# Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

**2012**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
OSG, INC. SAVINGS AND RETIREMENT PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 04/01/1997

**2a** Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

OUTPUT SERVICES GROUP, INC.

100 WEST FOREST AVENUE
ENGLEWOOD, NJ 07631

**2b** Employer Identification Number (EIN) 22-3168044

**2c** Sponsor's telephone number 201-478-5418

**2d** Business code (see instructions) 541519

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/11/2013 | JOE NYITRAY |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

| | | |
|---|---|---|
| **3a** Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |
| **4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: | **4b** EIN | |
| **a** Sponsor's name | **4c** PN | |
| **5** Total number of participants at the beginning of the plan year | **5** | 218 |
| **6** Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**). | | |
| **a** Active participants | **6a** | 179 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 43 |
| **d** Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 222 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 222 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 166 |
| **h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 4 |
| **7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2G 2J 2K 2F

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [ ] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [X] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

**9b** Plan benefit arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | [ ] | Insurance |
| **(2)** | [ ] | Code section 412(e)(3) insurance contracts |
| **(3)** | [X] | Trust |
| **(4)** | [ ] | General assets of the sponsor |

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

**a Pension Schedules**

| | | |
|---|---|---|
| **(1)** | [X] | **R** (Retirement Plan Information) |
| **(2)** | [ ] | **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary |
| **(3)** | [ ] | **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |

**b General Schedules**

| | | |
|---|---|---|
| **(1)** | [X] | **H** (Financial Information) |
| **(2)** | [ ] | **I** (Financial Information – Small Plan) |
| **(3)** | [ ] | **A** (Insurance Information) |
| **(4)** | [X] | **C** (Service Provider Information) |
| **(5)** | [ ] | **D** (DFE/Participating Plan Information) |
| **(6)** | [ ] | **G** (Financial Transaction Schedules) |

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2012**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

**A** Name of plan
OSG, INC. SAVINGS AND RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
OUTPUT SERVICES GROUP, INC.

**D** Employer Identification Number (EIN)
22-3168044

## Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ING INSTITUTIONAL PLAN SERVICES LLC

04-3516284

**(b)** Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

ING INSTITUTIONAL PLAN SERVICES LLC

04-3516284

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 15 37 64 25 63 60 | RECORDKEEPER | 17175 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

MORGAN STANLEY SMITH BARNEY HOLDING

26-4310632

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 55 49 99 28 51 50 | BROKER | 5382 | Yes [X] No [ ] | Yes [X] No [ ] | 21930 | Yes [ ] No [X] |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes [ ] No [ ] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

**(a)** Enter name and EIN or address (see instructions)

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| | | | Yes ☐ No ☐ | Yes ☐ No ☐ | | Yes ☐ No ☐ |

## Part I Service Provider Information (continued)

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MORGAN STANLEY SMITH BARNEY HOLDING | 55 49 99 | 21930 |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| ING INSTITUTIONAL PLAN SERVICES LLC<br><br>04-3516284 | COMMISSIONS OTHER SERVICES OTHER FEES |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| | |

## Part II Service Providers Who Fail or Refuse to Provide Information

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

| **(a)** Enter name and EIN or address of service provider (see instructions) | **(b)** Nature of Service Code(s) | **(c)** Describe the information that the service provider failed or refused to provide |
|---|---|---|
| | | |

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

**A** Name of plan
OSG, INC. SAVINGS AND RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
OUTPUT SERVICES GROUP, INC.

**D** Employer Identification Number (EIN)
22-3168044

## Part I Asset and Liability Statement

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | 231 | |
| **(2)** Participant contributions | 1b(2) | 1199 | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 277669 | 235761 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 4865062 | 5809773 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | 1260945 | 1267624 |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | |
| **(2)** Employer real property | 1d(2) | | |
| **e** Buildings and other property used in plan operation | 1e | | |
| **f** Total assets (add all amounts in lines 1a through 1e) | 1f | 6405106 | 7313158 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 6405106 | 7313158 |

