IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	Chapter 11
Overseas Shipholding Group, Inc., *et al.*,[1]	Case No. 12-20000 (PJW)
Debtors.	Jointly Administered

GENERAL NOTES REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS

Overseas Shipholding Group, Inc. ("OSG") and certain of its affiliates (collectively, the "Debtors") are filing their respective Schedules of Assets and Liabilities (the "Schedules") and

[1] The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: Overseas Shipholding Group, Inc. (7623); OSG International, Inc. (7117); OSG Bulk Ships, Inc. (2600); 1372 Tanker Corporation (4526); Africa Tanker Corporation (9119); Alcesmar Limited (5306); Alcmar Limited (5307); Alpha Suezmax Corporation (1684); Alpha Tanker Corporation (6063); Amalia Product Corporation (3808); Ambermar Product Carrier Corporation (8898); Ambermar Tanker Corporation (7100); Andromar Limited (5312); Antigmar Limited (5303); Aqua Tanker Corporation (7408); Aquarius Tanker Corporation (9161); Ariadmar Limited (5301); Aspro Tanker Corporation (4152); Atalmar Limited (5314); Athens Product Tanker Corporation (9565); Atlas Chartering Corporation (8720); Aurora Shipping Corporation (5649); Avila Tanker Corporation (4155); Batangas Tanker Corporation (8208); Beta Aframax Corporation (9893); Brooklyn Product Tanker Corporation (2097); Cabo Hellas Limited (5299); Cabo Sounion Limited (5296); Caribbean Tanker Corporation (6614); Carina Tanker Corporation (9568); Carl Product Corporation (3807); Concept Tanker Corporation (9150); Crown Tanker Corporation (6059); Delphina Tanker Corporation (3859); Delta Aframax Corporation (9892); DHT Ania Aframax Corp. (9134); DHT Ann VLCC Corp. (9120); DHT Cathy Aframax Corp. (9142); DHT Chris VLCC Corp. (9122); DHT Rebecca Aframax Corp. (9143); DHT Regal Unity VLCC Corp. (9127); DHT Sophie Aframax Corp. (9138); Dignity Chartering Corporation (6961); Edindun Shipping Corporation (6412); Eighth Aframax Tanker Corporation (8100); Epsilon Aframax Corporation (9895); First Chemical Carrier Corporation (2955); First LPG Tanker Corporation (9757); First Union Tanker Corporation (4555); Fourth Aframax Tanker Corporation (3887); Front President Inc. (1687); Goldmar Limited (0772); GPC Aframax Corporation (6064); Grace Chartering Corporation (2876); International Seaways, Inc. (5624); Jademar Limited (7939); Joyce Car Carrier Corporation (1737); Juneau Tanker Corporation (2863); Kimolos Tanker Corporation (3005); Kythnos Chartering Corporation (3263); Leo Tanker Corporation (9159); Leyte Product Tanker Corporation (9564); Limar Charter Corporation (9567); Luxmar Product Tanker Corporation (3136); Luxmar Tanker LLC (4675); Majestic Tankers Corporation (6635); Maple Tanker Corporation (5229); Maremar Product Tanker Corporation (3097); Maremar Tanker LLC (4702); Marilyn Vessel Corporation (9927); Maritrans General Partner Inc. (8169); Maritrans Operating Company L.P. (0496); Milos Product Tanker Corporation (9563); Mindanao Tanker Corporation (8192); Mykonos Tanker LLC (8649); Nedimar Charter Corporation (9566); Oak Tanker Corporation (5234); Ocean Bulk Ships, Inc. (6064); Oceania Tanker Corporation (9164); OSG 192 LLC (7638); OSG 209 LLC (7521); OSG 214 LLC (7645); OSG 215 Corporation (7807); OSG 242 LLC (8002); OSG 243 LLC (7647); OSG 244 LLC (3601); OSG 252 LLC (7501); OSG 254 LLC (7495); OSG 300 LLC (3602); OSG 400 LLC (7499); OSG America LLC (2935); OSG America L.P. (2936); OSG America Operating Company LLC (5493); OSG Car Carriers, Inc. (1608); OSG Clean Products International, Inc. (6056); OSG Columbia LLC (7528);

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Statements of Financial Affairs (the "Statements" and, with the Schedules, the "Schedules and Statements") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Debtors' management, with the assistance of their advisors, prepared the Schedules and Statements in accordance with Section 521 of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

The following notes pertaining to all of the Schedules and Statements, as applicable (the "General Notes") are incorporated by reference in, and comprise an integral part of, each of the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements. Disclosure of information in one Schedule, Statement, exhibit or continuation sheet, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit or continuation sheet. These General Notes are in addition to the notes set forth in the individual Schedules and Statements notes sections below. The fact that the Debtors have prepared a specific note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such General Note to any or all of the Debtors' remaining Schedules or Statements, as appropriate.

