

OVERSEAS SHIPHOLDING GROUP INC
Form 10-Q
September 30, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 1-6479-1

OVERSEAS SHIPHOLDING GROUP, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

13-2637623
(IRS Employer Identification No.)

1301 Avenue of the Americas, New York, New York
(Address of principal executive offices)

10019
(Zip Code)

(212) 953-4100
Registrant's telephone number, including area code

No Change
Former name, former address and former fiscal year, if changed since last report

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Shares outstanding as of September 30, 2013 30,718,509

Special Note

This Quarterly Report on Form 10-Q was delayed pending the completion of an inquiry conducted by the Company at the request and under the direction of the audit committee of the board of directors of the Company (the "Audit Committee"), into the Company's understatement of its United States ("U.S.") federal income tax payments and its provision for income taxes. The Company completed its inquiry and an analysis of the consequences in June 2013. On October 19, 2012, the Audit Committee, on the recommendation of management, concluded that the Company's previously issued financial statements for at least each of the three calendar years in the three year period ended December 31, 2011 (including the interim periods within those years), and for each of the calendar quarters ended March 31, 2012 and June 30, 2012, should no longer be relied upon. Upon completion of the aforementioned inquiry, it was determined that there were errors in the Company's previously issued financial statements for each of the twelve calendar years in the twelve year period ended December 31, 2011 (including the interim periods within those years), and for each of the calendar quarters ended March 31, 2012 and June 30, 2012, and such financial statements should be restated. Accordingly, the Company restated its previously issued financial statements for the two calendar years ended December 31, 2011 and 2010 and for each of the calendar quarters ended March 31, 2012 and June 30, 2012 in its Annual Report on Form 10-K for 2012. The Company has also provided adjustments to data for each of the calendar years 2000 to 2009 in Item 6, "Selected Financial Data," in its Annual Report on Form 10-K for the year ended December 31, 2012 (the "2012 Form 10-K"). The Company has not amended its previously filed Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q for the periods affected by this restatement.

The Company also restated the consolidated balance sheet as of December 31, 2011 and the related consolidated statements of operations, comprehensive loss, changes in equity and cash flows for the year ended December 31, 2011 and for each of the calendar quarters ended March 31, 2012 and June 30, 2012 in its 2012 Form 10-K to reflect the correction of an error in the method used to estimate the credit valuation adjustments associated with the fair market valuation of interest rate swap derivative contracts of certain of the Company's equity method investees.

The adjustments made as a result of the restatements and the potential related cash impact of the restatements are discussed in Note 2, "Company Inquiry and Restatement," to the accompanying condensed consolidated financial statements included in "Financial Statements (unaudited)". For additional discussion of the inquiry and restatement adjustments, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Company Inquiry and Restatement" and Note 2, "Company Inquiry and Restatement," to the accompanying condensed consolidated financial statements. For a description of the material weaknesses identified by management in internal control over financial reporting with respect to income taxes and fair market valuation of interest rate swaps and management's remediation actions to address the material weaknesses, see "Controls and Procedures" of this Form 10-Q. For more information, see our Annual Report on Form 10-K for the year ended December 31, 2012.

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)
CONDENSED CONSOLIDATED BALANCE SHEETS
DOLLARS IN THOUSANDS

	March 31, 2013 (Unaudited)	December 31, 2012
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 556,618	\$ 507,342
Voyage receivables, including unbilled of \$118,545 and \$131,333	154,178	179,259
Other receivables	28,206	28,900
Inventories, prepaid expenses and other current assets	45,207	55,926
Total Current Assets	784,209	771,427
Vessels and other property, including construction in progress of \$107,031 and \$95,283, less accumulated depreciation of \$1,025,933 and \$994,306	2,813,349	2,837,288
Deferred drydock expenditures, net	63,191	74,418
Total Vessels, Deferred Drydock and Other Property	2,876,540	2,911,706
Investments in Affiliated Companies	264,959	252,398
Intangible Assets, less accumulated amortization of \$32,652 and \$31,356	70,679	71,975
Goodwill	9,589	9,589
Other Assets	25,186	26,440
Total Assets	\$ 4,031,162	\$ 4,043,535
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable, accrued expenses and other current liabilities	\$ 103,363	\$ 99,273
Deferred income taxes	24,558	25,900
Income taxes payable, including reserve for uncertain tax positions of \$326,121 and \$326,121	331,805	329,799
Total Current Liabilities	459,726	454,972
Reserve for Uncertain Tax Positions	18,631	17,067
Deferred Gain on Sale and Leaseback of Vessels	-	3,839
Deferred Income Taxes	334,907	343,162
Other Liabilities	39,255	37,712
Liabilities Subject to Compromise	2,805,783	2,652,537
Total Liabilities	3,658,302	3,509,289
Equity:		
Total Equity	372,860	534,246
Total Liabilities and Equity	\$ 4,031,162	\$ 4,043,535

See notes to condensed consolidated financial statements

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS
(UNAUDITED)

	Three Months Ended March 31, 2013	2012 (As Restated)
Shipping Revenues:		
Pool revenues, including \$23,268 and \$20,654 received from companies accounted for by the equity method	\$ 56,255	\$ 72,526
Time and bareboat charter revenues	83,801	67,985
Voyage charter revenues	107,382	151,867
	247,438	292,378
Operating Expenses:		
Voyage expenses	51,793	78,349
Vessel expenses	66,367	70,703
Charter hire expenses	65,460	95,771
Depreciation and amortization	43,271	49,262
General and administrative	19,726	21,136
Severance and relocation costs	(422)	905
(Gain)/loss on disposal of vessels	22	(106)
Total Operating Expenses	246,217	316,020
Income/(loss) from Vessel Operations	1,221	(23,642)
Equity in Income of Affiliated Companies	10,290	6,908
Operating Income/(loss)	11,511	(16,734)
Other Income/(expense)	(199)	3,412
Income/(loss) before Interest Expense, Reorganization Items and Income Taxes	11,312	(13,322)
Interest Expense	(288)	(23,010)
Income/(loss) before Reorganization Items and Income Taxes	11,024	(36,332)
Reorganization Items, net	(184,621)	-
Loss before Income Taxes	(173,597)	(36,332)
Income Tax Benefit/(Provision)	5,835	(528)
Net Loss	\$ (167,762)	\$ (36,860)
Weighted Average Number of Common Shares Outstanding:		
Basic	30,448,703	30,282,899
Diluted	30,448,703	30,282,899
Per Share Amounts:		
Basic net loss	\$ (5.51)	\$ (1.22)
Diluted net loss	\$ (5.51)	\$ (1.22)

See notes to condensed consolidated financial statements

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
 (DEBTOR-IN-POSSESSION)
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
 DOLLARS IN THOUSANDS
 (UNAUDITED)

	Three Months Ended March 31, 2013	2012 (As Restated)
Net Loss	\$ (167,762)	\$ (36,860)
Other Comprehensive (Loss)/Income, net of tax:		
Net change in unrealized holding losses on available-for-sale securities	(49)	(282)
Reduction in unrealized losses on cash flow hedges	7,817	10,164
Defined benefit pension and other postretirement benefit plans:		
Net change in unrecognized prior service costs	(21)	(21)
Net change in unrecognized actuarial losses	453	(291)
Other Comprehensive Income	8,200	9,570
Comprehensive Loss	\$ (159,562)	\$ (27,290)

See notes to condensed consolidated financial statements

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
DOLLARS IN THOUSANDS
(UNAUDITED)

	Three Months Ended March 31, 2013	2012 (As Restated)
Cash Flows from Operating Activities:		
Net loss	\$ (167,762)	\$ (36,860)
Items included in net loss not affecting cash flows:		
Depreciation and amortization	43,271	49,262
Amortization of deferred gain on sale and leasebacks	42	(3,363)
Amortization of debt discount and other deferred financing costs	-	1,071
Compensation relating to restricted stock and stock option grants	(1,782)	2,107
Deferred income tax benefit	(9,704)	(3,575)
Unrealized gains on forward freight agreements and bunker swaps	-	(2,022)
Undistributed earnings of affiliated companies	(6,719)	1,932
Deferred payment obligations on charters-in	1,377	1,392
Reorganization items, non-cash	177,213	-
Gain on sublease contracts	(344)	-
Other net	1,252	1,344
Items included in net loss related to investing and financing activities:		
Loss/(gain) on sale of securities and other investments net	303	(1,018)
Loss/(gain) on disposal of vessels net	22	(106)
Payments for drydocking	(3,834)	(10,829)
Changes in operating assets and liabilities	34,096	10,136
Net cash provided by operating activities	67,431	9,471
Cash Flows from Investing Activities:		
Long-term investments	-	(26)
Proceeds from sale of marketable securities and investments	179	109
Expenditures for vessels	(12,203)	(29,343)
Deposit received for disposal of vessel	472	-
Expenditures for other property	(278)	(527)
Other net	(81)	472
Net cash used in investing activities	(11,911)	(29,315)
Cash Flows from Financing Activities:		
Purchases of treasury stock	(42)	(283)
Issuance of debt, net of issuance costs and deferred finance costs	-	229,000
Payments on debt, including adequate protection payments	(6,202)	(50,515)
Issuance of common stock upon exercise of stock options	-	103
Other net	-	15
Net cash (used in)/provided by financing activities	(6,244)	178,320
Net increase in cash and cash equivalents	49,276	158,476
Cash and cash equivalents at beginning of year	507,342	54,877
Cash and cash equivalents at end of period	\$ 556,618	\$ 213,353

See notes to condensed consolidated financial statements

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
DOLLARS IN THOUSANDS
(UNAUDITED)

	Common Stock*	Paid-in Additional Capital	Retained Earnings	Treasury Stock Shares	Amount	Accumulated Other Comprehensive Loss**	Total
Balance at January 1, 2013	\$ 44,291	\$ 414,411	\$ 1,024,480	13,396,320	\$ (835,155)	\$ (113,781)	\$ 534,246
Net Loss			(167,762)				(167,762)
Other Comprehensive Income						8,200	8,200
Forfeitures of Restricted Stock Awards		-		58,080	-		-
Compensation Related to Options Granted		(506)					(506)
Amortization of Restricted Stock Awards		(1,276)					(1,276)
Purchases of Treasury Stock				40,370	(42)		(42)
Balance at March 31, 2013	\$ 44,291	\$ 412,629	\$ 856,718	13,494,770	\$ (835,197)	\$ (105,581)	\$ 372,860
Balance at January 1, 2012 (As Reported)	\$ 44,291	\$ 413,016	\$ 2,040,031	13,826,882	\$ (840,302)	\$ (101,791)	\$ 1,555,245
Restatement Adjustments ***			(535,437)			(17,516)	(552,953)
Balance at January 1, 2012 (As Restated)	44,291	413,016	1,504,594	13,826,882	(840,302)	(119,307)	1,002,292
Net Loss (As Restated)			(36,860)				(36,860)
Other Comprehensive Income (As Restated)						9,570	9,570
Issuance of Restricted Stock Awards		(4,571)		(400,526)	4,586		15
Compensation Related to Options Granted		492					492
Amortization of Restricted Stock Awards		1,615					1,615
Options Exercised and Employee Stock Purchase Plan		(35)		(11,041)	138		103
				26,624	(283)		(283)

Purchases of
Treasury Stock

Balance at March 31, 2012 (As Restated)	\$ 44,291	\$ 410,517	\$ 1,467,734	13,441,939	\$ (835,861)	\$ (109,737)	\$ 976,944
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- * Par value \$1 per share; 120,000,000 shares authorized; 44,290,759 shares issued as of March 31, 2013.
- ** Amounts are net of tax.
- *** See Note 2, "Company Inquiry and Restatement," to the accompanying condensed consolidated financial statements for details.

