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

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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.	10/10/2014	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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	214
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**	182
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	9
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	191
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	191
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	133
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	3
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 2J 2K 2F 2G 2R 3D

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)	[X]	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)	[X]	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)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
71-0294708	86509	810569	191	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
35554	750

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MORGAN STANLEY SMITH BARNEY LLC
1 NEW YORK PLZ FL 12
NEW YORK, NY 10004

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
35554			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

ASSOCIATED PENSION CONSULTANTS
6800 JERICHO TURNPIKE STE 200W
SYOSSET, NY 11791

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	750	TPA ALLIANCE PROGRAM	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	609877
5	Current value of plan's interest under this contract in separate accounts at year end	5	7852346

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶ AS PER RULES OF INSURANCE COMPANY

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	0
c	Additions: (1) Contributions deposited during the year	7c(1)	7344		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	872		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	640888		
	▶ ROLLOVER CONTRIBUTION LOAN REPAYMENT TRANSFER FROM PRIOR CONTRACT				
	(6) Total additions			7c(6)	649104
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	649104
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0		
	(2) Administration charge made by carrier	7e(2)	34		
	(3) Transferred to separate account	7e(3)	30011		
	(4) Other (specify below)	7e(4)	9182		
	▶ TPA DIST FEES LOAN DISBURSE				
	(5) Total deductions			7e(5)	39227
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	609877

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision)	**b** ☐ Dental	**c** ☐ Vision	**d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness)	**f** ☐ Long-term disability	**g** ☐ Supplemental unemployment	**h** ☐ Prescription drug
i ☐ Stop loss (large deductible)	**j** ☐ HMO contract	**k** ☐ PPO contract	**l** ☐ Indemnity contract
m ☐ Other (specify) ▶			

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 LIFE INSURANCE AND ANNUITY COMP

71-0294708

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

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

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 ☐

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
(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.	

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
22-3168044

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MAP CONTRACT SEPARATE ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0294708-000	P	7852346

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN
a Plan name	
b Name of plan sponsor	**c** EIN-PN

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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	235761	290058
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	7852346
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	5809773	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	609877
(15) Other	1c(15)	1267624	176216

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	7313158	8928497
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	7313158	8928497

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)	102254	
(B) Participants	2a(1)(B)	550691	
(C) Others (including rollovers)	2a(1)(C)	26996	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		679941
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	13749	
(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)	13749	
(F) Other	2b(1)(F)	22123	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		49621
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1043770	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1043770
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		213946
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1987278
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	351906	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		351906
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	20033	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		20033
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		371939
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1615339
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		600000
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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

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

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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** 0

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 71-0294708

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, 2013

OSG, Inc. Savings and Retirement Plan

Index

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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, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, 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 audits 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 8, which was certified by ING Life Insurance and Annuity 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, 2013 and 2012, and for the year ended December 31, 2013, 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, 2013 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 8, 2014

OSG, Inc. Savings and Retirement Plan

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets:		
Investments, at fair value:		
Registered investment companies	$ 6,582,204	$ 5,809,773
Guaranteed investment contract	609,877	-
Self-directed retirement accounts	1,446,358	1,267,624
Total investments	8,638,439	7,077,397
Notes receivable from participants	290,058	235,761
Total assets	8,928,497	7,313,158
Liabilities - excess contributions payable	36,691	29,384
Net assets available for benefits	$ 8,891,806	$ 7,283,774

See Notes to Financial Statements.

OSG, Inc. Savings and Retirement Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013

Additions:	
Investment income:	
Net appreciation in fair value of investments	$ 1,164,354
Interest and dividend income	129,234
Total investment income	1,293,588
Interest income on notes receivable from participants	13,749
Contributions:	
Employer	102,254
Participant	514,000
Rollovers	26,996
Total contributions	643,250
Total additions	1,950,587
Deductions:	
Benefits paid to participants	322,522
Administrative expenses	20,033
Total deductions	342,555
Net increase	1,608,032
Net assets available for benefits:	
Beginning of year	7,283,774
End of year	$ 8,891,806

See Notes to Financial Statements.