The Schedules and Statements have been prepared by the Debtors' management and are unaudited. While management of the Debtors has made every reasonable effort to ensure that the Schedules and Statements are accurate and complete based upon information that was

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OSG Constitution LLC (8003); OSG Courageous LLC (2871); OSG Delaware Bay Lightering LLC (4998); OSG Discovery LLC (8902); OSG Endeavor LLC (5138); OSG Endurance LLC (2876); OSG Enterprise LLC (3604); OSG Financial Corp. (8639); OSG Freedom LLC (3599); OSG Honour LLC (7641); OSG Independence LLC (7296); OSG Intrepid LLC (7294); OSG Liberty LLC (7530); OSG Lightering Acquisition Corporation (N/A); OSG Lightering LLC (0553); OSG Lightering Solutions LLC (5698); OSG Mariner LLC (0509); OSG Maritrans Parent LLC (3903); OSG Navigator LLC (7524); OSG New York, Inc. (4493); OSG Product Tankers AVTC, LLC (0001); OSG Product Tankers I, LLC (8236); OSG Product Tankers II, LLC (8114); OSG Product Tankers, LLC (8347); OSG Product Tankers Member LLC (4705); OSG Quest LLC (1964); OSG Seafarer LLC (7498); OSG Ship Management, Inc. (9004); OSG Valour Inc. (7765); Overseas Allegiance Corporation (7820); Overseas Anacortes LLC (5515); Overseas Boston LLC (3665); Overseas Diligence LLC (6681); Overseas Galena Bay LLC (6676); Overseas Houston LLC (3662); Overseas Integrity LLC (6682); Overseas Long Beach LLC (0724); Overseas Los Angeles LLC (5448); Overseas Martinez LLC (0729); Overseas New Orleans LLC (6680); Overseas New York LLC (0728); Overseas Nikiski LLC (5519); Overseas Perseverance Corporation (7817); Overseas Philadelphia LLC (7993); Overseas Puget Sound LLC (7998); Overseas Sea Swift Corporation (2868); Overseas Shipping (GR) Ltd. (5454); Overseas ST Holding LLC (0011); Overseas Tampa LLC (3656); Overseas Texas City LLC (5520); Pearlmar Limited (7140); Petromar Limited (7138); Pisces Tanker Corporation (6060); Polaris Tanker Corporation (6062); Queens Product Tanker Corporation (2093); Reymar Limited (7131); Rich Tanker Corporation (9147); Rimar Chartering Corporation (9346); Rosalyn Tanker Corporation (4557); Rosemar Limited (7974); Rubymar Limited (0767); Sakura Transport Corp. (5625); Samar Product Tanker Corporation (9570); Santorini Tanker LLC (0791); Serifos Tanker Corporation (3004); Seventh Aframax Tanker Corporation (4558); Shirley Tanker SRL (3551); Sifnos Tanker Corporation (3006); Silvermar Limited (0766); Sixth Aframax Tanker Corporation (4523); Skopelos Product Tanker Corporation (9762); Star Chartering Corporation (2877); Suezmax International Agencies, Inc. (4053); Talara Chartering Corporation (3744); Third United Shipping Corporation (5622); Tokyo Transport Corp. (5626); Transbulk Carriers, Inc. (6070); Troy Chartering Corporation (3742); Troy Product Corporation (6969); Urban Tanker Corporation (9153); Vega Tanker Corporation (3860); View Tanker Corporation (9156); Vivian Tankships Corporation (7542); Vulpecula Chartering Corporation (8718); and Wind Aframax Tanker Corporation (9562). The mailing address of the Debtors is: 666 3rd Avenue, New York, NY 10017.

available at the time of preparation, the subsequent receipt of information may result in material changes in the data contained in the Schedules and Statements and inadvertent errors or omissions may exist. To the extent the Debtors discover additional information that may differ from the information set forth in the Schedules and Statements, the Debtors may amend, supplement or otherwise modify the Schedules and Statements to reflect such changes. Accordingly, the Debtors reserve all rights to amend, supplement or otherwise modify the Schedules and Statements as they deem necessary or appropriate.

Description of Cases and "As Of" Information Date. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on November 14, 2012 (the "Petition Date"). The Debtors are operating their businesses as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only in the above-captioned cases pursuant to Rule 1015 of the Bankruptcy Rules. On November 15, 2012, the Bankruptcy Court entered an order jointly administering these cases pursuant to Bankruptcy Rule 1015(b).

Amounts reported in the Schedules and Statements are as of November 13, 2012, unless otherwise noted.

Basis of Presentation. The Schedules and Statements, except where otherwise indicated, reflect the assets and liabilities of each Debtor on a non-consolidated basis where possible. Accordingly, the totals listed in the Schedules and Statements may not be comparable to OSG's consolidated financial reports prepared for public reporting purposes or otherwise as these reports include OSG and each of its subsidiaries, some of which are not Debtors in these proceedings.

The Schedules and Statements were not prepared in accordance with United States generally accepted accounting principles ("U.S. GAAP") or any other recognized financial reporting framework, nor are they intended to reconcile to any financial statements otherwise prepared or distributed by the Debtors or any of the Debtors' affiliates.

Moreover, given, among other things, the uncertainty surrounding the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not a conclusion that the Debtor was solvent at the Petition Date or at any time prior to the Petition Date. Similarly, to the extent that a Debtor shows more liabilities than assets, this is not a conclusion that the Debtor was insolvent at the Petition Date or any time prior to the Petition Date.

As disclosed in the Forms 8-K filed by OSG with the Securities and Exchange Commission (the "SEC") on October 3, 2012 and October 22, 2012, the Company is in the process of reviewing a tax issue arising from the fact that the Company is domiciled in the United States and has substantial international operations, and relating to the interpretation of certain provisions contained in the Company's loan agreements. As a result of that continuing process, 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 and June 30, 2012, should no longer be relied upon. The Audit Committee and authorized officers have informed the Company's independent registered public accountants of this conclusion. The Company is continuing its review processes, including determining whether a restatement of those financial statements may be required, and the nature of any potential restatement.

The Schedules, Statements, and General Notes should not be relied upon by any persons for information relating to current or future financial conditions, events or performance of any of the Debtors or their affiliates.