See notes to condensed consolidated financial statements

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)

Note 1 Basis of Presentation and Significant Accounting Policies:

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. They do not include all of the information and footnotes required by generally accepted accounting principles in the U.S. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of the results have been included. Operating results for the three months ended March 31, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013.

The consolidated balance sheet as of December 31, 2012 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles in the U.S. for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

Dollar amounts, except per share amounts are in thousands.

Recently Adopted Accounting Standards

In December 2011, the FASB issued ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities*, which creates new disclosure requirements about the nature of an entity's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. The disclosure requirements are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods therein, with retrospective application required. In January 2013, the FASB issued ASU No. 2013-01, *Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*, which clarified the scope limitations of the guidance issued in ASU No. 2011-11. The adoption of the new accounting guidance did not have any impact on the Company's consolidated financial statements.

In February 2013, the FASB issued ASU No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, which adds new disclosure requirements intended to improve the transparency of changes in other comprehensive income and items reclassified out of accumulated other comprehensive income. This guidance, which is to be applied prospectively, became effective for the Company's annual and interim periods beginning January 1, 2013. Adoption of this new accounting guidance did not have a significant impact on the Company's consolidated financial statements.

Recently Issued Accounting Standards

In February 2013, the FASB issued ASU No. 2013-04, *Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation is Fixed at the Reporting Date*, which provides guidance for the recognition, measurement, and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, except for obligations addressed within existing U.S. GAAP guidance. This accounting standard is effective for public entities for annual periods, and interim periods within those annual periods, beginning after December 31, 2013. Based on preliminary evaluations, OSG does not believe the adoption of the new accounting guidance will have a significant impact on its consolidated financial statements.

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)

Note 2 Company Inquiry and Restatement:

As discussed in the 2012 Form 10-K, in October 2012, at the request and under the direction of the audit committee of the board of directors of the Company (the "Audit Committee") the Company, with the assistance of counsel, conducted an inquiry into the Company's provision for United States ("U.S.") federal income taxes in light of certain provisions contained in the Company's unsecured revolving credit facility scheduled to mature on February 8, 2013 and certain predecessor credit facilities (the "Credit Facilities"). In connection with the inquiry process, on October 19, 2012, the Audit Committee, on the recommendation of management, concluded that the Company's previously issued financial statements for at least the three years ended December 31, 2011 and associated interim periods, and for each of the quarters ended March 31, 2012 and June 30, 2012, should no longer be relied upon. Upon completion of the inquiry in June 2013, it was determined that there were errors in the Company's previously issued financial statements for each of the years in the twelve year period ended December 31, 2011 (including the interim periods within those years), and for each of the calendar quarters ended March 31, 2012 and June 30, 2012, and such financial statements should be restated.

Specifically, because OSG International, Inc. ("OIN"), a wholly-owned subsidiary of the Company incorporated in the Marshall Islands, was a co-obligor with OSG and OSG Bulk Ships, Inc. ("OBS"), a wholly-owned subsidiary of the Company incorporated in the U.S., on a joint and several basis for amounts drawn under the Credit Facilities, the Company determined that OIN could be deemed under Section 956 of the U.S. Internal Revenue Code ("Section 956") to have made taxable distributions to OSG for each taxable year in which such joint and several liability existed. Under the relevant tax rules, the amount of any deemed distributions for any taxable year that would be considered taxable income as a result of this issue generally (and subject to certain complex variables) would be determined by reference to the excess of: (i) the average of the quarter-end outstanding balances under the Credit Facilities for that year, over (ii) the average of the quarter-end balances for prior years, plus any other amounts that might have given rise to deemed distributions for prior years. In the case of OIN and OSG, this calculation could produce an aggregate amount of up to \$1,317,500 of earnings deemed repatriated from OIN through the end of 2012 as a result of drawdowns under the Credit Facilities, although the final determination of the amount will depend upon several interrelated issues that have yet to be settled with the Internal Revenue Service ("IRS"). Furthermore, the Company determined that it had not properly accounted for the tax consequences of intercompany balances that have existed between domestic and international entities within the Company. The Company determined that, due to insufficient processes to identify and evaluate adequately the income tax accounting impact of Section 956 to certain intercompany balances, these intercompany balances could be deemed under Section 956 to have been taxable distributions to OSG in the years in which such balances existed. This resulted in the Company recording deemed dividend income aggregating \$77,000 for taxable years 2012 and earlier. The Company's financial statements for years prior to 2012 and for each of the quarters ended March 31, 2012 and June 30, 2012 did not properly take account of these issues and, therefore, these errors caused the financial statements to be misstated.

The IRS has asserted a number of other adjustments to the Company's taxable income. These adjustments represent an additional \$234,853 of asserted taxable income across taxable years 2009 and earlier. The Company disagrees with several of the IRS's asserted adjustments and intends to dispute them vigorously. In some cases, the asserted adjustments, including certain adjustments resulting from intercompany balances described in the previous paragraph, interrelate with the calculation of any deemed dividends under Section 956 described above in a way that may reduce the amount of deemed dividends if the IRS's asserted adjustments are sustained.

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)

The Company believes, based on its analysis and its interactions with the IRS to date, that the actual amount of tax that the Company ultimately will be required to pay to the IRS in respect of the potential deemed dividends and other adjustments discussed above will be significant and could be as high as \$460,000, or potentially higher, for all periods ending on or before December 31, 2012, not taking into account any potential penalties but including interest. However, the Company has several defenses available to mitigate its liability and intends to assert those defenses vigorously. The IRS has filed proofs of claim against the Company in its Chapter 11 proceedings in the aggregate liquidated amount of \$463,013 that the Company believes are in respect of these issues, but no agreement has been made in respect of these claims. See Note 11, "Taxes," of this Quarterly Report on Form 10-Q and Note 14, "Taxes," of the Annual Report on Form 10-K for 2012, for additional information with respect to amounts reflected in the financial statements as of December 31, 2012.

In addition to giving rise to a tax liability, the potential deemed dividends from OIN in connection with the Credit Facilities (which effectively would treat OIN as having already repatriated significant earnings for U.S. tax purposes) have required the Company to reassess its intent and ability to permanently reinvest earnings from foreign shipping operations accumulated through December 31, 2012. As a result, the Company has concluded that, as of December 31, 2000 and at each subsequent year end through December 31, 2012, it could not assert its intent to permanently reinvest OIN's earnings to the extent these earnings could be deemed repatriated as a result of OIN's joint and several liability under the Credit Facilities, as discussed above. See Note 11 for information with respect to undistributed earnings that are still considered to be permanently reinvested in foreign operations on which U.S. income taxes have not been recognized.

For purposes of its financial statements as of December 31, 2012, the Company has recorded reserves related to the tax effects of the cumulative potential deemed dividends (1) in connection with the Credit Facilities based on a deemed repatriation of \$1,194,150 of foreign earnings and (2) related to intercompany balances resulting in the inclusion of \$77,000 of foreign earnings in taxable income. The potential deemed repatriation amount of \$1,194,150 is derived from the aggregate amount of \$1,317,500, discussed above, reduced to take account of certain defenses available to the Company that the Company believes are more-likely-than-not to be successful. The Company also has recorded a deferred tax liability of \$103,388 as of December 31, 2012 for the tax effects of unremitted earnings of foreign subsidiaries, which reflects amounts that may be included in taxable income as deemed dividends for taxable year 2013 and future years.

Such tax related errors:

- understated both the income tax provision and the comprehensive loss by \$1,875 for the three month period ended March 31, 2012;
- overstated income taxes recoverable (a component of other receivables) by \$21,434; understated the noncurrent portion of the reserve for uncertain tax positions by \$323,003; and understated noncurrent deferred income taxes by \$191,376, each as of March 31, 2012; and
- overstated total equity by \$535,813 as of March 31, 2012.

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)

The Company is restating, and also restated in the 2012 Form 10-K, the accompanying condensed consolidated statements of operations, comprehensive loss, changes in equity and cash flows for the three months ended March 31, 2012 to reflect the correction of an error in the method used to estimate the credit valuation adjustments associated with the fair valuation of the interest rate swap derivative contracts of certain of the Company's equity method investees. The credit risk valuation adjustments were incorrectly estimated without giving consideration to the credit enhancements that were contractually linked to the obligations under such contracts for the year ended December 31, 2011 and for the quarters ended March 31, 2012 and June 30, 2012. Such error:

- overstated the investments in affiliated companies by \$23,298 and retained earnings by \$1,671 and understated accumulated other comprehensive loss by \$21,627 each as of March 31, 2012; and
- understated net loss by \$172 and other comprehensive loss by \$4,111 for the three month period ended March 31, 2012.

The appropriate estimation of the credit risk valuation adjustments has been applied within the consolidated financial statements as of March 31, 2013 and December 31, 2012.

The accompanying condensed consolidated statements of operations, comprehensive loss, cash flows and changes in equity for the three months ended March 31, 2012 have been restated to reflect the matters described above.

The following tables present the effects of the correction of the errors described above that have been made to the Company's previously reported condensed consolidated statements of operations, comprehensive loss, cash flows from operating activities for the quarter ended March 31, 2012 and retained earnings as of January 1, 2012.

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)

	Three months ended March 31, 2012		
	As Previously Reported	Adjustments	As Restated
Shipping Revenues:			
Pool revenues	\$ 72,526		\$ 72,526
Time and bareboat charter revenues	67,985		67,985
Voyage charter revenues	151,867		151,867
	292,378	-	292,378
Operating Expenses:			
Voyage expenses	78,349		78,349
Vessel expenses	70,703		70,703
Charter hire expenses	95,771		95,771
Depreciation and amortization	49,262		49,262
General and administrative	21,136		21,136
Severance and relocation costs	905		905
Gain on disposal of vessels	(106)		(106)
Total Operating Expenses	316,020	-	316,020
Loss from Vessel Operations	(23,642)		(23,642)
Equity in Income of Affiliated Companies	7,080	\$ (172) (a)	6,908
Operating Loss	(16,562)	(172)	(16,734)
Other Income	3,412		3,412
Loss before Interest Expense and Taxes	(13,150)	(172)	(13,322)
Interest Expense	(23,010)		(23,010)
Loss before Income Taxes	(36,160)	(172)	(36,332)
Income Tax Benefit/(Provision)	1,347	(1,875) (b)	(528)
Net Loss	\$ (34,813)	\$ (2,047)	\$ (36,860)
Weighted Average Number of Common Shares			
Outstanding:			
Basic	30,282,899		30,282,899
Diluted	30,282,899		30,282,899
Per Share Amounts:			
Basic net loss	\$ (1.15)	\$ (0.07)	\$ (1.22)
Diluted net loss	\$ (1.15)	\$ (0.07)	\$ (1.22)

(a) To adjust for the overstatement in equity in income of affiliated companies resulting from the correction of an error in the method used to estimate the credit valuation adjustments associated with the fair valuation of the interest rate swap derivative contracts of certain of the Company's equity method investees.

(b) To adjust for the overstatement in the income tax benefit primarily related to changes in for uncertain tax positions and the after-tax effect of accrued interest related to the reserve for uncertain tax positions.

OVERSEAS SHIPHOLDING GROUP, INC. AND SUBSIDIARIES
(DEBTOR-IN-POSSESSION)

	Three Months Ended March 31, 2012			
	As Previously Reported	Adjustments		
Net Loss	\$ (34,813)	\$ (2,047)	(a)	\$ (36,860)
Other Comprehensive (Loss)/Income, net of tax:				
Net change in unrealized holding losses on available-for-sale securities	(282)			(282)
Reduction in unrealized losses on cash flow hedges	14,275	(4,111)	(b)	10,164
Defined benefit pension and other postretirement benefit plans:				
Net change in unrecognized prior service costs	(21)			(21)
Net change in unrecognized actuarial losses	(291)			(291)
Other Comprehensive Income	13,681	(4,111)		9,570
Comprehensive Loss	\$ (21,132)	\$ (6,158)		\$ (27,290)

(a) To adjust for the understatement of the net loss resulting from (1) the \$172 overstatement in equity in income of affiliated companies resulting from the error in the method used to estimate the credit valuation adjustments associated with the fair valuation of the interest rate swap derivative contracts of certain of the Company's equity method investees and (2) the \$1,875 understatement in the income tax provision primarily related to changes in reserves for uncertain tax positions and the after-tax effect of accrued interest related to reserves for uncertain tax positions.