Note 1 - Description of Plan

The following description of 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 and 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 ($17,500 for 2013). 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 2013. 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 2013, 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 8.49%, 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, 2013 and 2012, forfeited nonvested accounts totaled $2,585 and $11,779, respectively. These accounts will be used to reduce future employer contributions or administrative expenses. Also in 2013, administrative expenses were reduced by approximately $17,000 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.

The guaranteed investment contract is not benefit-responsive and is carried at fair value.

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, 2013 and 2012. 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 2013 and 2012 excess contributions to the applicable participants prior to March 15, 2014 and 2013, respectively.

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 8, 2014, 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:

	2013	2012
AllianceBernstein 2025 Retirement Str R	*	$ 536,641
Federated U.S. Govt: 2-5 YR K	*	424,804
American Growth Fund R3	*	407,692
ING Fixed Account	$ 609,877	*
JPMorgan Large Cap Growth	631,501	*

* Investment is less than 5% of net assets available for benefits at December 31, 2013 and 2012.

During 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $1,164,354 as follows:

Registered investment companies	$1,042,277
Self-directed retirement accounts	122,077
Total	$1,164,354

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, 2013 and 2012.

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.

Guaranteed investment contracts: Guaranteed investment contracts are valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5). In determining the reasonableness of the methodology, the Plan administrator evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings.

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.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
Blended funds	$1,076,042	$ -	$ -	$1,076,042
Growth funds	1,244,659	-	-	1,244,659
Value funds	1,153,164	-	-	1,153,164
Target date funds	1,966,782	-	-	1,966,782
Fixed income funds	815,757	-	-	815,757
Diversified emerging market	324,188	-	-	324,188
Money market fund	1,612	-	-	1,612
Total registered investments	6,582,204	-	-	6,582,204
Guaranteed investment contract	-	609,877	-	609,877
Self-directed investments:				
Corporate bonds:				
A credit rating	-	365,788	-	365,788
AA credit rating	-	76,035	-	76,035
B credit rating	-	56,795	-	56,795
BB credit rating	-	174,001	-	174,001
BBB credit rating	-	552,152	-	552,152
Total corporate bonds	-	1,224,771	-	1,224,771
Money market funds	-	29,754	-	29,754
Hedge fund	-	191,833	-	191,833
Total self-directed investments	-	1,446,358	-	1,446,358
Total assets at fair value	$6,582,204	$2,056,235	$ -	$8,638,439

	Assets at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Registered investment companies:				
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

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, 2013 and 2012:

	Fair Value	Unfunded Commitment	Redemption (If Currently Eligible)	Redemption Notice Period
December 31, 2013				
HF Paulson Advantage Plus Ltd.	$191,833	None	Quarterly	60 Days

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

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 - Guaranteed investment contract with ING insurance company

The Plan has a guaranteed investment contract with ING Life Insurance and Annuity Company ("ING"). ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, the guaranteed investment contract is not fully benefit-responsive.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the guaranteed investment contract at December 31, 2013 was $609,877. During 2012, the Plan did not invest in this guaranteed investment contract. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.05%. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (4) the failure of the trust to qualify for exemption from Federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

The guaranteed investment contract does not have a schedule maturity date. The average yield earned by the guaranteed investment contract are as follows:

	2013
Average yields:	
Based on actual earnings	1.05%
Based on interest rate credited to participants	1.05%

Note 7 - Related party transactions and party-in-interest transactions

Certain Plan investments are shares of registered investment companies and a guaranteed investment contract managed by ING. ING is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investments, as they are paid through revenue sharing, rather than a direct payment. The Plan sponsor pays directly any other fees related to the Plan's operations.

Note 8 - 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 held at December 31, 2013 and 2012 (except for amounts from self-directed investments of $1,446,358 and $1,267,624, respectively), the schedule of assets (held at end of year) (except for the amount from self-directed investments of $1,446,358), interest and dividends (except for the amount from self-directed investments of $57,162, notes receivable from participants held at December 31, 2013 and 2012, 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 $122,077) and interest income on notes receivable from participants for the year ended December 31, 2013, 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 9 - 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 10 - 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 opinion 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 2010.