## Part II Income and Expense Statement

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| Income | | (a) Amount | (b) Total |
|---|---|---|---|
| **a Contributions:** | | | |
| **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 100932 | |
| **(B)** Participants | 2a(1)(B) | 518193 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 619125 |
| **b Earnings on investments:** | | | |
| **(1)** Interest: | | | |
| **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | | |
| **(B)** U.S. Government securities | 2b(1)(B) | | |
| **(C)** Corporate debt instruments | 2b(1)(C) | | |
| **(D)** Loans (other than to participants) | 2b(1)(D) | | |
| **(E)** Participant loans | 2b(1)(E) | 13608 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 13608 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | 147364 | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 147364 |
| **(3)** Rents | 2b(3) | | |
| **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| **(B)** Other | 2b(5)(B) | | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | 0 |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| (6) Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 448026 |
| c Other income | 2c | | -2269 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1225854 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 232373 | |
| (2) To insurance carriers for the provision of benefits | 2e(2) | | |
| (3) Other | 2e(3) | | |
| (4) Total benefit payments. Add lines **2e(1)** through **(3)** | 2e(4) | | 232373 |
| f Corrective distributions (see instructions) | 2f | | 68254 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: **(1)** Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 17175 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 17175 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 317802 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 908052 |
| l Transfers of assets: | | | |
| (1) To this plan | 2l(1) | | |
| (2) From this plan | 2l(2) | | |

## Part III Accountant's Opinion

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

**(1)** [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

**(1)** Name: COHNREZNICK LLP **(2)** EIN: 22-1478099

**d** The opinion of an independent qualified public accountant is **not attached** because:

**(1)** [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

## Part IV Compliance Questions

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

| | | Yes | No | Amount |
|---|---|---|---|---|
| **a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) | 4a | | X | |
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | 4b | | X | |

| | | | Yes | No | Amount |
|---|---|---|---|---|---|
| c | Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | 4c | | X | |
| d | Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | 4d | | X | |
| e | Was this plan covered by a fidelity bond? | 4e | X | | 500000 |
| f | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | 4f | | X | |
| g | Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4g | | X | |
| h | Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | 4h | | X | |
| i | Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | 4i | X | | |
| j | Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) | 4j | | X | |
| k | Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | 4k | | X | |
| l | Has the plan failed to provide any benefit when due under the plan? | 4l | | X | |
| m | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | 4m | | X | |
| n | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | 4n | | | |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| **5b(1)** Name of plan(s) | **5b(2)** EIN(s) | **5b(3)** PN(s) |
|---|---|---|
| | | |
| | | |
| | | |

## Part V Trust Information (optional)

| **6a** Name of trust | **6b** Trust's EIN |
|---|---|
| | |

# SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2012**

**This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

**A** Name of plan
OSG, INC. SAVINGS AND RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
OUTPUT SERVICES GROUP, INC.

**D** Employer Identification Number (EIN)
22-3168044

## Part I Distributions

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... **1**

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-3581074

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. ..... **3**

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

**6 a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... **6a**

**b** Enter the amount contributed by the employer to the plan for this plan year ..... **6b**

**c** Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... **6c**

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

## Part III Amendments

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

## Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11 a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

| | | | |
|---|---|---|---|
| **a** | The current year | **14a** | |
| **b** | The plan year immediately preceding the current plan year | **14b** | |
| **c** | The second preceding plan year | **14c** | |

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

| | | | |
|---|---|---|---|
| **a** | The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** | The corresponding number for the second preceding plan year | **15b** | |

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

| | | | |
|---|---|---|---|
| **a** | Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** | If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

## Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# OSG, Inc. Savings and Retirement Plan

## Financial Statements
## (With Supplementary Information)
## and Independent Auditor's Report

## December 31, 2012

**OSG, Inc. Savings and Retirement Plan**

Index


| | Page |
|---|---|
| Independent Auditor's Report | 2-3 |
| Statements of Net Assets Available for Benefits | 4 |
| Statement of Changes in Net Assets Available for Benefits | 5 |
| Notes to Financial Statements | 6-14 |
| Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) | 15 |

Independent Auditor's Report

To the Plan Administrator
OSG, Inc. Savings and Retirement Plan

*Report on the Financial Statements*

We were engaged to audit the accompanying financial statements of OSG, Inc. Savings and Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

*Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

*Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

*Basis for Disclaimer of Opinion*

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by ING Institutional Plan Services, LLC as agent for Reliance Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

*Disclaimer of Opinion*

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

*Other Matter*

The supplemental Schedule of Assets (Held at End of Year) (Schedule H, Line 4i) as of December 31, 2012 is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