(b) To adjust for the understatement of other comprehensive loss resulting from the error in the method used to estimate the credit valuation adjustments associated with the fair valuation of the interest rate swap derivative contracts of certain of the Company's equity method investees.

The restatements did not affect total net cash flows from operating, investing or financing activities for the quarter ended March 31, 2012. However, the following components of total cash flows from operating activities have been restated as follows:

	Three months ended March 31, 2012			
	As Previously Reported	Adjustment		
Net Loss	\$ (34,813)	\$ (2,047)	(a)	\$ (36,860)
Items included in net loss not affecting cash flows				
Deferred income tax benefit	(1,683)	(1,892)	(b)	(3,575)
Undistributed earnings of affiliated companies	1,760	172	(c)	1,932
Changes in operating assets and liabilities	6,369	3,767	(b)	10,136

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(a) To adjust for the understatement in the net loss resulting from (1) the \$172 overstatement in equity in income of affiliated companies resulting from the error in the method used to estimate the credit valuations adjustments associated with the fair valuation of the interest rate swap derivative contracts of certain of the Company's equity method investees and (2) the \$1,875 understatement in the tax provision relating to changes in reserves for uncertain tax positions and the after-tax effect of accrued interest related to reserves for uncertain tax positions.

(b) To adjust for the understatement in the deferred tax benefit, the overstatement of income taxes recoverable, which is a component of receivables, and the understatements of income taxes payable and reserve for uncertain tax positions.

(c) To adjust undistributed earnings of affiliates for the \$172 overstatement in equity in income of affiliated companies resulting from the error in the method used to estimate the credit valuation adjustments associated with the fair valuation of the interest rate swap derivative contracts of certain of the Company's equity method investees.

The following table is a reconciliation of the retained earnings and accumulated other comprehensive loss as previously reported and as restated at December 31, 2011.

	Retained Earnings	Accumulated Other Comprehensive Loss
December 31, 2011, as previously reported	\$ 2,040,031	\$ (101,791)
Tax adjustments		
Year ended December 31, 2000	(122,500)	
Year ended December 31, 2001	(36,364)	
Year ended December 31, 2002	12,919	
Year ended December 31, 2003	(23,405)	
Year ended December 31, 2004	(7,317)	
Year ended December 31, 2005	(18,342)	
Year ended December 31, 2006	(337,404)	
Year ended December 31, 2007	(46,193)	
Year ended December 31, 2008	43,130	
Year ended December 31, 2009	(3,215)	
Year ended December 31, 2010	11,701	
Year ended December 31, 2011	(6,948)	
Credit valuation adjustments		
Year ended December 31, 2011	(1,499)	(17,516)
Cumulative adjustment as of December 31, 2011	(535,437)	(17,516)
December 31, 2011, as restated	\$ 1,504,594	\$ (119,307)

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Note 3 Chapter 11 Filing, Going Concern and Other Related Matters:

Chapter 11 Filing

On November 14, 2012 (the “Petition Date”), the Company and 180 of its subsidiaries (collectively, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). These cases are being jointly administered under the caption *In re Overseas Shipholding Group, Inc. et al.*, Case No. 12 20000 (PJW) (the “Chapter 11 Cases”). Certain subsidiaries and affiliates of the Company (collectively, the “Non-Filing Entities”) were not part of the Chapter 11 Cases. The Debtors will continue to operate their businesses as “debtors-in-possession” in the ordinary course under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Bankruptcy Court. The Non-Filing Entities will continue to operate their businesses in the ordinary course of business.

Reorganization Plan

In order for the Debtors to emerge successfully from Chapter 11, the Debtors must obtain the required votes of creditors accepting a plan of reorganization as well as the Bankruptcy Court’s confirmation of such plan, which will enable the Debtors to transition from Chapter 11 into ordinary course operations outside of bankruptcy. In connection with a reorganization plan, the Debtors also may require a new credit facility, or “exit financing.” The Debtors’ ability to obtain such approval and financing will depend on, among other things, the timing and outcome of various ongoing matters related to the Chapter 11 Cases. A reorganization plan determines the rights and satisfaction of claims of various creditors and security holders, and is subject to the ultimate outcome of negotiations and Bankruptcy Court decisions ongoing through the date on which the reorganization plan is confirmed.

The Debtors have not yet prepared or filed a plan of reorganization with the Bankruptcy Court. The Debtors have the exclusive right to file a plan of reorganization through and including November 30, 2013, subject to the ability of third parties to file motions to terminate the Debtors’ exclusivity period, as well as the Debtors rights to seek further extensions of such period. The Debtors have the right to seek further extensions of such exclusivity periods, subject to the statutory limit of 18 months from the Petition Date in the case of filing a plan of reorganization and 20 months from the Petition Date in the case of soliciting and obtaining acceptances. Any proposed reorganization plan will be subject to revision prior to submission to the Bankruptcy Court based upon discussions with the Debtors’ creditors and other interested parties, and thereafter in response to creditor claims and objections and the requirements of the Bankruptcy Code or the Bankruptcy Court. There can be no assurance that the Debtors will be able to secure requisite accepting votes for any proposed reorganization or the confirmation of such plan by the Bankruptcy Court.

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Going Concern and Financial Reporting

The commencement of the Chapter 11 Cases and weak industry conditions have negatively impacted the Company's results of operations and cash flows and may continue to do so in the future. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company's ability to continue as a going concern is contingent upon, among other things, its ability to (i) develop a plan of reorganization and obtain required creditor acceptance and confirmation under the Bankruptcy Code, (ii) successfully implement such plan of reorganization, (iii) reduce debt and other liabilities through the bankruptcy process, (iv) return to profitability, (v) generate sufficient cash flow from operations, and (vi) obtain financing sources sufficient to meet the Company's future obligations. As a result of the Chapter 11 Cases, the realization of assets and the satisfaction of liabilities are subject to uncertainty. While operating as debtors-in-possession pursuant to the Bankruptcy Code, the Company may sell or otherwise dispose of or liquidate assets or settle liabilities, subject to the approval of the Bankruptcy Court or as otherwise permitted in the ordinary course of business, for amounts other than those reflected in the condensed consolidated financial statements. In particular, such financial statements do not purport to show (i) as to assets, the realization value on a liquidation basis or availability to satisfy liabilities, (ii) as to liabilities arising prior to the Petition Date, the amounts that may be allowed for claims or contingencies, or the status and priority thereof, (iii) as to shareholders' equity accounts, the effect of any changes that may be made in the Company's capitalization, or (iv) as to operations, the effects of any changes that may be made in the underlying business. A confirmed plan of reorganization (the "Plan") would likely cause material changes to the amounts currently disclosed in the condensed consolidated financial statements. Further, the Plan could materially change the amounts and classifications reported in the consolidated historical financial statements, which do not give effect to any adjustments to the carrying value of assets or amounts of liabilities that might be necessary as a consequence of confirmation of a plan of reorganization. The accompanying condensed consolidated financial statements do not include any direct adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities or any other adjustments that might be necessary should the Company be unable to continue as a going concern or as a consequence of the Chapter 11 Cases.

Effective on November 14, 2012, the Company began to apply Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 852, *Reorganizations*, which is applicable to companies under bankruptcy protection, and requires amendments to the presentation of key financial statement line items. It requires that the financial statements for periods subsequent to the filing of the Chapter 11 Cases distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Revenues, expenses, realized gains and losses, and provisions for losses that can be directly associated with the reorganization and restructuring of the business must be reported separately as reorganization items in the consolidated statements of operations beginning in the year ended December 31, 2012. The balance sheet must distinguish pre-petition liabilities subject to compromise from both those pre-petition liabilities that are not subject to compromise and from post-petition liabilities. As discussed in Note 5, "Debt," the revolving loan facilities and the Senior Notes are unsecured and the Secured Loan Facilities have priority over the unsecured creditors of the Company. Based upon the uncertainty surrounding the ultimate treatment of the Unsecured Revolving Credit Facility, the Unsecured Senior Notes and the Secured Loan Facilities, which were under collateralized as of the Petition Date, the instruments are classified as Liabilities Subject to Compromise on the Company's accompanying condensed consolidated balance sheets as of March 31, 2013 and December 31, 2012. The Company will evaluate creditors' claims relative to priority over other unsecured creditors. Liabilities that may be affected by a plan of reorganization must be reported at the amounts expected to be approved by the Bankruptcy Court, even if they may be settled for lesser amounts as a result

of the plan of reorganization or negotiations with creditors. In addition, cash used by reorganization items is disclosed separately in the consolidated statements of cash flow.

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As stated in Note 2, "Company Inquiry and Restatement," the IRS has filed proofs of claim against the Company in its Chapter 11 proceedings in the aggregate liquidated amount of \$463,013.

Liabilities Subject to Compromise

As a result of the filing of the Chapter 11 Cases on November 14, 2012, the payment of pre-petition indebtedness is generally subject to compromise pursuant to a plan of reorganization. Generally, actions to enforce or otherwise effect payment of pre-bankruptcy filing liabilities are stayed. Although payment of pre-petition claims generally is not permitted, the Bankruptcy Court granted the Debtors authority to pay certain pre-petition claims in designated categories and subject to certain terms and conditions. This relief generally was designed to preserve the value of the Debtors' businesses and assets. Among other things, the Bankruptcy Court authorized the Debtors to pay certain pre-petition claims relating to employee wages and benefits, taxes and critical and foreign vendors.

The Debtors have been paying and intend to pay undisputed post-petition liabilities in the ordinary course of business. In addition, the Debtors have rejected certain prepetition executory contracts and unexpired leases with respect to their operations with the approval of the Bankruptcy Court. Any damages resulting from the rejection of executory contracts and unexpired leases are treated as general unsecured claims and have been classified as Liabilities Subject to Compromise on the Company's condensed consolidated balance sheets as of March 31, 2013 and December 31, 2012. The Debtors have notified all known claimants subject to the bar date of their need to file a proof of claim with the Bankruptcy Court. A bar date is the date by which certain claims against the Debtors must be filed if the claimants disagree with the amounts, treatment or classification reflected in the Debtors' schedule of assets and liabilities or that are not so scheduled and wish to receive any distribution in the bankruptcy filing. A bar date of May 31, 2013 was set by the Bankruptcy Court.

Pre-petition liabilities that are subject to compromise are required to be reported at the amounts expected to be allowed, even if they may be settled for lesser amounts. The amounts currently classified as Liabilities Subject to Compromise may be subject to future adjustments depending on Bankruptcy Court actions, further developments with respect to disputed claims, determinations of secured status of certain claims, the values of any collateral securing such claims, or other events. The Company cannot reasonably estimate the value of the claims that will ultimately be allowed by the Bankruptcy Court until its evaluation, investigation and reconciliation of the filed claims has been completed. Any resulting changes in classification will be reflected in subsequent financial statements.