Note 11 - Reconciliation of financial statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2013 and 2012 to Form 5500:

	2013	2012
Net assets available for benefits per the financial statements	$8,891,806	$7,283,774
Add excess contributions payable at December 31	36,691	29,384
Net assets available for benefits per Form 5500	$8,928,497	$7,313,158

The following is a reconciliation of contributions per the financial statements for the year ended December 31, 2013 to Form 5500:

Contributions per the financial statements	$514,000
Add excess contributions payable at December 31, 2013	36,691
Contributions per Form 5500	$550,691

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2013 to Form 5500:

Benefits paid to participants per the financial statements	$322,522
Add excess contributions payable at December 31, 2012	29,384
Benefist paid to participants per Form 5500	$351,906

Note 12- 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 statements 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, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description	(d) Cost (A)	(e) Current Value
	American Funds Europacific Growth	Registered Investment Co.		$ 288,391
	DFA Emerging Markets Portfolio Inst.	Registered Investment Co.		324,188
	Vanguard Mid-Cap Index Fund Signal	Registered Investment Co.		98,521
	Vanguard Small-Cap Index Fund Signal	Registered Investment Co.		-
	American Bcn Small Cap Value Fund Inst.	Registered Investment Co.		366,914
	ClearBridge Small Cap Growth Fund	Registered Investment Co.		321,239
*	ING Mid-Cap Growth Equity Fund	Registered Investment Co.		291,919
	Invesco American Value	Registered Investment Co.		403,793
	JPMorgan Large Cap Growth	Registered Investment Co.		631,501
	ClearBridge Appreciation	Registered Investment Co.		380,009
	MFS Value Fund R5	Registered Investment Co.		382,457
	PIMCO All Asset Fund	Registered Investment Co.		309,121
	Vanguard Tgt Retire 2010 Fund	Registered Investment Co.		56,366
	Vanguard Tgt Retire 2015 Fund	Registered Investment Co.		334,922
	Vanguard Tgt Retire 2025 Fund	Registered Investment Co.		388,068
	Vanguard Tgt Retire 2035 Fund	Registered Investment Co.		394,545
	Vanguard Tgt Retire 2045 Fund	Registered Investment Co.		213,472
	Vanguard Tgt Retire 2020 Fund	Registered Investment Co.		195,507
	Vanguard Tgt Retire 2030 Fund	Registered Investment Co.		143,311
	Vanguard Tgt Retire 2040 Fund	Registered Investment Co.		240,591
	Oppenheimer Internet Bond Fund	Registered Investment Co.		143,046
	Janus Flexible Bond	Registered Investment Co.		251,974
	Neuberger Berman High Inc Bond Fd R6	Registered Investment Co.		298,465
	Loomis Sayles Bond F	Registered Investment Co.		122,272
*	ING Money Mkt Fnd A	Registered Investment Co.		1,612
*	ING Fixed Account	Guaranteed Investment Contract		609,877
	Self-Directed Retirement Account	Self-Directed Retirement Account		1,446,358
	Total			8,638,439
*	Participant loans	Interest raging from 4.25% to 8.49% with maturity dates varying from one to five years and secured by participant account balances.		290,058
	Total			$ 8,928,497

* Party-in-interest.

(A) Cost not required

See Independent Auditor's Report.

Schedule H, Line 4j
Schedule of Reportable Transactions

Name of Plan: ▶ OSG Savings and Retirment Plan
Employer Identification Number (EIN): ▶ 22-3168044 Three-digit plan number: ▶ 1
For the plan year beginning/ending: ▶ 01/01/2013-12/31/2013

(a) Identity of party involved	(b)Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
	XF From Citistreet to ING						8478913.5	

Plan Name: OSG, INC. SAVINGS AND RETIREMENT PLAN
Plan ID: 810569

Summary of Investment Expenses and Indirect Compensation

The chart below summarizes the investment expenses for the funds available under your ING program and the revenue received by ING from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. ING uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate one or more of your plan's other service providers. Among those additional service providers are the plan's adviser and third party administrator (TPA). For informational purposes, we are providing the amounts paid to certain other providers in the summary below. Amounts shown are expressed as a percentage of program assets based on formulas in effect as of the date above, and are subject to change.