Consolidated Accounting and Disbursements System. Certain of the Debtors and/or Non-Debtors act on behalf of other Debtors and/or Non-Debtors. Moreover, because the Debtors' accounting systems, policies and practices were developed to produce consolidated reporting, rather than entity-by-entity reporting, it is possible that not all assets or liabilities have been attributed to the correct legal entity on the Schedules and Statements. Furthermore, payments made are listed by the entity making such payment notwithstanding that many such payments may have been made on behalf of another entity. The Debtors track these payments and generate corresponding claims that are recorded on the Debtors' intercompany accounts. The Debtors reserve their rights with respect to the proper accounting and treatment of such payments and liabilities. Whether or not a particular payment or obligation was incurred by the entity actually making the payment or incurring the obligation is a complex question of applicable non-bankruptcy law. Accordingly, the Debtors reserve all rights to reclassify any payment or obligation as belonging to another entity.

Confidentiality. There may be instances within the Schedules and Statements where names, addresses or amounts have been left blank. Due to the nature of an agreement between the Debtors and a third party, concerns of confidentiality or concerns for the privacy of an individual, the Debtors have deemed it appropriate and necessary to avoid listing such names, addresses and amounts.

Current employees of the Debtors are identified on the Schedules by their internal employee identification number. Addresses of current employees of the Debtors are generally not included in the Schedules; however, the Debtors intend to mail any required notice or other documents to the address in their books and records for such individuals.

Insiders. For purposes of the Schedules and Statements, the Debtors have identified the following as "insiders" as defined in the Bankruptcy Code: (a) directors of any of the Debtors, (b) officers of any of the Debtors, (c) relatives of directors or officers of any of the Debtors and (d) any managing agent of any of the Debtors. Payments to insiders are set forth in SOFAs Item 3c.

As to persons identified as "insiders," the Debtors do not take any position with respect to: (a) such person's influence over the control of the Debtors, (b) the management responsibilities or functions of such individual, (c) the decision-making or corporate authority of such individual, or (d) whether such individual could successfully argue that he or she is not an "insider" under applicable non-bankruptcy law, including, without limitation, the federal securities laws, or with

respect to any theories of liability or for any other purpose. The inclusion of a party as an "insider" is not an acknowledgment or concession by that party that such party is an "insider" under applicable bankruptcy or non-bankruptcy law.

Current Values. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate resources for the Debtors to obtain current market valuations of all of their assets. Unless otherwise indicated, the basis for all current values included in the Schedules and Statements was the estimated net book value from the Debtors' books and records as of the close of business on November 13, 2012. The estimated net book value as of November 13, 2012 may not reflect the actual current value of the respective asset. Amounts ultimately realized from a potential disposition of the Debtors' assets may vary from net book value, and such variance may be material. The Debtors reserve the right to dispute the true and appropriate value of any and all of their assets.

The asset amounts listed do not include material write-downs that may be necessary. Operating cash is presented as bank balances as of the Petition Date and does not include cash held by non-Debtor entities. Certain other assets such as investments in subsidiaries and other intangible assets are listed at book value, which may materially differ from fair market values.

Prepetition Liabilities. The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. The Debtors reserve all rights to modify, amend, and supplement the Schedules and Statements as is necessary and appropriate.

Unknown Amounts. The description of an amount as "unknown" is not intended to reflect upon the materiality of such amount. In some cases, it is either impossible or impractical to calculate exact claim amounts. Except where otherwise noted, the Debtors have listed all such claims as "unknown" in amount and have not included them in any calculations of subtotals or totals on any Schedule or summary.

Totals. All totals that are included in the Schedules and Statements represent totals of all the known amounts in the Debtors' books and records as of the Petition Date. To the extent that there are unknown or undetermined amounts, the actual total may be different than the listed total.

Paid Claims. The Bankruptcy Court has authorized the Debtors to pay certain outstanding prepetition claims, including certain payments to critical and foreign vendors, employees, and taxing authorities (the "First Day Orders"). Unless otherwise stated, the Schedules and Statements reflect scheduled amounts owed as of the Petition Date, adjusted for any postpetition payments made on account of such claims pursuant to the authority granted by the Bankruptcy Court.

Despite reasonable efforts, certain prepetition claims paid pursuant to Bankruptcy Court authorization may be listed in the Schedules and Statements. Furthermore, to the extent the

Debtors later pay any amount of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend or supplement the Schedules and Statements or take other action, including, but not limited to, filing claims objections, as is necessary and appropriate to avoid excessive or duplicative payments.

Intercompany Accounts. Prior to the Petition Date, the Debtors routinely engaged in intercompany transactions resulting in intercompany account balances. The intercompany accounts balances, if any, that are reflected on the Debtors' books and records are set forth in the respective Debtor's Schedules. The listing of these amounts is not and shall not be construed as an admission of the characterization of such balance as debt, equity, or otherwise. Furthermore, the listing of these amounts is not necessarily indicative of the ultimate recovery, if any, on any intercompany asset account or the impairment or claim status of any intercompany liability account. The Debtors reserve all rights to later change the characterization, classification, categorization or designation of intercompany accounts reported in the Schedules and Statements.

Guarantees. The Debtors have used their best efforts to locate and identify guaranties and other secondary liability claims ("Guaranties") in their executory contracts, unexpired leases, secured financing, debt instruments and other such agreements. Where such Guaranties have been identified, they have been included in the relevant Schedule. Contractual guarantees issued by a Debtor have been listed on Schedule F. Some guarantees listed on a Debtor's Schedule F may be redundant to or duplicative of liabilities recorded on the Schedules or financial statements of other Debtors and non-Debtor entities, and therefore the claim amounts identified for such guarantees, if any, may overstate the true amount of such claims. The Debtors may identify additional guarantees as they continue their review of their books and records, executory contracts, unexpired leases, debt instruments and other such agreements, and reserve the right to amend their Schedules accordingly.