*Report on Form and Content in Compliance with DOL Rules and Regulations*

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Cohn Reznick LLP

Roseland, New Jersey
October 4, 2013

## OSG, Inc. Savings and Retirement Plan

### Statements of Net Assets Available for Benefits
### December 31, 2012 and 2011

| | 2012 | 2011 |
|---|---|---|
| Assets: | | |
| Investments, at fair value: | | |
| Registered investment companies | $ 5,809,773 | $ 4,865,062 |
| Self-directed retirement accounts | 1,267,624 | 1,250,010 |
| Total investments | 7,077,397 | 6,115,072 |
| Receivables: | | |
| Employee contribution receivable | - | 1,199 |
| Employer contribution receivable | - | 231 |
| Accrued income | - | 10,473 |
| Notes receivable from participants | 235,761 | 277,669 |
| Total receivables | 235,761 | 289,572 |
| Cash | - | 462 |
| Total assets | 7,313,158 | 6,405,106 |
| Liabilities - excess contributions payable | 29,384 | 77,553 |
| Net assets available for benefits | $ 7,283,774 | $ 6,327,553 |

See Notes to Financial Statements.

**OSG, Inc. Savings and Retirement Plan**

**Statement of Changes in Net Assets Available for Benefits**
**Year Ended December 31, 2012**

| | | |
|---|---|---|
| Additions: | | |
| Investment income: | | |
| Net appreciation in fair value of investments | $ | 413,915 |
| Interest and dividend income | | 179,206 |
| Total investment income | | 593,121 |
| Interest income on notes receivable from participants | | 13,608 |
| Contributions: | | |
| Employer | | 148,744 |
| Participant | | 518,550 |
| Total contributions | | 667,294 |
| Total additions | | 1,274,023 |
| Deductions: | | |
| Benefits paid to participants | | 300,627 |
| Administrative expenses | | 17,175 |
| Total deductions | | 317,802 |
| Net increase | | 956,221 |
| Net assets available for benefits: | | |
| Beginning of year | | 6,327,553 |
| End of year | $ | 7,283,774 |

See Notes to Financial Statements.

## OSG, Inc. Savings and Retirement Plan

## Notes to Financial Statements

### Note 1 - Description of Plan:

The following description of the OSG, Inc. Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

#### General:

The Plan is a defined contribution plan and is administered and sponsored by Output Services Group, Inc. d/b/a OSG Billing Service (the "Company"). Employees are eligible to participate in the Plan the first day following their three month anniversary if they complete at least 480 service hours and must have attained age of 20 ½. If the 480 service hours in the first three months are not met, than eligibility is following one year of employment, and must have attained age of 20 ½. Participants can enroll in the Plan the first of the month coinciding with or next following the date of eligibility. Leased employees, as defined by the Plan, and certain union employees whose employment is governed by a collective bargaining agreement, are not eligible to join the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and the Internal Revenue Code (the "Code"). The Plan administrator is responsible for oversight of the Plan. The Plan administrator also determines the appropriateness of the Plan's investment offerings, monitors investment performance.

Effective October 1, 2008, the Plan was amended to adopt the provision for automatic enrollment. Under this election, at the date of eligibility, the participant's compensation will be reduced by 1% for each payroll period in which the participant is an active participant, unless an eligible employee makes an affirmative election not to have automatic enrollment contributions made on his/her behalf.

#### Contributions:

Participants may voluntarily contribute a percentage of compensation subject to an annual limit of the lesser of 92% of eligible compensation or Internal Revenue Service (the "IRS") limitations ($17,000 for 2012). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to $5,500 in 2012. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company matching contributions are discretionary. During 2012, the Company contributed 25% of the employee's contribution up to the first 6%. Contributions are subject to certain limitations.

**Participant accounts:**

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:**

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service according to the following vesting schedule:

| Years of Service | Percentage Vested |
|---|---|
| Less than 2 | 0% |
| 2 | 20% |
| 3 | 40% |
| 4 | 60% |
| 5 | 80% |
| 6 | 100% |

**Notes receivable from participants:**

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest is paid ratably through monthly payroll deductions.

**Payment of benefits:**

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

**Forfeited accounts:**

At December 31, 2012 and 2011, forfeited nonvested accounts totaled $11,779 and $14,752, respectively. These accounts will be used to reduce future employer contributions. Also in 2012, employer contributions were reduced by $14,850 from forfeited nonvested accounts.

## Note 2 - Summary of accounting policies:

### Basis of presentation:

The financial statements of the Plan are prepared on the accrual basis of accounting.

### Use of estimates:

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

### Investment valuation and income recognition:

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's administrator determines the Plan's valuation policies utilizing information provided by the investment advisers and trustee. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

### Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

### Excess contributions payable:

Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2012 excess contributions to the applicable participants prior to March 18, 2013.