Note: The amounts shown below are not added to each other. Rather, the revenue ING receives is paid directly or indirectly from the total investment expenses. The compensation paid by ING is an ING expense and is not separately charged to the plan.

Summary	
Average Annual Investment Expense of Managed Investment Options (1)	1.11%
Average Annual Managed Investment Option Revenue (2)	0.60%
Average Annual Total Investment Option Revenue (3)	0.59%

[1] **Average Annual Investment Expense of Managed Investment Options**: This is the weighted average of the Total Investment Expenses for the plan investment options, based on assets at the reporting date, excluding any funds for which the expenses are N/A and any self directed brokerage accounts.

[2] **Average Annual Managed Investment Option Revenue**: This is the weighted average revenue to ING, based on assets at the reporting date, from the funds included in the Total Investment Expenses. (Paid to ING from Total Investment Expenses)

[3] **Average Annual Total Investment Option Revenue:** This is the weighted average revenue to ING from all plan investment options, based on assets at the reporting date, including any assets in the ING Fixed or Guaranteed Accumulation Account.

Plan Name: OSG, INC. SAVINGS AND RETIREMENT PLAN
Plan ID: 810569

Investment Expenses and Indirect Compensation

The chart below shows the components of the investment expenses for the non-fixed interest funds available under your plan as well as the revenue paid to ING from the funds in support of the recordkeeping and administrative services we provide in connection with your plan. The revenue received by ING from the fund is paid by the fund itself or a related party (e.g. the fund's investment manager) and is not an additional expense above the fund fees. ING uses this revenue to maintain the investment, administrative and technological platforms and other supporting services used by your plan. Part of this revenue may also be used to compensate your advisor. Amounts shown below are based on charges in effect as of the date above and are subject to change.

Please refer to the Appendix for a description of the services provided in connection with the following fees paid by the Funds to ING:

		Expenses Paid									Recordkeeping Revenue to ING				
		Fund Expenses							ING Contract Charges	Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) Total Net Fund Expense (F+G)	(I) Total Daily Asset Charge (From Column G)	(J) Sub TA/Expense Reimbursement	(K) 12b-1 Fee	(L) Service Fee	(M) Total Revenue to ING (I+J+K+L)
1295	Vanguard Trgt Retire 2010 Fnd Inv	0.00%	0.00%	0.16%	0.16%	0.00%	0.16%	08/29/2013	0.60%	0.76%	0.60%	0.00%	0.00%	0.00%	0.60%
1296	Vanguard Trgt Retire 2020 Fnd Inv	0.00%	0.00%	0.16%	0.16%	0.00%	0.16%	08/29/2013	0.60%	0.76%	0.60%	0.00%	0.00%	0.00%	0.60%
1297	Vanguard Trgt Retire 2030 Fnd Inv	0.00%	0.00%	0.17%	0.17%	0.00%	0.17%	08/29/2013	0.60%	0.77%	0.60%	0.00%	0.00%	0.00%	0.60%
1298	Vanguard Trgt Retire 2040 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	08/29/2013	0.60%	0.78%	0.60%	0.00%	0.00%	0.00%	0.60%
1406	Vanguard Mid-Cap Index Fund Sign	0.07%	0.00%	0.03%	0.10%	0.00%	0.10%	08/12/2013	0.60%	0.70%	0.60%	0.00%	0.00%	0.00%	0.60%
1723	American Funds EuroPacific R6	0.42%	0.00%	0.08%	0.50%	0.00%	0.50%	06/01/2013	0.60%	1.10%	0.60%	0.00%	0.00%	0.00%	0.60%
1911	DFA Emerging Markets Portfolio Inst	0.50%	0.00%	0.11%	0.61%	0.00%	0.61%	05/06/2013	0.60%	1.21%	0.60%	0.00%	0.00%	0.00%	0.60%
2676	Amer Bcn Small Cap Value Fund Inst	0.46%	0.00%	0.46%	0.92%	0.00%	0.92%	06/03/2013	0.60%	1.52%	0.60%	0.00%	0.00%	0.00%	0.60%
3494	JPMorgan Lrg Cp Growth Fnd R6	0.50%	0.00%	0.15%	0.65%	0.00%	0.65%	11/01/2012	0.60%	1.25%	0.60%	0.00%	0.00%	0.00%	0.60%
3496	ClrBrg Appreciation Fund IS	0.58%	0.00%	0.03%	0.61%	0.00%	0.61%	04/30/2013	0.60%	1.21%	0.60%	0.00%	0.00%	0.00%	0.60%
3497	ClrBrg Sm Cp Growth Fnd IS	0.75%	0.00%	0.05%	0.80%	0.00%	0.80%	04/30/2013	0.60%	1.40%	0.60%	0.00%	0.00%	0.00%	0.60%
3506	Oppenheimer International Bond Fnd I	0.50%	0.00%	0.07%	0.57%	0.00%	0.57%	01/28/2013	0.60%	1.17%	0.60%	0.00%	0.00%	0.00%	0.60%
3568	ING Mid-Cap Growth Equity Fund	0.65%	0.00%	0.03%	0.68%	0.00%	0.68%	N/A	0.60%	1.28%	0.60%	0.00%	0.00%	0.00%	0.60%
3631	Janus Flexible Bond Fund N	0.40%	0.00%	0.04%	0.44%	0.00%	0.44%	10/28/2013	0.60%	1.04%	0.60%	0.00%	0.00%	0.00%	0.60%
3693	Invesco American Val Fd R6	0.71%	0.00%	0.07%	0.78%	0.00%	0.78%	08/28/2013	0.60%	1.38%	0.60%	0.00%	0.00%	0.00%	0.60%
3832	Neuberger Berman High Inc Bnd Fd R6	0.56%	0.00%	0.05%	0.61%	0.00%	0.61%	09/25/2013	0.60%	1.21%	0.60%	0.00%	0.00%	0.00%	0.60%
3870	Loomis Sayles Bond Fund N	0.51%	0.00%	0.07%	0.58%	0.00%	0.58%	02/01/2013	0.60%	1.18%	0.60%	0.00%	0.00%	0.00%	0.60%
4062	ING Fixed Account	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	0.49%	0.49%
628	ING Money Mkt Fnd A (Holding Acct)	0.40%	0.00%	0.24%	0.64%	0.00%	0.64%	07/31/2013	0.00%	0.64%	0.00%	0.17%	0.00%	0.00%	0.17%
7642	PIMCO All Asset Fund Instl	0.22%	0.00%	0.76%	0.98%	-0.10%	0.88%	10/01/2013	0.60%	1.48%	0.60%	0.00%	0.00%	0.00%	0.60%
791	Vanguard Trgt Retire 2015 Fnd Inv	0.00%	0.00%	0.16%	0.16%	0.00%	0.16%	08/29/2013	0.60%	0.76%	0.60%	0.00%	0.00%	0.00%	0.60%
793	Vanguard Trgt Retire 2035 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	08/29/2013	0.60%	0.78%	0.60%	0.00%	0.00%	0.00%	0.60%

Plan Name: OSG, INC. SAVINGS AND RETIREMENT PLAN
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		Expenses Paid									Recordkeeping Revenue to ING				
		Fund Expenses							ING Contract Charges	Total					
Fund No	Fund Name	(A) Management Fees	(B) 12b-1 Fees	(C) Other Expenses	(D) Gross Fund Expense (A+B+C)	(E) Waivers and Adjustments	(F) Net Fund Expense (D+E)	Prospectus Date	(G) Daily Asset Charge	(H) Total Net Fund Expense (F+G)	(I) Total Daily Asset Charge (From Column G)	(J) Sub TA/Expense Reimbursement	(K) 12b-1 Fee	(L) Service Fee	(M) Total Revenue to ING (I+J+K+L)
794	Vanguard Trgt Retire 2045 Fnd Inv	0.00%	0.00%	0.18%	0.18%	0.00%	0.18%	08/29/2013	0.60%	0.78%	0.60%	0.00%	0.00%	0.00%	0.60%
8554	Morgan Stanley SDBA	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
926	Vanguard Trgt Retire 2025 Fnd Inv	0.00%	0.00%	0.17%	0.17%	0.00%	0.17%	08/29/2013	0.60%	0.77%	0.60%	0.00%	0.00%	0.00%	0.60%
9857	MFS Value Fund R5	0.55%	0.00%	0.05%	0.60%	0.00%	0.60%	08/31/2013	0.60%	1.20%	0.60%	0.00%	0.00%	0.00%	0.60%