Excluded Accruals/U.S. GAAP Entries. The Debtors' balance sheets reflect certain liabilities recognized in accordance with U.S. GAAP; however, not all such liabilities would result in a claim against the Debtors. Thus, certain liabilities including, but not limited to, certain reserves, deferred revenue, and future contract obligations have not been included in the Debtors' Schedules. (See Note on Schedule F below for additional information on certain excluded liabilities). Other immaterial assets and liabilities also may have been excluded.

Liens. The inventories, property, and equipment listed in the Schedules and Statements are presented without consideration of any liens (including, without limitation, rights of creditors under any applicable maritime laws). The Debtors have made no attempt to identify or quantify such liens, including, without limitation, maritime liens, for the purposes of preparing the Schedules and Statements. The Debtors expressly reserve all rights to challenge any filed or unfiled liens, including, without limitation, maritime liens.

Property and Equipment: Owned. Owned property and equipment are stated at net book value (cost less depreciation and amortization). Depreciation and amortization are provided principally on the "straight-line" method over the assets' estimated useful lives. Although

accelerated depreciation methods may be used for tax reporting purposes, the Schedules reflect straight-line methods.

Property and Equipment: Leased. In the ordinary course of their businesses, the Debtors lease real property and various articles of personal property, including furniture, fixtures and equipment, from certain third-party lessors. All such leases are set forth in the Schedules. Leases not deemed to be capital leases are listed in the list of executory contracts contained in Schedule G; the property that is the subject of such leases therefore has been excluded from Schedule A (real property) and Schedule B, and the lease payments under such leases have been excluded from Schedule D. Unpaid lease payments are listed in Schedule F (unsecured claims). However, nothing in the Schedules is or shall be construed as an admission or determination as to the legal status of any lease (including whether it is a true lease or a financing arrangement) and the Debtors reserve all rights with respect to all such issues.

Litigation. The Debtors have listed in Schedule F all known claimants related to any pending litigation action as contingent, disputed and unliquidated with unknown amounts. Although claim amounts were not estimated, allowed claims, if any, for these claimants may be substantial.

Foreign Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars at an exchange rate as of November 13, 2012.

Reservation of Rights. Except as otherwise provided by Bankruptcy Rule 3003(b)(1), nothing contained in the Schedules and Statements or these General Notes shall constitute a waiver of any of the Debtors' rights or an admission with respect to their Chapter 11 cases including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of Chapter 3 of the Bankruptcy Code and/or causes of action under the provisions of Chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.

Amendment. Although reasonable efforts were made to file complete and accurate Schedules and Statements, inadvertent errors and omissions may exist. The Debtors reserve the right to amend and/or supplement their Schedules and Statements from time to time as they deem necessary or appropriate.

Recharacterization. The Debtors have made reasonable efforts to characterize, classify, categorize or designate correctly the claims, assets, executory contracts, unexpired leases and other items reported in the Schedules and Statements. However, due to the complexity and size of the Debtors' businesses, the Debtors may have improperly characterized, classified, categorized or designated certain items. The Debtors reserve their rights to recharacterize, reclassify, recategorize or redesignate items reported in the Schedules and Statements at a later time either in amendments to the Schedules and Statements or in another appropriate filing as necessary or appropriate as additional information becomes available.

Classification. Except as otherwise provided by Bankruptcy Rule 3003(b)(1), listing a claim (a) on Schedule D as "secured," (b) on Schedule E as "priority," (c) on Schedule F as "unsecured priority," or (d) listing a contract or lease on Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtors of the legal rights of the claimant, or a waiver of the Debtors' right to amend the Schedule to remove, recharacterize and/or reclassify such claim, lease or contract.

Although a Debtor may have scheduled claims of various creditors as secured claims for informational purposes, no current valuation of the Debtor's assets on which such creditors may have a lien has been undertaken. The Debtor reserves all rights to dispute or challenge the secured nature of any such creditor's claims or the characterization of the structure of any transaction, or any document or instrument related to such creditor's claim.

Claims Description. Except as otherwise provided by Bankruptcy Rule 3003(b)(1), any failure to designate a claim on a given Debtor's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." The Debtors reserve all rights to dispute, or to assert any offsets or defenses to, any claim reflected on their respective Schedules on any grounds including, without limitation, amount, liability, validity, priority or classification, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Except as otherwise provided by Bankruptcy Rule 3003(b)(1), listing a claim does not constitute an admission of liability by the Debtors, and the Debtors reserve the right to amend the Schedules accordingly.

Claim Dates. The claims listed on the Schedules, including, without limitation, Schedules E and F, arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts have been made to determine the date upon which claims listed in the Schedules were incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtors have not listed a date for each claim listed on the Schedules.

Estimates. The preparation of the Schedules and Statements required the Debtors to make reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statements and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from those estimates.

Contingent Assets. The Debtors believe that they may possess certain claims and causes of action against various parties that are not listed as assets in their Schedules and Statements. Additionally, the Debtors may possess contingent claims in the form of various actions they could commence under the provisions of Chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws that are not listed as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any claims and causes of action, whether arising under the Bankruptcy Code or otherwise, that they may have, and nothing contained in these General Notes or the Schedules and Statements shall be deemed a waiver of any such claims, avoidance actions or causes of action or in any way impair the assertion of such claims, nor shall the

omission of any such claims, avoidance actions or causes of actions in any way be deemed or act as a waiver.

