

HESS CORP
Form 305B2
January 30, 2009

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**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
(Exact name of trustee as specified in its charter)

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

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

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

10286
(Zip code)

HESS CORPORATION
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

13-4921002
(I.R.S. Employer
Identification No.)

1185 Avenue of the Americas
New York, New York
(Address of principal executive offices)

10036
(Zip code)

Debt Securities
(Title of the indenture securities)

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Item 1. General Information.

Furnish the following information as to the Trustee:

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

| | |
|---|---|
| Superintendent of Banks of the State of New York | 2 Rector Street, New York, N.Y. 10006 and Albany, N.Y. 12203 |
| Federal Reserve Bank of New York | 33 Liberty Plaza, New York, N.Y. 10045 |
| Federal Deposit Insurance Corporation | 550 17th Street, N.W., Washington, D.C. 20429 |
| New York Clearing House Association | New York, N.Y. 10005 |

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

Yes.

Item 2. Affiliations with Obligor.

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

None.

Item 16. List of Exhibits.

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

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195.)
 4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 with Registration Statement No. 333-121195.)
 6. The consent of the Trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 33-44051.)
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.
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SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a banking corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 29th day of January, 2009.

THE BANK OF NEW YORK MELLON

By: /s/ Francine Kincaid
Name: Francine Kincaid
Title: Vice President

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(Page i of iii)Consolidated Report of Condition of
THE BANK OF NEW YORK
of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business September 30, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

| | Dollar Amounts In Thousands |
|--|--------------------------------|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | \$ 44,129,000 |
| Interest-bearing balances | 48,207,000 |
| Securities: | |
| Held-to-maturity securities | 7,661,000 |
| Available-for-sale securities | 39,616,000 |
| Federal funds sold and securities purchased under agreements to resell | |
| Federal funds sold in domestic offices | 877,000 |
| Securities purchased under agreements to resell | 4,598,000 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 0 |
| Loans and leases, net of unearned income | 46,218,000 |
| LESS: Allowance for loan and lease losses | 324,000 |
| Loans and leases, net of unearned income and allowance | 45,894,000 |
| Trading Assets | 6,900,000 |
| Premises and fixed assets (including capitalized leases) | 1,087,000 |
| Other real estate owned | 7,000 |
| Investments in unconsolidated subsidiaries and associated companies | 858,000 |
| Not applicable | |
| Intangible assets: | |
| Goodwill | 5,026,000 |
| Other intangible assets | 1,619,000 |
| Other assets | 12,220,000 |
| Total assets | \$ 218,699,000 |

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(Page ii of iii)**LIABILITIES**

| | |
|--|--------------------|
| Deposits: | |
| In domestic offices | \$ 103,521,000 |
| Noninterest-bearing | 80,077,000 |
| Interest-bearing | 23,444,000 |
| In foreign offices, Edge and Agreement subsidiaries, and IBFs | 67,951,000 |
| Noninterest-bearing | 2,259,000 |
| Interest-bearing | 65,692,000 |
| Federal funds purchased and securities sold under agreements to repurchase | |
| Federal funds purchased in domestic offices | 4,367,000 |
| Securities sold under agreements to repurchase | 76,000 |
| Trading liabilities | 5,676,000 |
| Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases) | 12,514,000 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures | 3,490,000 |
| Other liabilities | 8,209,000 |
| Total liabilities | \$ 205,804,000 |
| Minority interest in consolidated subsidiaries | 473,000 |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 1,135,000 |
| Surplus (exclude all surplus related to preferred stock) | 6,764,000 |
| Retained earnings | 6,564,000 |
| Accumulated other comprehensive income | -2,041,000 |
| Other equity capital components | 0 |
| Total equity capital | 12,422,000 |
| Total liabilities, minority interest, and equity capital | \$ 218,699,000 |

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EXHIBIT 7
(Page iii of iii)

I, Thomas J. Mastro, Senior Vice President and Comptroller of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas J. Mastro,
Senior Vice President and Comptroller

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

Thomas A. Renyi
Gerald L. Hassell
Alan R. Griffith

Directors

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