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Liabilities Subject to Compromise consist of the following:

As of	March 31, 2013	December 31, 2012
Pre-petition accounts payable and other accrued liabilities	\$ 3,069	\$ 2,717
Secured long-term debt and accrued interest	571,755	577,957
Unsecured senior notes	500,780	500,780
Unsecured revolving credit facility	1,488,579	1,488,579
Accrued interest and fees on unsecured revolving credit facility and senior notes	10,878	10,878
Derivative liabilities	3,566	3,566
Accrued liabilities relating to rejected executory contracts	189,753	30,539
Pension and other postretirement benefit plan liabilities	37,403	37,521
	\$ 2,805,783	\$ 2,652,537

Reorganization Items, net

Reorganization items, net represent amounts incurred subsequent to the bankruptcy filing as a direct result of the filing of the Chapter 11 Cases and are comprised of the following for the quarter ended March 31, 2013:

Trustee fees	\$ 796
Professional fees	18,631
Provision for estimated claims on rejected executory contracts	159,189
Expenses incurred on rejected executory contracts	6,005
	\$ 184,621

The Company incurred fees totaling \$4,148 during the three months ended March 31, 2013 for financial and reorganization services rendered to the Company by Greylock Partners LLC, a company founded and managed by the Company's Chief Reorganization Officer. Such related party expenses are included in professional fees in the table above.

Cash paid for reorganization items was \$7,408 for the three months ended March 31, 2013.

Other Related Matters

Refer to Note 18, "Contingencies," for a description of the SEC investigation against the Company and putative securities class action lawsuits against certain of the Company's current and former officers and directors.

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Through April 2013, the Bankruptcy Court has approved the Company's rejection of leases on 25 chartered-in International Flag vessels and the Company's corporate office space at 666 Third Avenue, New York, New York effective June 30, 2013. Refer to Note 14, "Leases," for further discussion regarding these rejected leases.

Note 4 Earnings per Common Share:

The computation of basic earnings per share is based on the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share assumes the exercise of all dilutive stock options and restricted stock units using the treasury stock method. The components of the calculation of basic earnings per share and diluted earnings per share are as follows:

	Three Months Ended March 31,		
	2013	2012	
Net loss	\$ (167,762)	\$ (36,860)	(1)
Common shares outstanding, basic and diluted:			
Weighted average shares outstanding, basic and diluted	30,448,703	30,282,899	

(1) Net loss has been restated for the three months ended March 31, 2012 as more fully described in Note 2.

There were no dilutive equity awards outstanding as of March 31, 2013. Awards of 1,251,969 and 2,390,385 shares of common stock for the three months ended March 31, 2013 and 2012, respectively, were not included in the computation of diluted earnings per share because inclusion of these awards would be anti-dilutive.

Note 5 Debt:

The withdrawal of reliance on the audited financial statements for the three years ended December 31, 2011 and for the quarters ended March 31, 2012 and June 30, 2012 coupled with the Company's failure to timely file the quarterly report on Form 10-Q for the quarter ended September 30, 2012 and the filing of the Chapter 11 Cases, resulted in an event of default or otherwise triggered repayment obligations under the Company's Unsecured Revolving Credit Facility, Unsecured Senior Notes due in 2013, 2018 and 2024, Unsecured Forward Start Revolving Credit Agreement and Secured Loan Facilities maturing in 2020 and 2023. Also, as a result of the commencement of the Chapter 11 Cases, the outstanding balances under the Unsecured Revolving Credit Facility, the Unsecured Senior Notes and the Secured Loan Facilities and related accrued interest and unamortized deferred financing costs have been classified as Liabilities Subject to Compromise in the consolidated balance sheets at March 31, 2013 and December 31, 2012, in accordance with ASC 852. Debt included in Liabilities Subject to Compromise will be paid in accordance with the ultimate claims resolution in the Bankruptcy Cases.

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Additional information with respect to unsecured and secured long-term debt agreements to which the Company is a party follows below:

Unsecured Revolving Credit Facility and Unsecured Senior Notes

Pursuant to the applicable bankruptcy law, the Company does not expect to make any principal payments on the Unsecured Revolving Credit Facility and the Unsecured Senior Notes during the pendency of the Chapter 11 Cases. Also, as interest on the Company's unsecured debt subsequent to the Petition Date is not expected to be an allowed claim, the Company ceased accruing interest on the Unsecured Revolving Credit Facility and the Unsecured Senior Notes on November 14, 2012.

For the three months ended March 31, 2013, interest expense of \$3,465, including \$355 relating to the amortization of deferred financing costs, which would have been incurred had the Unsecured Revolving Credit Facility not been reclassified as a Liability Subject to Compromise, was not recorded.

For the three months ended March 31, 2013, interest expense of \$10,590, including \$367 relating to the amortization of debt discount and deferred financing costs, which would have been incurred had the Unsecured Senior Notes not been reclassified as a Liability Subject to Compromise, was not recorded.

Secured Loan Facilities

As of March 31, 2013, 15 vessels representing approximately 29% of the net book value of the Company's vessels are pledged as collateral under term loans maturing between 2020 and 2023. As of December 31, 2012, the Company was not in compliance with the loan-to-value covenants under these facilities as the minimum required loan-to-value ratios are 110% for term loans maturing in 2020 and 125% for term loans maturing in 2023 and the loan-to-value ratios approximated 84% and 86%, respectively, for the loans maturing in 2020 and 2023.

On February 5, 2013, the Bankruptcy Court issued orders [D.I. 0459 and 0460] granting adequate protection to the secured lenders in consideration for (i) the granting of pari passu liens in the secured lenders' collateral in connection with the Debtor in Possession loan facilities (the "OIN DIP loans") issued by OSG International, Inc. ("OIN"), a wholly owned subsidiary of the Company, (ii) the imposition of the automatic stay, (iii) the Company's use, sale or lease of vessels and other collateral encumbered by the security interest of the secured lenders, and (iv) with respect to the Export-Import Bank of China ("CEXIM"), the Company's continued use of cash collateral for the ongoing operation and maintenance of the vessels securing the CEXIM term loan agreement. Pursuant to these orders, the Company and certain of its subsidiaries are authorized to make use of the funds generated from the ongoing operation of the encumbered vessels in the following order of priority (i) to reimburse its ship management subsidiaries and other affiliates for voyage expenses, vessel operating expenses, capital expenditures and drydocking expenses incurred on behalf of the encumbered vessels, (ii) to fund a reserve for future drydocking expenses, (iii) to reimburse the secured lenders for certain legal costs, (iv) to pay the secured lenders amounts equal to current interest payments due on the outstanding pre-petition loan balances at the non-default contract rate of interest set forth in the term loan agreements (the "Adequate Protection Interest Payments" and together with amounts described in (iii) the "Adequate Protection Payments") and (v) to pay any interest outstanding under the OIN DIP Loans. The Debtors and certain other parties in interest preserve the right to challenge the amount, extent, type or characterization of any Adequate Protection Payments or any other costs, fees or expenses, including the right to seek recharacterization of any such payments as payments on the prepetition principal amounts outstanding under the term loan agreements. Adequate Protection Interest Payments disbursed during the three months ended March 31, 2013 amounted to \$6,202 and such amounts were classified as reductions in outstanding principal.

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In accordance with ASC 852, no interest is accrued and/or paid on secured debt when the fair value of the underlying collateral is below the outstanding principal of the secured debt. For the three months ended March 31, 2013, interest expense of \$3,164, including \$137 relating to the amortization of deferred financing costs, which would have been incurred had the indebtedness not been reclassified as a Liability Subject to Compromise, was not recorded.

OIN Debtor in Possession Loan Facilities

Pursuant to the order issued by the Bankruptcy Court on February 5, 2013, OIN was given approval to enter into Debtor in Possession Loan Agreements with the Company's subsidiaries that own and operate the vessels securing the term loans described above. Under the terms of the order, OIN is allowed to lend up to \$10,000 to the Company's subsidiaries operating the vessels securing term loans maturing in 2020 and \$15,000 to the Company's subsidiaries operating the vessels securing term loans maturing in 2023. The sole purpose of the OIN DIP Loans is to fund any shortfall in the funds available to cover ongoing operations, capital expenditures, drydock repairs and drydock reserves of the secured vessels and the Adequate Protection Payments due to the lenders as described above.

Outstanding Letters of Credit

The Company has a \$9,146 letter of credit outstanding as of March 31, 2013. This letter of credit, which was issued in connection with certain arbitration proceedings the Company is involved in, is fully cash collateralized.

Interest paid, excluding interest capitalized, for the three months ended March 31, 2012 amounted to \$29,123.

Note 6 Business and Segment Reporting:

The Company has three reportable segments: International Crude Tankers, International Product Carriers and U.S. Flag vessels. Segment results are evaluated based on income/(loss) from vessel operations before general and administrative expenses, severance and relocation costs and gain/(loss) on disposal of vessels. The accounting policies followed by the reportable segments are the same as those followed in the preparation of the Company's consolidated financial statements.

The management of the Handysize Product Carriers that were reflagged under the U.S. Flag and entered into the U.S. Maritime Security Program was transferred to the U.S. segment during the fourth quarter of 2012. As such the results of these vessels have been removed from the International Product Carrier segment and presented in the U.S. segment for all periods presented. The U.S. Flag segment also includes an International Flag Product Carrier that exited the U.S. Maritime Security Program in the fourth quarter of 2012 but is still owned by a U.S. domiciled corporation. The joint venture with four LNG Carriers is included in Other International along with one chartered-in Chemical Carrier and one owned Pure Car Carrier which was disposed of in October 2012.

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Information about the Company's reportable segments as of and for the three months ended March 31, 2013 and 2012 follows:

Three months ended	International Crude Tankers	Product Carriers	Other	U.S.	Totals
March 31, 2013:					
Shipping revenues	\$ 67,648	\$ 72,669	\$ 1,077	\$ 106,044	\$ 247,438
Time charter equivalent revenues	52,770	45,888	1,064	95,923	195,645
Depreciation and amortization	18,299	6,992	853	17,127	43,271
Gain/(loss) on disposal of vessels	-	-	6	(28)	(22)
Income/(loss) from vessel operations	(6,811)	4,670	(858)	23,546	20,547
Equity in income of affiliated companies	7,687	-	2,121	482	10,290
Investments in affiliated companies at	249,183	4,501	10,864	411	264,959
March 31, 2013					
Total assets at March 31, 2013	1,710,728	603,657	11,072	1,103,300	3,428,757
Expenditures for vessels	1,637	10,571	(5)	-	12,203
Payments for drydockings	489	290	-	3,055	3,834
March 31, 2012:					
Shipping revenues	94,441	91,423	3,165	103,349	292,378
Time charter equivalent revenues	75,500	46,707	3,140	88,682	214,029
Depreciation and amortization	20,371	10,796	1,489	16,606	49,262
Gain/(loss) on disposal of vessels	(394)	-	7	493	106
Income/(loss) from vessel operations	(8,619)	(11,295)	(506)	18,713	(1,707)
Equity in income of affiliated companies ⁽¹⁾	4,450	-	2,116	342	6,908
Investments in affiliated companies at	232,866	3,855	5,773	392	242,886
March 31, 2012 ⁽¹⁾					
Total assets at March 31, 2012 ⁽¹⁾	1,910,431	835,122	12,146	1,121,448	3,879,147
Expenditures for vessels	16,819	12,238	3	283	29,343
Payments for drydockings	4,280	2,920	-	3,629	10,829

⁽¹⁾ Equity in income of affiliated companies has been restated for the three months ended March 31, 2012 and investments in affiliated companies and total assets have been restated as of March 31, 2012 as more fully described in Note 2.

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Reconciliations of time charter equivalent revenues of the segments to shipping revenues as reported in the consolidated statements of operations follow:

	Three Months Ended March 31,	
	2013	2012
Time charter equivalent revenues	\$ 195,645	\$ 214,029
Add: Voyage expenses	51,793	78,349
Shipping revenues	\$ 247,438	\$ 292,378

Consistent with general practice in the shipping industry, the Company uses time charter equivalent revenues, which represents shipping revenues less voyage expenses, as a measure to compare revenue generated from a voyage charter to revenue generated from a time charter. Time charter equivalent revenues, a non-GAAP measure, provides additional meaningful information in conjunction with shipping revenues, the most directly comparable GAAP measure, because it assists Company management in making decisions regarding the deployment and use of its vessels and in evaluating their financial performance.