The Debtors may also possess contingent and unliquidated claims against affiliated entities (both Debtors and non-Debtors) for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement and/or indemnification which may include, among other things: (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, (vi) tax sharing agreements and (vii) warranties. The Debtors reserve their rights to supplement the Schedules and Statements for these items at a later date.

Additionally, prior to the relevant Petition Date, each Debtor, as a plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Refer to item 4a in each Statement, for lawsuits commenced prior to the Petition Date in which the relevant Debtor was a plaintiff or may have assumed liabilities relating to such lawsuit.

Credits and Adjustments. The claims of individual creditors are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights with regard to such credits, allowances and other adjustments, including the right to assert claims objections and/or setoffs with respect to same.

Setoffs. The Debtors routinely incur certain setoffs from customers or suppliers in the ordinary course of business. Setoffs in the ordinary course can result from various items including, but not limited to, intercompany transactions, pricing discrepancies, returns of bunkers and other items, warranties, demurrage and disputes between the Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industries and can be particularly voluminous, making it unduly burdensome, expensive, and an inefficient use of estate resources for the Debtors to list such ordinary course setoffs. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for, and as such, are excluded from the Debtors' Schedules and Statements.

Licenses and Taxes. In the ordinary course of the Debtors' businesses, the Debtors acquire certain licenses that may, under certain circumstances, be characterized as taxes. Conversely, in the ordinary course of the Debtors' businesses, the Debtors incur certain tax obligations that may, under certain circumstances, be characterized as licenses. The Debtors' designation of any claim as a tax or a license is not an admission that such claim is a tax or a license. The Debtors reserve the right to dispute or challenge whether any amount listed as a tax or license is properly characterized as a tax or license.

Pooling Arrangements. In the ordinary course of their businesses, the Debtors participate in five commercial shipping "pools." These pools are formed by independent ship owners, which agree to use similarly sized vessels to provide greater efficiency to customers with like quality services on demand in particular geographic or product markets. Typically, one ship owner

provides overall commercial management of the pool, and enters into charters and other agreements on behalf of the pool participants. As part of these arrangements, certain of the Debtors enter into agreements on behalf of third-party pool participants; such agreements, and assets and liabilities related thereto, in addition to any bank accounts or other assets held by the Debtors on behalf of third-party pool participants, generally are not reflected in the Schedules and Statements. However, to the degree such agreements, assets, rights or obligations do inadvertently appear on the Schedules and Statements, such inclusions do not constitute an admission with respect to the Debtors' ownership or liability with respect to such agreements, assets, rights or obligations, and the Debtors reserve all rights with respect to their characterization.

Notes Specific to the Schedules:

Schedule B – Personal Property. The Debtors reserve their right to amend the values attributed to the assets recorded on Schedule B as necessary. Assets recorded as negative net payables or other prepayments are representative of credits owed from customers or third parties. The Debtors reserve their right to recategorize and/or recharacterize such asset holdings at a later time to the extent the Debtors determine that such holdings were improperly reported. Certain of the Debtors' machinery, fixtures, equipment, and supplies used in business are not capitalized in some situations and may not be listed on Schedule B.

Intercompany receivables due from other Debtors and non-Debtors have been included within Schedule B. Intercompany receivables may or may not result in allowed or enforceable amounts due to a given Debtor, and listing these receivables is not an admission on the part of the Debtors that the intercompany receivables are enforceable or collectible. The intercompany receivables also may be subject to set-off, recoupment, netting, or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

The Debtors have not included certain assets with a net book value of zero within Schedule B.

Book values for both intercompany receivables and third-party receivables listed on Schedule B.16 are in conformance with the Debtors' financial statements. To the extent such receivables include reserve amounts based on U.S. GAAP accounting requirements, the Debtors in no way waive their right to pursue collection of the entire accounts receivables owed by third parties.

Schedule D – Creditors Holding Secured Claims. Except as stated herein, real property lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D. The Debtors have not included on Schedule D parties whose claims may be secured through rights of setoff, deposits or advance payments posted by, or on behalf of, the Debtors, or judgment or statutory lien rights, including. Furthermore, certain of the Debtors' otherwise unsecured creditors may be entitled to assert maritime liens for amounts owed by the Debtors under applicable

maritime law. Such creditors have been listed on Schedule F and are not listed on Schedule D.

Except as otherwise agreed pursuant to a stipulation or agreed order or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, except as otherwise agreed pursuant to a stipulation or agreed order or order entered by the Bankruptcy Court, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including without limitation, any intercompany agreement) related to such creditor's claim. Furthermore, secured claim amounts have been listed on Schedule D without regard to the value of assets secured thereby. No attempt was made by the Debtors to estimate the fair market value as of the Petition Date of assets pledged pursuant to a secured obligation. Accordingly, deficiency claims of secured creditors were not listed on Schedule F and such omission is not an admission by the Debtors as to the sufficiency of collateral related to any secured claim listed on Schedule D. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules shall be deemed a modification or interpretation of the terms of such agreements.

Schedule E – Creditors Holding Unsecured Priority Claims. Claims owing to various taxing authorities to which the Debtors may potentially be liable are included on the respective Debtors' Schedule E. However, such claim may be subject to ongoing audits, or the Debtors are otherwise unable to determine with certainty the amount of the remaining claims owing to taxing authorities listed on Schedule E. Therefore, the Debtors have listed all such claims as "unknown" in amount, pending final resolution of on-going audits or other outstanding issues. These unknown amounts have not been included in any calculations of subtotals or totals on Schedule E or any other Schedule.