### Payment of benefits:

Benefits are recorded when paid.

**Expenses:**

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

**Subsequent events:**

The Plan has evaluated subsequent events through October 4, 2013, the date the financial statements were available to be issued.

**Note 3 - Investments:**

The following presents investments that represent 5% or more of the Plan's net assets:

| | 2012 | 2011 |
|---|---|---|
| AllianceBerstein 2025 Retirement Str R | $ 536,641 | $ 474,281 |
| Federated U.S. Govt: 2-5 YR K | 424,804 | 452,618 |
| American Growth Fund R3 | 407,692 | 323,949 |
| Pioneer Emerging Markets | 223,071* | 390,635 |
| Self-Directed Retirement Account | 1,267,624 | 1,250,010 |

* Investment is less than 5% of net assets available for benefits at December 31, 2012.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $413,915 as follows:

| | |
|---|---|
| Registered investment companies | $444,097 |
| Self-directed retirement accounts | (30,182) |
| Total | $413,915 |

**Note 4 - Fair value measurements:**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Registered investment contracts

Valued using market prices on active markets (Level 1). Level 1 instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets.

Money market funds

Valued at the net asset value ("NAV") of shares held by the Plan at year end.

Bonds

Valued at the closing price reported on the active market on which the individual securities are traded.

Hedge fund

The Plan's interest in the hedge fund is valued based on information reported by the investment advisor using the audited financial statements of the fund at year end. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

| | Assets at Fair Value as of December 31, 2012 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investments: | | | | |
| Blended funds | $ 457,785 | | | $ 457,785 |
| Growth funds | 782,415 | | | 782,415 |
| Value funds | 752,610 | | | 752,610 |
| Target date funds | 1,703,729 | | | 1,703,729 |
| Fixed income funds | 937,217 | | | 937,217 |
| Diversified emerging market | 223,071 | | | 223,071 |
| Money market fund | 202,860 | | | 202,860 |
| Short government fund | 424,804 | | | 424,804 |
| Allocation fund | 325,282 | | | 325,282 |
| Total registered investments | 5,809,773 | | | 5,809,773 |
| Self-directed investments: | | | | |
| Corporate bonds: | | | | |
| A credit rating | | $ 315,000 | | 315,000 |
| AA credit rating | | 76,346 | | 76,346 |
| B credit rating | | 19,780 | | 19,780 |
| BB credit rating | | 203,853 | | 203,853 |
| BBB credit rating | | 473,486 | | 473,486 |
| Total corporate bonds | | 1,088,465 | | 1,088,465 |
| Money market funds | | 26,474 | | 26,474 |
| Hedge fund | | 152,685 | | 152,685 |
| Total self-directed investments | | 1,267,624 | | 1,267,624 |
| Total assets at fair value | $5,809,773 | $1,267,624 | $ - | $7,077,397 |

## OSG, Inc. Savings and Retirement Plan

## Notes to Financial Statements

| | Assets at Fair Value as of December 31, 2011 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Registered investments: | | | | |
| Blended funds | $ 367,471 | | | $ 367,471 |
| Growth funds | 666,610 | | | 666,610 |
| Value funds | 656,722 | | | 656,722 |
| Target date funds | 1,453,891 | | | 1,453,891 |
| Fixed income funds | 560,236 | | | 560,236 |
| Diversified emerging market | 390,635 | | | 390,635 |
| Money market fund | 156,960 | | | 156,960 |
| Short government fund | 452,618 | | | 452,618 |
| Allocation fund | 159,919 | | | 159,919 |
| Total registered investments | 4,865,062 | | | 4,865,062 |
| Self-directed investments: | | | | |
| Corporate bonds: | | | | |
| A credit rating | | $ 282,982 | | 282,982 |
| AA credit rating | | 50,095 | | 50,095 |
| B credit rating | | 42,210 | | 42,210 |
| BB credit rating | | 124,702 | | 124,702 |
| BBB credit rating | | 451,472 | | 451,472 |
| Total corporate bonds | | 951,461 | | 951,461 |
| International bonds: | | | | |
| BBB credit rating | | 11,681 | | 11,681 |
| Total international bonds | | 11,681 | | 11,681 |
| Money market funds | | 61,262 | | 61,262 |
| Hedge fund | | 225,606 | | 225,606 |
| Total self-directed investments | | 1,250,010 | | 1,250,010 |
| Total assets at fair value | $4,865,062 | $1,250,010 | $ - | $6,115,072 |