Reconciliations of income/(loss) from vessel operations of the segments to income/(loss) before reorganization items and income taxes, as reported in the consolidated statements of operations follow:

	Three Months Ended March 31,	
	2013	2012
Total income/(loss) from vessel operations of all segments	\$ 20,547	\$ (1,707)
General and administrative expenses	(19,726)	(21,136)
Severance and relocation costs	422	(905)
(Loss)/gain on disposal of vessels	(22)	106
Consolidated income/(loss) from vessel operations	1,221	(23,642)
Equity in income of affiliated companies	10,290	6,908
Other (expense)/income	(199)	3,412
Interest expense	(288)	(23,010)
Income/(loss) before reorganization items and income taxes	\$ 11,024	\$ (36,332)

⁽¹⁾ Equity in income of affiliated companies has been restated for the three months ended March 31, 2012 as more fully described in Note 2.

Reconciliations of total assets of the segments to amounts included in the consolidated balance sheets follow:

As of March 31,	2013	2012
Total assets of all segments	\$ 3,428,757	\$ 3,879,147
Corporate cash and securities	556,618	226,692
Other unallocated amounts	45,787	50,493
Consolidated total assets	\$ 4,031,162	\$ 4,156,332

⁽¹⁾ Total assets have been restated as of March 31, 2012 as more fully described in Note 2.

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Note 7 Vessels:

Purchase and Construction Commitments

As of March 31, 2013, the Company had remaining commitments for vessels to be wholly owned by the Company of \$31,633 on non-cancelable contracts for the construction of one Aframax and one LR2, which is a coated Aframax. The Aframax vessel was delivered in July 2013 and the LR2 is scheduled for delivery in the first quarter of 2014.

Vessel Impairments

The Company considered the combination of the Chapter 11 Cases and their related impacts on the Company's business plans as well as the continued downward pressure on average spot rates and second hand tanker values in the Company's International Flag segment to be indicators warranting impairment tests of the Company's International Flag fleet as of December 31, 2012. Based on the tests performed, impairment charges totaling \$278,345, including \$608 recorded as a reduction in deferred drydock costs, were recorded on one ULCC, two VLCCs, two International Flag Aframaxes engaged in lightering in the U.S. Gulf and ten International Flag Handysize Product Carriers (including \$94,288 applicable to five Handysize Product Carriers that are pledged as collateral under the Company's term loans maturing in 2020) to write-down their carrying values to their estimated fair values at December 31, 2012.

The Company gave consideration as to whether events or changes in circumstances had occurred since December 2012 that could indicate that the carrying amounts of the vessels in the Company's International Flag fleet may not be recoverable as of March 31, 2013. The Company concluded that no such events had occurred to warrant a change in the assumptions from those utilized in the December 2012 impairment tests.

Vessel Sales

There were no vessels sold during the quarters ended March 31, 2013 and 2012.

Vessel Acquisitions and Deliveries

There were no vessel acquisitions or newbuild deliveries during the quarter ended March 31, 2013.

During the quarter ended March 31, 2012, the Company completed construction of a VLCC and an International Flag Handysize Product Carrier.

Note 8 Equity Method Investments:

The 2012 amounts disclosed below relating to the interest rate swap contracts that the Company's LNG and FSO equity method investees, as described below, are party to have been restated to reflect the correction of an error in the estimation of the fair value of the contracts. Refer to Note 2, "Company Inquiry and Restatement," for further details.

Investments in affiliated companies include joint ventures accounted for using the equity method. As of March 31, 2013, the Company had an approximate 50% interest in two joint ventures. One joint venture operates four LNG Carriers. The other joint venture converted two ULCCs to Floating Storage and Offloading Service vessels. In addition, the Company has a 37.5% interest in Alaska Tanker Company, LLC that manages vessels carrying Alaskan crude for BP.

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Floating Storage and Offloading Service Vessels ("FSO") Joint Venture

Maersk Oil Qatar AS ("MOQ") awarded two service contracts to a joint venture between OSG and Euronav NV to provide two vessels, the FSO Asia and the FSO Africa, to perform FSO services in the Al Shaheen Field off the shore of Qatar. The Company has a 50% interest in this joint venture, held indirectly by OSG International, Inc. The joint venture financed the purchase of the vessels from each of Euronav NV and OSG and their conversion costs through partner loans and a long-term bank financing, which is secured by among other things, the service contracts and the FSOs themselves. Approximately \$227,819 and \$246,326 was outstanding under this facility as of March 31, 2013 and December 31, 2012 respectively, with the outstanding amount of this facility being subject to acceleration, in whole or in part, on termination of one or both of such service contracts. On August 29, 2013, the long-term bank financing agreement was amended and restated to, among other things, reschedule a \$45,000 balloon payment due on August 30, 2013 to payment in seven quarterly installments of \$6,250, with the first installment due November 30, 2013, with a final payment of \$1,250 due on August 31, 2015, and increase the margin on such debt by 50 basis points. In connection with the secured bank financing, the partners severally issued guarantees. As of March 31, 2013 and December 31, 2012, the carrying value of the Company's guarantee, which is included in other liabilities in the accompanying condensed consolidated balance sheet, was \$13 and \$29, respectively.

The joint venture entered into floating-to-fixed interest rate swaps with major financial institutions. The interest rate swaps, covering notional amounts aggregating \$328,552 and \$351,987 as of March 31, 2013 and December 31, 2012, respectively, pay fixed rates of approximately 3.9% and receive floating rates based on LIBOR. These agreements have maturity dates ranging from July to September 2017. As a result of the delays in the completion of conversion and commencement of the service contract for the FSO Africa, in the first quarter of 2010 the joint venture concluded that it was no longer probable that the forecasted transaction applicable to the FSO Africa swaps would occur. Accordingly, as a result of the de-designation of the FSO Africa swaps, all changes in the market value of the swaps have been recognized in the joint venture's statement of operations since the first quarter of 2010. The Company's share of amounts recognized in equity in income from affiliated companies were gains of \$33 and losses of \$269 for the three months ended March 31, 2013 and 2012, respectively. As of March 31, 2013 and December 31, 2012, the joint venture had a liability of \$31,706 and \$34,872, respectively, for the fair value of the swaps associated with the FSO Africa and FSO Asia. The Company's share of the effective portion of such amounts, aggregating \$7,432 and \$10,053, at March 31, 2013 and December 31, 2012, respectively, is included in accumulated other comprehensive loss in the accompanying condensed consolidated balance sheet and is associated with the FSO Asia swaps only, since the swaps associated with the FSO Africa have been de-designated and deemed to be ineffective.

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The Company's Chapter 11 filing has no impact on the continued operations of the FSO joint venture, including the ability of the joint venture to continue to perform its obligations under the existing charters as well as its ability to continue to service its outstanding debt obligations and maintain continued compliance with the covenants under such debt agreements. On November 12, 2012, MOQ issued a waiver to the FSO joint venture agreeing not to exercise its rights to terminate the service contracts. The initial waiver period expired on February 15, 2013 and was subsequently extended to February 15, 2014, with MOQ having the right to terminate such waiver at an earlier date upon occurrence of certain events or after giving 90-day notice of intent to do so. In November 2012, the joint venture also obtained waivers of any events of default arising as a result of the commencement of the Chapter 11 Cases from (i) the bank syndicate for the secured loan facility, (ii) the counterparties to the interest rate swaps agreements described above, and (iii) the bank that has issued performance guarantees of the joint venture's performance of certain of its obligations under the FSO Africa and FSO Asia service contracts. The initial waiver periods on all such waivers expired on February 15, 2013 and were subsequently extended to February 15, 2014, subject to the occurrence of certain events.

LNG Joint Venture

In November 2004, the Company formed a joint venture with Qatar Gas Transport Company Limited (Nakilat) ("QGTC") whereby companies in which OSG holds a 49.9% interest ordered four 216,200 cbm LNG Carriers. Upon delivery in late 2007 and early 2008, these vessels commenced 25-year time charters to Qatar Liquefied Gas Company Limited (II) ("QGII"). QGTC subsequently contributed its ownership interests in the joint venture to its wholly owned subsidiary, Nakilat Marine Services Ltd. ("NMS"). The aggregate construction cost for such newbuildings was financed by the joint venture through long-term bank financing that is nonrecourse to the partners and partner contributions.

The joint venture entered into floating-to-fixed interest rate swaps with a group of major financial institutions pursuant to which it pays fixed rates of approximately 4.9% and receives a floating rate based on LIBOR. The interest rate swap agreements have maturity dates ranging from July to November 2022 and cover notional amounts aggregating \$752,058 and \$760,293 at March 31, 2013 and December 31, 2012, respectively. These swaps are being accounted for as cash flow hedges. As of March 31, 2013 and December 31, 2012, the joint venture recorded a liability of \$167,841 and \$181,959, respectively, for the fair value of these swaps. The Company's share of the effective portion of the fair value of these swaps, \$83,688 and \$90,731 at March 31, 2013 and December 31, 2012, respectively, is included in accumulated other comprehensive loss in the accompanying condensed consolidated balance sheet.

The Company's Chapter 11 filing has no impact on the continued operations of the LNG joint venture, including the ability of the joint venture to continue to perform its obligations under the existing charters as well as its ability to continue to service its outstanding debt obligations and maintain continued compliance with the covenants under such debt agreements. While the Company's view was that the Company's Chapter 11 filing did not constitute an event of default under the joint venture shareholders' agreement, in an abundance of caution, in November 2012, NMS granted the Company a 30-day waiver of the events of default under this agreement. The waiver was extended in December 2012 and automatically renews every 30 days unless NMS gives a notice of its intent to terminate such waiver.

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On November 14, 2012, QGII agreed not to terminate the charter agreements nor exercise its options to purchase or bareboat charter any of the LNG Carriers, pursuant to the terms of the charter agreements, as a result of or in connection with the Company's Chapter 11 filing. This undertaking lapsed after 30 days and was not deemed necessary to extend since on November 21, 2012, QGTC executed deeds of guarantee to QGII, guaranteeing that the joint venture will duly perform and comply with its obligations under all four charter agreements. These guarantees serve as replacements of the guarantees previously issued by OSG in November 2004. QGTC's guarantees, as subsequently amended and extended, are effective through the earlier of (i) June 8, 2014, or (ii) OSG's consummation of a Chapter 11 reorganization plan, attainment of a corporate credit rating acceptable to QGII, and issuance by OSG of a replacement guarantee in a form acceptable to QGII that is binding on OSG following the consummation of a Chapter 11 reorganization plan.

A condensed summary of the results of operations of the equity method investments follows:

	Three Months Ended March 31,	
	2013	2012
Shipping revenues	\$ 94,061	\$ 87,072
Ship operating expenses	(60,794)	(59,416)
Income from vessel operations	33,267	27,656
Other expense	(364)	(313)
Interest expense	(13,706)	(15,448) ⁽¹⁾
Net income	\$ 19,197	\$ 11,895

⁽¹⁾ Interest expense has been restated for the three months ended March 31, 2012 as more fully described in Note 2.

Note 9 Variable Interest Entities ("VIEs"):

As of March 31, 2013, the Company participates in five commercial pools and three joint ventures. Two of the pools and the FSO joint venture, described in Note 8, "Equity Method Investments," above, were determined to be VIEs. The Company is not considered a primary beneficiary of either of the two pools or the joint venture.