Schedule E does not include any obligations for any tax, wage or wage-related obligations for which the Debtors have been granted authority to pay pursuant to the Court Orders. The Debtors believe that all such claims have been or will be satisfied in the ordinary course during these chapter 11 cases pursuant to the authority granted in the relevant Court Orders. Schedule E includes certain employee-related claims that may be entitled to priority based on the $11,725 administrative priority allowance under sections 507(a)(4)-(5) of the Bankruptcy Code after taking account certain payments made since the Petition Date pursuant to those sections and the aforementioned Court Orders.

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority under section 507 of the Bankruptcy Code. The Debtors reserve all rights to dispute or challenge the priority treatment of the claims of

any creditor (or any portion thereof) listed on the Statements and Schedules, including without limitation on Schedule E, or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim.

Schedule F – Creditors Holding Unsecured Nonpriority Claims. The liabilities identified in Schedule F are derived from the Debtors' books and records, which may or may not, in fact, be complete and accurate, but do represent a reasonable attempt by the Debtors to set forth their unsecured obligations. Parties in interest should not accept that the listed liabilities necessarily reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that the recoveries in these Chapter 11 cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Statements and Schedules. Parties in interest should consult their own professionals and/or advisors with respect to pursuing a claim.

The unsecured non-priority claims listed on Schedule F include intercompany payables and notes due to other Debtors and non-Debtor affiliates. The intercompany payables may or may not result in allowed or enforceable claims by or against a given Debtor, and listing these payables is not an admission on the part of the Debtors that the intercompany claims are enforceable or collectible. The intercompany payables also may be subject to set-off, recoupment, netting or other adjustments made pursuant to intercompany policies and arrangements not reflected in the Schedules.

Certain creditors owe amounts to the Debtors and, as such, may have valid setoff and recoupment rights with respect to the balances listed on Schedule F. Although the Debtors may have taken certain ordinary course credits or setoffs into account when scheduling the amounts owed to creditors, the Debtors, in many cases, have not reduced the scheduled claims to reflect any such right of setoff or recoupment. The Debtors reserve all rights to challenge any setoff and/or recoupment rights asserted and the related remaining prepetition claim amounts. Additionally, certain creditors may assert liens against the Debtors for amounts listed on Schedule F. The Debtors reserve their right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be perfected by a creditor listed on Schedule F of any Debtor.

The inclusion on Schedule F of creditors that have asserted maritime, mechanic's and other similar liens is not intended to be an acknowledgment of the validity, extent or priority of any such liens, and the Debtors reserve their right to challenge such liens and the underlying claims on any ground whatsoever.

The Debtors have made their best efforts to include all outstanding trade liability on Schedule F; however, the Debtors believe that there are instances where vendors have yet to provide invoices for prepetition goods or services or provided such invoices after the cutoff to produce Schedule F. While the Debtors maintain general accruals to account for these liabilities in accordance with U.S. GAAP, these amounts have not been included on Schedule F. In addition, the Debtors are still finalizing certain payments of prepetition obligations under orders approved by the Bankruptcy Court,

and those have not been reflected herein.

The Debtors have made their best efforts to include all current and former employees who hold claims related to certain nonqualified deferred compensation or pension benefits on Schedule F.

Schedule G – Executory Contracts and Unexpired Leases. The Debtors have attempted to classify their executory contracts and unexpired leases according to the proper legal entity in the Statements and Schedules. However, the list of contracts is voluminous and, in certain instances the specific OSG affiliated entities that are party to a specific executory contract or unexpired lease may not have been easily identified from the Debtors' books and records. As the Debtors continue to analyze their executory contracts and unexpired leases, it is possible that reclassification among legal entities may be appropriate.

The businesses of the Debtors are complex. While reasonable efforts have been made to accumulate, analyze and list each contract, it is possible that certain items may be inadvertently omitted or in inadvertent error due to the extensiveness of the Debtors' operations. The contracts, leases and other agreements listed on Schedule G may have been modified, amended, supplemented or superseded from time to time by amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and various formal and informal agreements which may not be set forth in Schedule G. In addition, Schedule G does not include certain agreements that, by their terms, prohibit disclosure of the existence of such agreements. Omission of a contract, lease or other agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease of the Debtors, and inclusion of a contract, lease or other agreement on Schedule G does not constitute an admission that such contract, lease or other agreement is an executory contract of the Debtors, was in effect on the Petition Date, or is valid and enforceable. Certain of the agreements listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties and obligations generally are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. The Debtors reserve all rights, claims and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. Nothing herein is an admission or waiver of the Debtors' rights to argue that certain contracts or leases constitute a single executory contract or unexpired lease or that a single document may constitute one or more executory contracts or unexpired leases.

The inclusion of a lease in Schedule G is not, and shall not be construed to be, an admission as to the determination of the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect to such issues.

Certain of the agreements listed on Schedule G may have been entered into by or on behalf of more than one of the Debtors, or a Debtor and a non-Debtor affiliate or third party. In addition, certain agreements may have been entered into on behalf of or for the benefit of one or more of the Debtors by a Debtor or non-Debtor affiliate that may not have been included on Schedule G. Omission of any such agreement is not an admission that such agreement is not an executory contract of the Debtors. The Debtors reserve the right to amend the Schedules to later include any such agreements. There may exist certain agreements that were oral in nature and/or were never formally memorialized that are not included on Schedule G.

Notes Specific to the Statements:

SOFAs Items 1 and 2. The Debtors have included income for the fiscal years (based on calendar year) 2010, 2011 and the nine months ended September 30, 2012 on the Applicable Statements. Amounts do not include income from October 1 to November 14, 2012.

