(I.R.S. employer

if not a U.S. national bank)

identification no.)

**700 South Flower Street, Suite 500**

**Los Angeles, California**  
(Address of principal executive offices)

**90017**  
(Zip code)

**Legal Department**

**The Bank of New York Mellon Trust Company, N.A.**

**One Wall Street, 15<sup>th</sup> Floor**

**New York, NY 10286**

**(212) 635-1270**

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

**Helix Energy Solutions Group, Inc.**

(Exact name of obligor as specified in its charter)

**Minnesota**  
(State or other jurisdiction of

**95-3409686**  
(I.R.S. employer

incorporation or organization)

identification no.)

**400 N. Sam Houston Parkway E., Suite 400**

**Houston, Texas**  
(Address of principal executive offices)

**77060**  
(Zip code)

**Debt Securities**

(Title of the indenture securities)



**Item 1. General information.**

Furnish the following information as to the trustee:

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

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, D.C. 20219
Federal Reserve Bank	San Francisco, California 94105
Federal Deposit Insurance Corporation	Washington, D.C. 20429

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

**Item 2. Affiliations with Obligor.**

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

None.

**Item 16. List of Exhibits.**

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

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A. (Exhibit 1 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006)
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed January 11, 2005 in connection with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers. (Exhibit 3 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006).
4. A copy of the existing by-laws of the trustee. (Exhibit 4 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006).
6. The consent of the trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed on September 8, 2008 in connection with Registration Statement No. 333-135006).

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7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.
8. Not applicable.
9. Not applicable.

**SIGNATURE**

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Chicago, and State of Illinois, on the 6<sup>th</sup> day of March, 2012.

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.**

By: /s/ Richard Tarnas  
Name: Richard Tarnas  
Title: Vice President