The following table presents the carrying amounts of assets and liabilities in the balance sheet related to the VIEs as of March 31, 2013:

	Consolidated Balance Sheet
Investments in Affiliated Companies	\$ 244,961
Other Liabilities ⁽¹⁾	13

⁽¹⁾ Represents the Company's valuation of its several guarantee of the FSO joint venture's outstanding debt at March 31, 2013.

In accordance with accounting guidance, the Company evaluated its maximum exposure to loss related to these VIEs by assuming a complete loss of the Company's investment in these VIEs and that it would incur an obligation to repay the full amount of the VIE's outstanding secured debt. The table below compares the Company's liability in the condensed consolidated balance sheet to the maximum exposure to loss at March 31, 2013:

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	Consolidated Balance Sheet	Maximum Exposure to Loss
Other Liabilities	\$ 13	\$ 366,000

In addition, as of March 31, 2013, the Company had approximately \$32,303 of trade receivables from pools that were determined to be VIEs. These trade receivables, which are included in voyage receivables in the accompanying condensed consolidated balance sheet, have been excluded from the above tables and the calculation of OSG's maximum exposure to loss. The Company does not record the maximum exposure to loss as a liability because it does not believe that such a loss is probable of occurring as of March 31, 2013. Further, the joint venture debt is secured by the joint venture's FSOs. Therefore, the Company's exposure to loss under its several guarantee would first be reduced by the fair value of such FSOs.

Note 10 Fair Value of Financial Instruments, Derivatives and Fair Value Disclosures:

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

Cash and cash equivalents The carrying amounts reported in the condensed consolidated balance sheet for interest-bearing deposits approximate their fair value.

Debt At March 31, 2013 and December 31, 2012, all of the Company's debt is subject to compromise (see Note 5, "Debt") as a result of the Company's filing of the Chapter 11 Cases. For publicly-traded debt, estimates of fair value are based on market prices.

Forward freight agreements and bunker swaps The fair values of forward freight agreements and bunker swaps are the estimated amounts that the Company would receive or pay to terminate the agreements at the reporting date, which include an adjustment for the counterparty or the Company's credit risk, as appropriate, after taking into consideration any underlying collateral securing the agreements.

Interest rate swaps The fair values of interest rate swaps are the estimated amounts that the Company would receive or pay to terminate the swaps at the reporting date, which include adjustments for the counterparty or the Company's credit risk, as appropriate, after taking into consideration any underlying collateral securing the agreements.

Foreign Currency Contracts The fair values of foreign currency contracts are the estimated amounts that the Company would receive or pay to terminate the contracts at the reporting date, which include adjustments for the counterparty or the Company's credit risk, as appropriate, after taking into consideration any underlying collateral securing the agreements.

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The estimated fair values of the Company's financial instruments other than derivatives and marketable securities that are not measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows:

	Fair Value	Level 1: Quoted prices in active markets for identical assets or liabilities	Level 2 Significant other observable inputs
March 31, 2013:			
Cash and cash equivalents	\$ 556,618	\$ 556,618	\$ -
Unsecured Senior Notes	\$ (394,857)	\$ -	\$ (394,857)
December 31, 2012:			
Cash and cash equivalents	\$ 507,342	\$ 507,342	\$ -
Unsecured Senior Notes	\$ (181,504)	\$ -	\$ (181,504)

The Company's debt is included in Liabilities Subject to Compromise as of March 31, 2013 and December 31, 2012. Having filed the Chapter 11 Cases, the Company would not have been able to enter into similar credit facilities to its Unsecured Revolving Credit Facility and the floating rate Secured Term Loans. It is impractical to therefore obtain fair value estimates for such floating rate debt as of March 31, 2013 and December 31, 2012 and such debt is excluded from the above table. The fair values of the Unsecured Senior Notes were derived from quoted market prices, but because the Unsecured Senior Notes are thinly traded the fair value estimates are considered to be Level 2 of the fair value hierarchy.

Derivatives

The Company is exposed to certain risks relating to its ongoing business operations. The risks, managed by using derivative instruments, are volatility with respect to spot (voyage) charter rates, fuel prices, interest rates and foreign currency exchange rates.

Spot Market Rate Volatility Risk

The Company enters into Forward Freight Agreements ("FFAs") and bunker swaps with an objective to utilize them as (i) economic hedging instruments, some of which qualify as cash flow hedges for accounting purposes that reduce its exposure to changes in TCE revenue earned by some of its vessels operating in the spot market; and (ii) from time to time for trading purposes to take advantage of short term fluctuations in the market. The FFAs and bunker swaps involve contracts to provide a fixed number of theoretical voyages at fixed rates, which generally range from one month to one year and settle monthly based on a published index. As of March 31, 2013 and December 31, 2012, there were no contracts outstanding. During the quarter ended March 31, 2012 the Company was party to FFA contracts entered into for trading purposes. These contracts, representing aggregate volumes of 130,000 metric tons ("mts") of cargo, expired on various dates through May 2012 and did not qualify as cash flow hedges for accounting purposes.

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Fuel Price Volatility Risk

The Company enters into standalone bunker swaps to protect the Company against future increases in fuel prices in the normal course of its International Crude Tankers lightering business, which includes a number of fixed rate Contracts of Affreightment. These swap contracts, which do not qualify as cash flow hedges for accounting purposes, settle on a net basis at the end of each calendar month, based on the average daily closing prices, as quoted by the Baltic Exchange, of the commodity during each month. As of March 31, 2013 and December 31, 2012, there were no bunker swap agreements outstanding. During the quarter ended March 31, 2012 the Company was party to three bunker swap agreements.

Interest Rate Risk

The Company uses interest rate swaps for the management of interest rate risk exposure. The interest rate swaps effectively convert a portion of the Company's debt from a floating to a fixed rate. At the Petition Date, the Company was a party to seven floating-to-fixed interest rate swap agreements with various major financial institutions covering notional amounts aggregating approximately \$219,940, pursuant to which it paid fixed rates ranging from 3.3% to 4.7% and received floating rates based on LIBOR. These agreements, which were designated and qualified as cash flow hedges, contained no leverage features and had various final maturity dates ranging from December 2012 to August 2014. Two of the floating-to-fixed interest rate swap agreements with an aggregate notional value of \$30,000 that were scheduled to mature in December 2012 were de-designated in September 2012. The related balances in accumulated other comprehensive loss aggregating \$331 were reclassified into earnings during the quarter ended September 30, 2012.

The filing of the Chapter 11 Cases (see Note 3, "Chapter 11 Filing, Going Concern and Other Related Matters") constituted an event of default or termination under the seven interest rate swap agreements to which the Company was a party as of the Petition Date. Accordingly, on November 14, 2012, outstanding interest rate swap obligations (including accrued interest) totaling \$3,566 were reclassified to Liabilities Subject to Compromise and the Company de-designated all of its interest rate swaps, other than those entered into by the joint ventures in which it participates, from hedge accounting. The related balances in accumulated other comprehensive loss aggregating \$1,866 were reclassified into earnings as of the Petition Date. The outstanding interest rate swap obligations as of the Petition Date represent general unsecured claims against the Company.

Foreign Exchange Risk

The Company seeks to reduce its exposure to fluctuations in foreign exchange rates related to recurring monthly foreign currency denominated general and administrative expenses through the use of foreign currency forward contracts and through the purchase of bulk quantities of currencies at rates that management considers favorable. At March 31, 2013 and December 31, 2012, there were no foreign currency forward contracts outstanding. At March 31, 2012, the Company was party to foreign currency forward contracts with aggregate notional amounts of approximately €4,000, that settled monthly through May 2012. Such contracts were not designated as cash flow hedges for accounting purposes.

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Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are voyage receivables due from charterers and pools in which the Company participates. With respect to voyage receivables, the Company limits its credit risk by performing ongoing credit evaluations. For the three months ended March 31, 2013 and 2012, the Company did not have any individual customers who accounted for 10% or more of its revenues apart from the pools in which it participates. The pools in which it participates accounted for 65% and 59% of consolidated voyage receivables at March 31, 2013 and December 31, 2012, respectively.

Tabular disclosure of derivatives location

As noted above, as a result of the Chapter 11 Cases, all derivative obligations outstanding as of the Petition Date were reclassified to Liabilities Subject to Compromise as they represent general unsecured claims against the Company.

The amounts reported in the tables below reflect the correction of an error described in Note 2, "Company Inquiry and Restatement." The effects of cash flow hedging relationships, including hedges of equity method investees, recognized in other comprehensive income/(loss) (effective portion) for the three months ended March 31, 2013 and 2012 are shown below:

	March 31, 2013	March 31, 2012
Interest rate swaps	\$ 2,539	\$ 3,211
Total	\$ 2,539	\$ 3,211

The effect of cash flow hedging relationships on the statement of operations, excluding hedges of equity method investees, for the three months ended March 31, 2012 is shown below:

	Statement of Operations Effective Portion of Gain/(Loss) Reclassified from Accumulated Other Comprehensive Loss		Ineffective Portion	
	Location	Amount of Gain/(Loss)	Location	Amount of Gain/(Loss)
Interest rate swaps	Interest expense	\$ (2,338)	Interest expense	\$ -
Total		\$ (2,338)		\$ -

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The effect of the gain/(loss) recognized on derivatives not designated as hedging instruments on the statement of operations, excluding hedges of equity method investees, for the three months ended March 31, 2012 is as follows:

	Location	
FFAs and bunker swaps	Other income	\$2,620
Foreign currency contracts	General and administrative expenses	152
		\$2,772

Fair Value Hierarchy

The following table presents the fair values, which are pre-tax, for assets and liabilities measured on a recurring basis (excluding investments in affiliated companies):

	Fair Value	Level 1: Quoted prices in active markets for identical assets or liabilities	Level 2 Significant other observable inputs
Assets at December 31, 2012:			
Available-for-sale marketable securities	\$ 181	\$ 181	\$ -

Note 11 Taxes:

As more fully described in Note 2, "Company Inquiry and Restatement," and the 2012 Form 10-K, the Company determined that there were errors in its previously issued financial statements and specifically its tax provision for each of the twelve years in the twelve year period ended December 31, 2011, and for the quarters ended March 31 and June 30, 2012. As a result of certain credit agreements under which OIN was a co-obligor with the Company on a joint and several basis, as well as intercompany balances that have existed between the Company's domestic and international entities within the Company, the Company has concluded that, as of December 31, 2000 and at each subsequent year end through December 31, 2011, it could not assert its intent to permanently reinvest OIN's earnings to the extent these earnings will be deemed repatriated as a result of OIN's joint and several liability under the Credit Facilities or as a result of the intercompany balances, as discussed above.

Income of foreign shipping companies earned from January 1, 1976 through December 31, 1986 was excluded from U.S. income taxation to the extent that such income was reinvested in foreign shipping operations. Foreign shipping income earned before 1976 is not subject to tax unless distributed to the U.S. parent. A determination of the amount of qualified investments in foreign shipping operations, as defined, is made at the end of each year and such amount is compared with the corresponding amount at December 31, 1986. If, during any determination period, there is a reduction of qualified investments in foreign shipping operations, earnings of the foreign shipping companies, limited to the amount of such reduction and to the amount of earnings not previously subject to U.S. income taxation, would become subject to tax. From January 1, 1987 through December 31, 2004, earnings of the foreign shipping companies (exclusive of foreign joint ventures in which the Company has a less than 50% interest) were subject to U.S. income taxation in the year earned and could therefore be distributed to the U.S. parent without further tax. For years beginning after December 31, 2004, the earnings from shipping operations of the Company's foreign subsidiaries are not subject to U.S. income taxation as long as such earnings are not repatriated to the U.S.