SOFAs Item 3(b). Payments made by the Debtors within 90 days prior to the Petition Date have been classified by the Debtors based on the owner of the various accounts from which disbursements were made and without regard to which affiliated legal entity was obligated to make payment. The Debtors have listed all payments or other transfers made within 90 days immediately preceding the Petition Date. The information provided shall not constitute a waiver of any of the Debtors' rights or an admission that the recipients of such payments or other transfers were "creditors" or that amounts paid or otherwise transferred were due and owing.

Payments to creditors exclude disbursements from the JPMorgan Chase Bank, N.A. Flexible Spending Benefit Account (Acct # XXXXX5045). This account relates to a flexible spending account ("FSA") that allows an employee to set aside a portion of gross earnings to pay for qualified expenses. Cash balances included in this account are employee funded and therefore are excluded from this analysis.

Payments made in foreign currency were translated to U.S. Dollars based on the foreign exchange rate applied by the respective bank when executing the wire transfer. In the instances of wire transfers, the Check/Wire Number represents an internal code assigned to the wire. Certain wire transfers contain a prefix with the word "wire" as part of this internal code and others do not. Therefore, Check/Wire Numbers that do not include the prefix word "wire" do not necessarily indicate that the payment was made by check rather than wire.

Amounts still owed to creditors will appear on the Schedules of Assets and Liabilities for the Debtors.

SOFAs Item 3(c). Amounts still owed to creditors will appear on the Schedules of each of the Debtors.

The information provided shall not constitute a waiver of any of the Debtors' rights or an admission that the recipients of such payments were "creditors" or that amounts paid were due and owing.

SOFAs Item 4(a). The Debtors have listed the various litigation matters to which the Debtors were a party within the past year. This response does not include administrative or other proceedings concerning *de minimis* amounts. Certain cases listed herein were originally filed against non-debtor entities whose liabilities may have been assumed by the Debtor under which they are listed. However, the Debtors reserve any and all rights with respect to whether, and the extent to which, any such liabilities were assumed.

SOFAs Item 5. In the ordinary course of business, in certain situations, goods or equipment is returned to the sellers due to a variety of reasons, including, but not limited to, product defects or incorrect shipments of product. Other than ordinary course items, the Debtors are not aware of any such property that has been returned to the seller.

SOFAs Item 9. Payments to Cleary Gottlieb Steen & Hamilton LLP, Morris, Nichols, Arsht & Tunnell LLP, Kurtzman Carson Consultants LLC, Chilmark Partners LLC and Greylock Partners, LLC represent retainer amounts made in connection with their respective retentions, as disclosed in retention motions filed with the Court. Please refer to the retention motions and related orders for additional information regarding the Debtors' retention of these professional service firms. The inclusion of an entity in Item 9 does not constitute an admission with respect to whether such entity is a "professional" under applicable bankruptcy law, including, without limitation, Section 327 of the Bankruptcy Code.

SOFAs Item 10. Certain Debtors sell scrap materials and equipment in the ordinary course of business. The proceeds from the sales of scrap materials and equipment are not considered material and therefore, such sales have not been reported in the Statements.

SOFAs Item 13. In the ordinary course of business, the Debtors may have been involved in certain transactions that could be considered setoffs pursuant to certain agreements, contracts, intercompany transactions or other ordinary-course transactions, particularly with regard to accounts payable and receivable. The Debtors are not aware of any potential setoffs that have occurred outside of the ordinary course of business.

SOFAs Item 17(a), (b). In instances where the entity associated with the environmental incident no longer exists, the incident has been reported on the Statement of that entity's parent company Debtor. The Debtors reserve the right to amend or supplement the names and addresses of the governmental units that provided notice of liability or potential liability under environmental laws and the names and addresses of the governmental units that Debtors notified of releases of hazardous materials, and any other information provided herein.

SOFAs Items 19(a), (c). In order to provide a practical and consistent response to this question across each Debtor, individual job titles are based on the job title of the respective individual at the parent company, Overseas Shipholding Group, Inc., and does not necessarily reflect the job title of the respective individual at each specific Debtor entity.

SOFA Question 19(b). PriceWaterhouseCoopers, LLP audited the consolidated financial statements of the Company for the years ended December 31, 2010 and 2011and has been listed as the auditor for all Debtors. However, there have been no financial statements prepared or audits performed for any individual Debtor on a standalone basis during these periods.

SOFAs Item 19(d). OSG and its consolidated subsidiaries, including the Debtors, provide consolidated financial statements in the ordinary course of business to various parties including regulatory agencies, financial institutions, shareholders, investment banks, customers, vendors and attorneys. In addition, financial statements have been provided for other parties as requested.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, at the end of OSG's fiscal quarters and fiscal years and upon occurrence of certain significant events, and subject to the note to SOFAs Items 1 and 2 above regarding recent developments, OSG typically prepares and files with the SEC Form 8-K Current Reports, Form 10-Q Quarterly Reports and Form 10-K Annual Reports (collectively, the "SEC Filings"). The SEC Filings contain financial information relating to the Debtors. Because the SEC Filings are of a public record, OSG has not maintained complete records of the parties who requested or obtained copies of any SEC Filings or financial statements from the SEC or OSG or any of its affiliates.

SOFAs Items 20(a), (b). The Debtors' inventories relate to bunkers (fuel) on board the vessels and valuations of inventories are based on the first-in first-out ("FIFO") method of accounting for inventories. Under the FIFO method, the oldest product inventory is recorded as used first but does not necessarily mean that the exact oldest physical product has been tracked and used.