**Note 5 - Net asset value per share:**

The following table summarizes investments measured at fair value based on the NAV per share as of December 31, 2012 and 2011:

| December 31, 2012 | Fair Value | Unfunded Commitment | Redemption (If Currently Eligible) | Redemption Notice Period |
|---|---|---|---|---|
| HF Paulson Advantage Plus Ltd. | $152,685 | None | Quarterly | 60 Day |

| December 31, 2011 | Fair Value | Unfunded Commitment | Redemption (If Currently Eligible) | Redemption Notice Period |
|---|---|---|---|---|
| HF Paulson Advantage Plus Ltd. | $225,606 | None | Quarterly | 60 Day |

**HF Paulson Advantage Plus Ltd.:**

The fund is one of several private investment vehicles sponsored and managed by Citigroup Alternative Investments LLC. The investment in the fund is used to permit the pooling of the fund's assets with other investors with similar investment objectives in an effort to achieve economies of scale and efficiencies in portfolio management, while preserving the fund's separate identity.

**Note 6 - Certified investments:**

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investments (except for the amounts from self-directed investments of $1,267,624 and $1,250,010, respectively), the schedule of assets (held at end of year) (except for the amount from self-directed investments of $1,267,624, interest and dividends (except for the amount from self-directed investments of $31,842, notes receivable from participants held at December 31, 2012 and 2011, and net appreciation in fair value of investments (except for the amount from self-directed investments as to which the depreciation in fair value totaled $32,413 and interest income on notes receivable from participants for the year ended December 31, 2012, that is disclosed in the accompanying financial statements and supplemental schedule, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee of the Plan.

**Note 7 - Plan termination:**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

**Note 8 - Tax status:**

The prototype plan sponsor has obtained an opinion letter dated March 31, 2008 in which the IRS stated that the prototype plan document was in compliance with applicable requirements of the Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes the Plan is currently being operated in accordance with the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

**Note 9 - Reconciliation of financial statements to Form 5500:**

The following is a reconciliation of contributions per the financial statements for the year ended December 31, 2012 to Form 5500:

| | |
|---|---|
| Contributions per the financial statements | $667,294 |
| Add excess contributions payable at December 31, 2012 | 29,384 |
| Less excess contributions payable at December 31, 2011 | (77,553) |
| Contributions per Form 5500 | $619,125 |

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

| | 2012 | 2011 |
|---|---|---|
| Net assets available for benefits per the financial statements | $7,283,774 | $6,327,553 |
| Add excess contributions payable at December 31 | 29,384 | 77,553 |
| Net assets available for benefits per Form 5500 | $7,313,158 | $6,405,106 |

**Note 10- Risks and uncertainties:**

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

**OSG, Inc. Savings and Retirement Plan**
**EIN # 22-3168044**
**Plan # 001**

**Schedule of Assets (Held at End of Year)**
**(Schedule H, Line 4i)**
**December 31, 2012**

| (a) | (b) Identity of Issuer, Borrower, Lessor or Similar Party | (c) Description | (d) Cost (A) | (e) Current Value |
|---|---|---|---|---|
| | AllianceBerstein 2025 Retirement Str R | Registered Investment Co. | | $ 536,641 |
| | Federated U.S. Govt: 2-5 YR K | Registered Investment Co. | | 424,804 |
| | American Growth Fund R3 | Registered Investment Co. | | 407,692 |
| | AllianceBerstein 2035 Retirement Str R | Registered Investment Co. | | 297,079 |
| | AllianceBerstein 2040 Retirement Str R | Registered Investment Co. | | 185,101 |
| | Pioneer Emerging Markets | Registered Investment Co. | | 223,071 |
| | Pioneer Fundamental Value R | Registered Investment Co. | | 226,641 |
| | Federated Kaufmann K | Registered Investment Co. | | 242,598 |
| | Amer Euro Growth R3 | Registered Investment Co. | | 149,459 |
| | American Century MidCap Value R | Registered Investment Co. | | 262,939 |
| | BlackRock TempFund Mgt | Registered Investment Co. | | 202,860 |
| | AllianceBerstein 2045 Retirement Str R | Registered Investment Co. | | 188,481 |
| | Amer Funds Inc. Fund R3 | Registered Investment Co. | | 325,282 |
| | Victory Diversified Stk R | Registered Investment Co. | | 242,337 |
| | Victory Small Company Opportunity R | Registered Investment Co. | | 263,030 |
| | Delaware Divers Inc R | Registered Investment Co. | | 341,879 |
| | AllianceBerstein 2030 Retirement Str R | Registered Investment Co. | | 224,994 |
| | Oppenheimer Str Income N | Registered Investment Co. | | 141,711 |
| | Oppenheimer Intl Bond N | Registered Investment Co. | | 147,953 |
| | AllianceBerstein 2020 Retirement Str R | Registered Investment Co. | | 117,571 |
| | Lord Abbett Dev Growth R3 | Registered Investment Co. | | 106,755 |
| | BlackRock High Yield BDIVR | Registered Investment Co. | | 305,675 |
| | Inveco MidCap Core Equity R | Registered Investment Co. | | 65,990 |
| | AllianceBerstein 2015 Retirement Str R | Registered Investment Co. | | 104,150 |
| | AllianceBerstein 2005 Retirement Str R | Registered Investment Co. | | 18,392 |
| | AllianceBerstein 2010 Retirement Str R | Registered Investment Co. | | 27,554 |
| | Lord Abbett Alpha Strategy | Registered Investment Co. | | 25,370 |
| | AllianceBerstein 2000 Retirement Str R | Registered Investment Co. | | 3,764 |
| | Self-Directed Retirement Account | Self-Directed Retirement Account | | 1,267,624 |
| | Total | | | 7,077,397 |
| * | Participant loans | Interest raging from 4.25% to 9.25% with maturity dates varying from one to five years and secured by participant account balances. | | 235,761 |
| | Total | | | $7,313,158 |