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For purposes of its financial statements as of March 31, 2013, the Company has recorded reserves related to the tax effects of the cumulative potential deemed dividends from its foreign subsidiaries or less than 50% owned foreign shipping joint ventures of (1) \$1,207,650 in connection with the Credit Facilities and (2) \$76,000 related to intercompany balances. The potential deemed repatriation amount of \$1,207,650 is derived from an aggregate amount of \$1,334,400 of earnings deemed repatriated from OIN through the end of March 31, 2013 as a result of drawdowns under the Credit Facilities, reduced to take account of certain defenses available to the Company that the Company believes are more-likely-than-not to be successful. If the amount of drawdowns outstanding under the Credit Facilities as of March 31, 2013 remained unchanged for the remainder of 2013, the amount of such drawdowns could produce an aggregate amount of up to \$1,489,000 of earnings deemed repatriated through the end of 2013. The year in which such deemed dividends are included in taxable income is subject to ongoing discussions with the IRS. Accordingly, the Company has recorded in respect of previous years provisions for U.S. income taxes on the income of its foreign subsidiaries or its less than 50%-owned foreign shipping joint ventures to the extent it did not anticipate permanently reinvesting the earnings. The Company has determined that because it is in bankruptcy as of March 31, 2013, and its actions are subject to Bankruptcy Court approval, it can no longer make the assertion that it has both the ability and intent to permanently reinvest the remaining undistributed, previously untaxed, earnings of its foreign subsidiaries indefinitely outside the U.S. The Company has analyzed the book and tax basis differences for its foreign assets and analyzed how foreign earnings would likely be repatriated. Such repatriation would be dependent on the sale of foreign assets, which based on current fair values would significantly erode accumulated earnings by an amount that would exceed previously untaxed earnings. As a result, no incremental tax expense has been recorded as of March 31, 2013 for the remaining undistributed, previously untaxed earnings.

Unrecognized tax benefits presented on the balance sheet include interest and are reduced by available tax attributes, such as the offset of net operating loss carryforwards. Such unrecognized tax benefits are substantially related to the tax effects of the cumulative potential deemed dividends based on a deemed repatriation of foreign earnings in connection with the Credit Facilities and intercompany balances and other issues currently under examination by taxing authorities.

The Company records interest and penalties on unrecognized tax benefits in its provision for income taxes. Accrued interest and penalties are included within the related tax liability line in the condensed consolidated balance sheets. The Company records the liability for the unrecognized tax benefits as a long term liability on the consolidated balance sheets unless cash settlement is expected in the next 12 months.

The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. With few exceptions, as of March 31, 2013, the Company is not subject to U.S. federal, state or local, or foreign examinations by tax authorities for years before 2004.

The components of the income tax benefits/(provisions) follow:

	Three Months Ended March 31,	
	2013	2012
Current	\$ (3,869)	\$ (4,103)
Deferred	9,704	3,575
	\$ 5,835	\$ (528)

At December 31, 2012 the Company had a reserve of \$343,188 for benefits attributable to uncertain tax positions taken during the current and prior tax periods for which the probability of recognition is considered less than "more

likely than not.” For the three months ended March 31, 2013, the Company increased such reserve by \$1,564 to reflect increases in the quarterly average of amounts outstanding under the Credit Facilities.

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Note 12 Capital Stock and Stock Compensation:

Restricted Common Stock, Performance Related Grants

There were no restricted common stock or performance related grants during the three months ended March 31, 2013.

During the three months ended March 31, 2012 the Company awarded a total of 401,409 shares, of restricted common stock at no cost to certain of its employees, including senior officers. Restrictions limit the sale or transfer of shares of restricted common stock until they vest, which occurs over a four or five-year period. During the restriction period, the shares will have voting rights and cash dividends will be paid if declared. The weighted average fair value of the restricted stock issued during the three months ended March 31, 2012 was \$10.09 per share, (the market price at date of grant).

During the three months ended March 31, 2012, the Company granted certain of its senior officers performance awards valued at an aggregate of approximately \$1,307 on the grant date. Each performance award represents a contingent right to receive cash or, at the Company's option, shares of common stock of the Company, based upon certain market related performance goals being met and the covered employees being continuously employed through the end of the three-year period over which the performance goals are measured. The performance related grants were valued using a Monte Carlo pricing model that takes into account the market related performance goals described in the grants. It is the Company's intention (but not an obligation) to settle the awards in shares of the Company's common stock to the extent such shares are available for issuance under the 2004 Stock Incentive Plan (the "2004 Plan") on the settlement date. To the extent sufficient shares are not available for issuance under the 2004 Plan or the Compensation Committee of the Board of Directors determines not to settle the awards in shares, the awards shall be paid in cash. As a result of the current and expected availability of shares under the 2004 Plan and the Company's intent to settle these awards in shares of the Company's common stock if such shares are available, these cash based performance awards are being accounted for as equity awards. The Company will evaluate at each reporting date, the sufficiency of shares available under the 2004 Plan to settle the awards in shares. If at any reporting date in the future the shares available under the 2004 Plan are not sufficient, these awards would be bifurcated into the portion that can be settled in shares and the portion that would have to be settled in cash, with the latter portion being classified as a liability award.

Stock Options

There were no stock options granted during the three months ended March 31, 2013. During the three months ended March 31, 2012, options covering 377,653 shares were granted at or above the market price at the date of the grant. Such options were valued using the Black-Scholes option pricing model and expire ten years from the grant date. The exercise price of options granted during the three months ended March 31, 2012 was \$12.50 per share. The grant date fair value of options granted during the three months ended March 31, 2012 was \$3.83 per share.

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Note 13 Accumulated Other Comprehensive Loss:

The components of accumulated other comprehensive loss, net of related taxes, in the condensed consolidated balance sheets follow:

As of	March 31, 2013	December 31, 2012
Unrealized gains on available-for-sale securities	\$ -	\$ 49
Unrealized losses on derivative instruments	(91,120)	(98,937)
Items not yet recognized as a component of net periodic benefit cost (pension and other postretirement plans)	(14,461)	(14,893)
	\$ (105,581)	\$ (113,781)

The changes in the balances of each component of accumulated other comprehensive loss, net of related taxes, during the three months ended March 31, 2013 and 2012 follow:

Changes in Accumulated Other Comprehensive Loss Components

	Unrealized gains/(losses) on available- for-sale securities	Unrealized losses on cash flow hedges	Items not yet recognized as a component of net periodic benefit cost (pension and other postretirement plans)	Total
Balance as of December 31, 2012	\$ 49	\$ (98,937)	\$ (14,893)	\$ (113,781)
Current period other comprehensive income excluding amounts reclassified from accumulated other comprehensive income	(181)	2,539	432	2,790
Amounts reclassified from accumulated other comprehensive income	132	5,278	-	5,410
Total change in accumulated other comprehensive loss	(49)	7,817	432	8,200
Balance as of March 31, 2013	\$ -	\$ (91,120)	\$ (14,461)	\$ (105,581)
Balance as of December 31, 2011	\$ 34	\$ (104,554)	\$ (14,787)	\$ (119,307)
Current period other comprehensive income excluding	(282)	3,211	(312)	2,617

amounts reclassified from accumulated other comprehensive income				
Amounts reclassified from accumulated other comprehensive income	-	6,953	-	6,953
Total change in accumulated other comprehensive loss	(282)	10,164	(312)	9,570
Balance as of March 31, 2012	\$ (248)	\$ (94,390)	\$ (15,099)	\$ (109,737)

Amounts reclassified out of each component of accumulated other comprehensive loss follow:

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Amounts Reclassified out of Accumulated Other Comprehensive Loss			
	Three Months Ended March 31,		
Accumulated Other Comprehensive Loss Component	2013	2012	Statement of Operations Line Item
Unrealized losses on available-for-sale securities: Write-down recorded relating to securities held by the Company's foreign subsidiaries	\$ (132)	\$ -	Other income / (expense)
Unrealized losses on cash flow hedges: Interest rate swaps entered into by the Company's equity method investees	(5,278)	(5,433)	Equity in income of affiliated companies
Interest rate swaps entered into by the Company's subsidiaries	-	(2,338)	Interest expense
	(5,410)	(7,771)	Total before tax
	-	818	Tax benefit ⁽¹⁾
	\$ (5,410)	\$ (6,953)	Total net of tax

(1) The tax benefit relates to the interest rate swaps entered into by the Company's domestic subsidiaries.

Note 14 Leases:

1. Charters-in:

Between December 2012 and April 2013, the Bankruptcy Court issued orders approving the Company's rejection of leases on 25 chartered-in International Flag vessels. The Company entered into new lease agreements at lower rates on eight of the chartered-in vessels (seven Handysize Product Carriers and one Aframax), which lease agreements were assumed as amended pursuant to orders of the Bankruptcy Court, at lower rates. One Suezmax and one Handysize Product Carrier were redelivered to owners in December 2012 and an additional twelve vessels (eight Handysize Product Carriers, two Panamax Product Carriers, one Suezmax and one Aframax), were redelivered to owners during the three months ended March 31, 2013. In April 2013, the remaining three Handysize Product Carriers were redelivered to owners.

As of March 31, 2013, the Company recorded an estimate for lease termination costs totaling \$189,753 related to the rejected leases that were redelivered or amended through March 31, 2013.

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As of March 31, 2013, the Company had commitments to charter in 25 vessels. All of the charters-in are accounted for as operating leases, of which 12 are bareboat charters and 13 are time charters. The future minimum commitments and related number of operating days under these operating leases, before taking account of rejections for the three vessels redelivered in April 2013, as described above, are as follows:

Bareboat Charters-in at March 31, 2013	Amount	Operating Days
2013	\$ 65,942	3,300
2014	91,141	4,380
2015	95,535	4,380
2016	96,751	4,392
2017	96,138	4,380
Thereafter	204,519	7,379
Net minimum lease payments	\$ 650,026	28,211

Time Charters-in at March 31, 2013	Amount	Operating Days
2013	\$ 40,039	3,334
2014	37,964	2,583
2015	28,299	1,805
2016	16,073	970
2017	772	48
Net minimum lease payments	\$ 123,147	8,740

The future minimum commitments for time charters-in have been reduced to reflect estimated days that the vessels will not be available for employment due to drydock because the Company does not pay time charter hire when time chartered-in vessels are not available for its use. Certain of the charters in the above tables also provide the Company with renewal and purchase options.

2. Charters-out:

The future minimum revenues, before reduction for brokerage commissions, expected to be received on noncancelable time charters and certain COAs for which minimum annual revenues can be reasonably estimated and the related revenue days (revenue days represent calendar days, less days that vessels are not available for employment due to repairs, drydock or lay-up) are as follows:

At March 31, 2013	Amount	Revenue Days
2013	\$ 268,174	6,901
2014	221,089	4,646
2015	91,589	1,539
2016	28,783	373
2017	22,347	269
Thereafter	52,085	612
Net minimum lease payments	\$ 684,067	14,340

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Future minimum revenues do not include (1) the Company's share of time charters entered into by the pools in which it participates, (2) the Company's share of time charters entered into by the joint ventures, which the Company accounts for under the equity method and (3) COAs for which minimum annual revenues cannot be reasonably estimated. Revenues from those COAs that are included in the table above, \$16,740 (2013), \$21,375 (2014), \$21,699 (2015), \$22,023 (2016), \$22,347 (2017) and \$52,085 (thereafter), are based on minimum annual volumes of cargo to be loaded during the contract periods at a fixed price and do not contemplate early termination of the COAs as provided in the agreements. Amounts that would be due to the Company in the event of the cancellation of the COA contracts have not been reflected in the above table. Revenues from a time charter are not generally received when a vessel is off-hire, including time required for normal periodic maintenance of the vessel. In arriving at the minimum future charter revenues, an estimated time off-hire to perform periodic maintenance on each vessel has been deducted, although there is no assurance that such estimate will be reflective of the actual off-hire in the future.