The International flag business uses consumption metrics (based on average speed, distance traveled and other vessel type factors) to estimate bunker consumption and ending inventory at month end for all voyages in progress. Actual quantities on board are entered into the system, as communicated by the vessel master, at the end of a voyage to calculate and adjust the actual value of inventory on board and bunkers consumed for the voyage.

The US flag business uses actual inventory quantities on board the vessel, as communicated by the vessel master, at month end to value the inventory and record consumption expense.

Therefore, there are no specific inventories performed on a periodic basis and no related records exist. The Debtors reserve all rights with respect to the valuation of any inventories.

Question 21(b). The common stockholder information provided is reported solely based upon information derived from Schedule 13D or Schedule 13G filings with the Securities and Exchange Commission and such disclosure is subject to any and all reservations and disclaimers expressed therein. Additionally, OSG is subject to the Jones Act and other federal laws that generally restrict maritime transportation between points in the U.S. to vessels built and registered in the U.S. and owned and manned by U.S. citizens. To insure compliance with the Jones Act citizenship requirements, and in accordance with OSG's certificate of incorporation and by-laws, OSG requires that US citizens hold at least 77% of OSG's common stock. Any purported transfer of common stock in violation of these provisions will be ineffective to transfer the common stock or any voting, dividend or other rights associated with the common stock. For additional information, please refer to OSG's form 10-K (Part I, item 1A. Risk Factors)

SOFAs Item 22(b). Where employees may have been terminated or demoted, disclosures relate specifically to terminated job titles or positions and are not indicative of current employment status with the Debtors.

SOFAs Item 24. The Debtors have provided a response of "None" to the extent the entity files an individual or consolidated tax return under its own federal taxpayer identification number and does not file under another legal entity or a consolidated group for tax purposes. An appropriate response has been provided to the extent the entity files a tax return under another legal entity or a consolidated group for tax purposes. An appropriate response has been provided to the extent the entity files a tax return under another legal entity or a consolidated group for tax purposes. In instances where the Company acquired a Debtor during the six year reporting period and do not have knowledge of the Debtors former tax reporting structure prior to acquisition, only the known tax consolidation groups subsequent to acquisition have been identified.

**** END OF GLOBAL NOTES ****

**** SCHEDULES AND STATEMENT BEGIN ON FOLLOWING PAGE ****

In re OSG Mariner LLC
Debtor

Case No. 12-20112
Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I,and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of allclaims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "StatisticalSummary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	No				
B - Personal Property	Yes	3	$0.00		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1		$0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		$421,697.85	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				
J - Current Expenditures of Individual Debtors(s)	No				
	Total	9	$0.00	$421,697.85	

In re OSG Marine Services, LLC, Case No. 12-20000
Debtor (if known)

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND WIFE JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITH-OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel	X			
7. Furs and Jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

In re OSG Marine LLC, Case No. 12-20000
Debtor (if known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND WIFE JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITH-OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. §529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			

In re OSG Marine LLC, Case No. 12-20000
Debtor (if known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND WIFE JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITH-OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24. Customer lists or other compilations containing personally identifiable information (as defined in U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory	X			
31. Animals	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farming supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Total **$0.00**

In re OSG Marine LLC, Case No. 12-20000
Debtor (if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☑ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
						Subtotal		
						Grand Total		

Sheet no. 1 of 1 sheets attached to
Schedule of Creditors Holding Secured Claims

In re OSG Mariner LLC, Case No. 12-20000
Debtor (if known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled “Total” on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled “Totals” on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled “Subtotals” on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled “Totals” on the last sheet of the completed schedule.

☑ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to $11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to $5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

** Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

In re OSG Mariner LLC, Case No. 12-20000
Debtor (if known)

☐ **Deposits by individuals**

Claims of individuals up to $2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

** Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

_____ continuation sheets attached

In re OSG Marine LLC, Case No. 12-20000
Debtor (if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. OSG BULK SHIPS, INC. C/O OVERSEAS SHIPHOLDING GROUP, INC. 666 THIRD AVENUE NEW YORK, NY 10017			INTERCOMPANY PAYABLE			X	$310,822.01
ACCOUNT NO. OSG SHIP MANAGEMENT (UK) LTD. C/O OVERSEAS SHIPHOLDING GROUP, INC. 666 THIRD AVENUE NEW YORK, NY 10017			INTERCOMPANY PAYABLE			X	$110,875.84
						Subtotal	$421,697.85
						Grand Total	$421,697.85

Sheet no. 1 of 1 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

In re OSG Mariner LLC
Debtor

Case No. 12-20112

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☑ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIALREAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.

Sheet no. 1 of 1 sheet(s) attached to Schedule of Executory Contracts and Unexpired Leases

In re OSG Mariner LLC
Debtor

Case No. 12-20112

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listedby the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community propertystate, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas,Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of thedebtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, orterritory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. Ifa minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B.,a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☑ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR

Sheet no. 1 of 1 sheet(s) attached to Schedule of Codebtors

In re OSG Mariner LLC
Debtor

Case No. 12-20112

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Executive Vice President, Chief Financial Officer and Treasurer of Overseas Shipholding Group, Inc., the direct or indirect parent corporation of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 10 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date February 26, 2013

Signature (see signature on next page)
Myles R. Itkin

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

In re OSG Mariner LLC
Debtor

Case No. 12-20112

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Executive Vice President, Chief Financial Officer and Treasurer of Overseas Shipholding Group, Inc., the direct or indirect parent corporation of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of (see no. of sheets on preceding page) sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date February 26, 2013

Signature

Myles R. Itkin

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to $500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.