* Party-in-interest.

(A) Cost not required

See Independent Auditor's Report.

5500 PLAN 001 PLAN YEAR 20120101 20121231

OSG, INC SAVINGS AND RETIREMENT PLAN PLAN #:001 22-3168044

PART IV SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

| (B) IDENTITY OF ISSUE | (C) DESCRIPTION OF INVESTMENT | (D) COST | (E) CURRENT VALUE |
|---|---|---|---|
| AllianceBer 2000 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 3,625.07 | 3,765.84 |
| AllianceBer 2005 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 14,441.34 | 18,392.01 |
| AllianceBer 2010 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 24,506.69 | 27,553.87 |
| AllianceBer 2015 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 86,700.42 | 104,150.43 |
| AllianceBer 2020 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 90,176.20 | 117,571.32 |
| AllianceBer 2025 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 343,105.24 | 536,641.40 |
| AllianceBer 2030 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 176,760.44 | 224,993.52 |
| AllianceBer 2035 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 197,590.03 | 297,078.59 |
| AllianceBer 2040 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 119,103.78 | 185,101.07 |
| AllianceBer 2045 Ret St R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 141,249.91 | 188,480.71 |
| AmCent Mid Cap Value R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 197,724.15 | 262,939.36 |
| Amer Euro Grwth R3 | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 110,154.40 | 149,458.86 |
| Amer Funds Inc Fund R3 | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 282,382.07 | 325,281.87 |
| Amer Growth Fund R3 | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 279,818.15 | 407,691.58 |
| BlackRock High Yld BdIvR | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 276,883.73 | 305,674.52 |
| BlackRock TempFund Mgt | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 202,859.65 | 202,859.65 |
| Delaware Divers Inc R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 329,304.60 | 341,879.27 |
| Federated Kaufmann K | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 203,692.10 | 242,597.91 |
| Federated USGovt 2-5YrK | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 439,759.33 | 424,803.75 |
| Inveco Mid Cap Core EqR | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 61,016.77 | 65,989.72 |
| LOAN FUND | LOANS TO PARTICIPANTS: OTHER | 235,760.65 | 235,760.65 |
| Lord Abbett Alpha Stratgy | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 21,292.97 | 25,370.40 |
| Lord Abbett Dev Growth R3 | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 76,827.78 | 106,755.42 |
| Oppenheimer Intl Bond N | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 141,313.70 | 147,952.69 |
| Oppenheimer Str Income N | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 124,611.48 | 141,710.74 |
| Pioneer Emerging Markets | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 177,439.70 | 223,071.37 |
| Pioneer Fundamental Val | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 190,949.11 | 226,640.99 |
| Self-Directed Retirement Acct | OTHER INVESTMENTS | 1,114,477.40 | 1,267,624.00 |
| Victory Diversified Stk R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 184,669.56 | 242,336.77 |
| Victory Small Co Opp R | VALUE OF INTEREST IN REGISTERED INVESTMENT COMPANIES | 210,728.08 | 263,029.51 |