3. Office space:

In April 2013, the Bankruptcy Court approved the Company's rejection of the lease agreement for its corporate headquarters office space. The Company vacated the office space on June 30, 2013 and will record, in June 2013 a provision for the estimated damages it expects the Bankruptcy Court will allow the building owner to claim. The Company will also record a \$1,638 non-cash write-off of the unamortized cost of leasehold improvements and other property at such time.

Note 15 Pension and Other Postretirement Benefit Plans:

The net periodic benefit cost for the Company's domestic defined benefit pension (for which the benefits have been frozen) and postretirement health care and life insurance plans was not material during the three months ended March 31, 2013 and 2012. The unfunded benefit obligations for these domestic pension and postretirement benefit plans as well as the obligations outstanding under the (i) unfunded, nonqualified supplemental defined benefit pension plan, (ii) the unfunded, nonqualified defined contribution pension plan covering highly compensated U.S. shore-based employees, and (iii) the OSG Non-Employee Director Deferred Compensation Plan are included in Liabilities Subject to Compromise in the condensed consolidated balance sheet as of March 31, 2013 and December 31, 2012.

The Company expects that its required contributions in 2013 with respect to its domestic defined benefit pension plan will be approximately \$1,318, of which \$556 was funded through April 2013.

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Note 16 Other Income/(Expense):

Other income/(expense) consists of:

	Three Months Ended March 31,	
	2013	2012
Investment income:		
Interest and dividends	\$ 45	\$ 97
Gain/(loss) on sale of securities and investments	(303)	1,018
	(258)	1,115
Gain on derivative transactions	-	2,620
Miscellaneous net	59	(323)
	\$ (199)	\$ 3,412

Note 17 Agreements with Executive Officers and Severance and Relocation Costs:

In the first quarter of 2012, the Company announced the relocation of the technical management of its conventional International Flag crude oil tanker fleet from its Newcastle, U.K. office to its Athens, Greece office. In connection therewith, approximately 50 employees were terminated in Newcastle. The Company recognized \$905 related to such terminations during the quarter ended March 31, 2012. During the quarter ended March 31, 2013, claims asserted against the Company by former employees impacted by the relocation of the technical management operations were denied. Accordingly, remaining reserves, aggregating \$422, were reversed.

In February 2013, the Company's then-current Chief Executive Officer resigned. In conjunction with this resignation, the Company reversed previously recognized compensation expense of \$3,209 relating to unvested restricted stock and stock option awards. Also, in April 2013, thirty-seven employees, including three senior executive officers of the Company were terminated as part of a reduction in force. The Company expects to record approximately \$3,714 in severance related costs during 2013.

On March 22, 2013 the Company entered into an agreement with its current President and Chief Executive Officer who assumed that role in February 2013, confirming the terms of his employment with the Company (the "Letter Agreement"). The terms of the Letter Agreement were subsequently approved by the Bankruptcy Court and provide for the waiver of any and all rights, claims or causes of action that the Company may have, including, without limitation, claims pursuant to Sections 547 and 548 of the Bankruptcy Code, with respect to payments such executive officer received in connection with his June 15, 2012 letter agreement with the Company, conditioned upon such waiver remaining effective only in the event that either (1) he remains continuously employed with the Company through the date on which the Company emerges from the proceedings under Chapter 11 or (2) his employment is terminated in connection with a divestiture of one or more of the Company's assets or businesses. Furthermore, the agreement provides for an allowed administrative claim against OSG Ship Management, Inc., a wholly owned subsidiary of the Company, pursuant to Section 503(b)(1)(A) of the Bankruptcy Code, for amounts totaling \$6,399 owed to the President and Chief Executive Officer under the Company's Supplemental Executive Savings Plan. This provision is subject to his continued employment with the Company through December 1, 2014.

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Note 18 Contingencies:

The Company's policy for recording legal fees related to contingencies is to expense such legal costs as incurred.

Impact of the Chapter 11 Cases

On November 14, 2012, the Company and 180 of its subsidiaries commenced the Chapter 11 Cases in the Bankruptcy Court. Certain of the Company's subsidiaries and affiliates (collectively, the "Non-Filing Entities") did not file for relief under Chapter 11. The Debtors will continue to operate their businesses as "debtors-in-possession" under the jurisdiction of the Bankruptcy Court and in accordance with the applicable provisions of the Bankruptcy Code and the orders of the Bankruptcy Court. The Non-Filing Entities will continue to operate in the ordinary course of business. As a result of the filing for relief under Chapter 11, litigation against the Debtors to recover pre-petition claims or to exercise control over the property of the Debtors' bankruptcy estates is automatically stayed pursuant to the Bankruptcy Code. See Note 3, "Chapter 11, Going Concern and Other Related Matters," to the accompanying condensed consolidated financial statements, for additional information.

Class Action Lawsuits

Shortly after the Company filed a Current Report on Form 8-K on October 22, 2012 disclosing that on October 19, 2012 the Audit Committee of the Board of Directors of the Company, on the recommendation of management, concluded that the Company's previously issued financial statements for at least the three years ended December 31, 2011 and associated interim periods, and for the fiscal quarters ended March 31, 2012 and June 30, 2012, should no longer be relied upon, several putative class action suits were filed in federal court in the Southern District of New York against the Company, its then President and Chief Executive Officer, its then Chief Financial Officer, its then current and certain former members of its Board of Directors, its current independent registered public accounting firm, and underwriters of the Company's public offering of notes in March 2010 (the "Offering"). The Company's former independent registered public accounting firm was later added as a defendant. Subsequent to the Company's filing for relief under Chapter 11, these suits were consolidated and the plaintiffs filed an amended complaint that does not name the Company as a defendant. The consolidated suit is on behalf of purchasers of Company securities between March 1, 2010 and October 19, 2012 and purchasers of notes in the Offering. The plaintiffs allege that documents that the Company filed with the SEC were defective, inaccurate and misleading, that the plaintiffs relied on such documents in purchasing the Company's securities, and that, as a result, the plaintiffs suffered losses. The plaintiffs assert claims under the Securities Act of 1933 (the "Securities Act") against all defendants and claims under the Securities Exchange Act of 1934 (the "Exchange Act") against the former President and former Chief Financial Officer of the Company. The plaintiffs seek recovery of such losses from the defendants. The Bankruptcy Court stayed the consolidated suit against the individual defendants (the former President and former Chief Financial Officer of the Company and certain current and certain former directors of the Company), except with respect to motions to dismiss, through September 17, 2013, subject to the Company's right to request further extensions. The Company has not sought such extension. On September 10, 2013, the district court in the Southern District of New York dismissed the claims against the former President and former Chief Financial Officer of the Company arising under the Exchange Act in the consolidated suit for failure to adequately allege scienter but granted plaintiffs leave to replead their Exchange Act claims within 30 days. The district court denied the motions to dismiss the claims against all defendants arising under the Securities Act.

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SEC Investigation

On November 13, 2012, the Company received from the staff of the SEC a request for documents relating to the statements in the Company's October 22, 2012 Form 8-K, to which the Company has responded. On January 29, 2013, the SEC issued a formal order of private investigation of the Company. The Company intends to continue to cooperate fully with the SEC's investigation.

Legal Proceedings Arising in the Ordinary Course of Business

The Company is a party, as plaintiff or defendant, to various suits in the ordinary course of business for monetary relief arising principally from personal injuries, collision or other casualty and to claims arising under charter parties. All such personal injury, collision or other casualty claims against the Company are covered by insurance (subject to deductibles not material in amount). Each of the claims involves an amount which, in the opinion of management, is not material to the Company's financial position, results of operations and cash flows.

Excise Tax Case

The IRS imposed penalties totaling approximately \$3,500 against certain U.S. Flag vessel owning subsidiaries of the Company due to alleged delinquent excise tax registration applications and delinquent filing of information returns. The Company has denied the applicability of the penalties in question and is vigorously contesting the matter with the IRS. As a result of certain administrative protocols, the Company had to pay the assessed penalties in order to formally file suit for a refund. The Company paid \$3,500 in penalties during the year-ended December 31, 2011 and such amounts are included in other receivables in the accompanying condensed consolidated balance sheet. The Company believes, based on the merits of the case, that the likelihood of an unfavorable judgment is more than remote but less than probable. This position is supported by the Tax Division's Office of Review's approval of a recommendation to concede in favor of the Company's claims and avoid a court trial. As of March 31, 2013 the recommendation is pending the final approval of the Office of the Assistant Attorney General at the U.S. Department of Justice. Accordingly, no provisions have been made in the Company's financial statements for a potential loss as of March 31, 2013, as the Company does not believe there is any one amount within the range of likely losses (from \$0 to \$3,500) that is a better estimate than another.

Environmental Incident

On July 16, 2013 the Company received notification through its compliance reporting system that possible pollution violations from one of its Marshall Islands-flagged vessels had occurred. The report alleged that there had been improper discharges of bilge holding tank contents directly overboard and not, as required by Company policies and law, through the installed Oily Water Separator or to shore side reception facilities.

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On July 26, 2013, after conducting a preliminary investigation, the Company informed the Marshall Islands Maritime Administration (the "Flag State") of potential violations of law and the Flag State commenced an investigation. The Company has cooperated with the Flag State preliminary investigation. On July 31, 2013, the Company informed the U.S. Coast Guard and the U.S. Department of Justice of the results of the Company's and the Flag State's preliminary investigations, including possible improper discharges from the vessel's bilge holding tank and apparent false entries in, or apparent omission of required entries from, the vessel's Oil Record Book Part I while the vessel was in U.S. waters. The Company offered to cooperate with the U.S. Coast Guard and Department of Justice in any investigation either of them wish to conduct and agreed to notify them of any new developments relating to the Company's continuing investigation.

Note 19 Condensed Combined Financial Statements of Debtor Subsidiaries:

In accordance with ASC 852, aggregate financial information of the Debtors is presented below as of March 31, 2013 and December 31, 2012 and for the three months ended March 31, 2013.

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	Total Combined Debtor Entities March 31, 2013	Total Combined Debtor Entities December 31, 2012
Combined Balance Sheet information		
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 517,460	\$ 471,726
Voyage receivables	153,519	178,635
Other receivables	40,088	38,153
Inventories, prepaid expenses and other current assets	44,538	55,602
Total Current Assets	755,605	744,116
Vessels and other property less accumulated depreciation	2,825,027	2,849,331
Deferred drydock expenditures, net	63,191	74,418
Total Vessels, Deferred Drydock and Other Property	2,888,218	2,923,749
Investments in Affiliated Companies	264,659	252,098
Intangible assets, less accumulated amortization	70,444	71,736
Goodwill	9,668	9,668
Investments in Subsidiaries	147,921	147,921
Pre and Post-petition intercompany loans receivable and accrued interest	35,583	76,611
Pre-petition intercompany receivables	2,233,404	2,233,404
Post-petition intercompany receivables	2,295	927
Other Assets	25,718	26,767
Total Assets	\$ 6,433,515	\$ 6,486,997
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts payable, accrued expenses and other current liabilities	\$ 85,100	\$ 84,477
Deferred income taxes	24,558	25,900
Income taxes payable, including reserve for uncertain tax positions of \$326,121 and \$326,161	331,928	329,922
Total Current Liabilities	441,586	440,299
Reserve for Uncertain Tax Positions	18,631	17,067
Deferred Gain on Sale and Leaseback of Vessels	-	3,839
Deferred Income Taxes	338,238	346,620
Other Liabilities	31,393	29,326
Post-petition intercompany payables	7,457	47,075
Liabilities Subject to Compromise, including pre-petition intercompany payables	4,964,809	4,811,562
Total Liabilities	5,802,114	5,695,788
Equity:		
Total Equity	631,401	791,209
Total Liabilities and Equity	\$ 6,433,515	