Fund Notes

PIMCO All Asset Fund - Institutional Class: PIMCO has contractually agreed, through July 31 2014, to reduce its advisory fee to the extent that the Underlying PIMCO Fund Expenses attributable to advisory and supervisory and administrative fees exceed 0.64% of the total assets invested in Underlying PIMCO Funds. PIMCO may recoup these waivers in future periods, not exceeding three years, provided total expenses, including such recoupment, do not exceed the annual expense limit. The fee reduction is implemented based on a calculation of Underlying PIMCO Fund Expenses attributable to advisory and supervisory and administrative fees that is different from the calculation of Acquired Fund Fees and Expenses listed in the table. Total Annual Fund Operating Expenses After Fee Waiver and/or Expense Reimbursement excluding interest expense of the Underlying PIMCO Funds is 0.875%.

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Other Indirect Compensation

Float

ING and various of its affiliated companies earn “float” income on contribution amounts awaiting investment and on distributed funds awaiting payment. Generally, ING earns a current money market rate on these funds.

Conference Support

Some fund families provide financial support to ING companies in connection with training and education events attended by ING employees and representatives. This financial support may include expenses associated with meals. For calendar year 2013 such amount was approximately $5.63 per plan. This estimate was determined by dividing the total amount received from all fund families by the number of plans for which ING provides investment services.

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Appendix: Definitions for Indirect Fees

- **Fund No:** The fund number assigned by ING
- **Fund Name:** The name of the Fund

Please note that some of the funds available under your plan may include ING proprietary funds. Proprietary funds are funds which are owned by ING companies. The mutual funds listed for your plan which start with ING's name are ING proprietary funds.

FUND EXPENSES

- **Management Fees**: Fees paid by the Fund to a fund's advisor for activities related to the selection and management of fund investments. These fees may include fees paid to the trustee of a collective investment trust.

- **12b-1 Fees**: Fees paid by the Fund for distribution services provided on behalf of a fund. If the fund imposes 12b-1 fees, such payments are made out of fund assets.

- **Other Expenses**: Fees paid by the Fund for other expenses associated with maintenance of a fund, such as: accounting, audit, recordkeeping, prospectus delivery, proxy support, periodic fund reports printing and/or mailing, etc.

- **Gross Fund Expense:** The sum of the management fees, 12b-1 fees and other expenses paid by the Fund.

- **Waivers and Adjustments**: An adjustment to a portion of the mutual fund fees as stated in the fund's most current prospectus. For certain funds, the investment adviser or other service provider to the fund may waive a portion of its fees or reimburse certain fund expenses, which will reduce the expense ratio of the fund for the period of the waiver or adjustment. These waivers and adjustments may not necessarily continue in the future. Please refer to the footnotes at the end of this report for further information regarding any Waivers and Adjustments shown.

- **Net Fund Expense**: The Gross Fund Expense reduced by any waiver or adjustment in effect.

- **Prospectus Date**: The date of the fund prospectus from which the fund fees have been provided

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ING CONTRACT CHARGES

- **Daily Asset Charge**: An ING contract charge assessed against the variable funds for marketing and sales expenses as well as the costs of various services (e.g., call centers, websites, daily valuation systems, regulatory information, transaction processing, communication, education and enrollment support) in support of your program. This fee paid to ING may be comprised of a base contract charge as well as additional charges for optional services selected by the plan.

- **Total Net Fund Expense**: The Net Fund Expense plus the Daily Asset Charge

REVENUE TO ING

- **Total Daily Asset Charge**: The Daily Asset charge

- **Sub Transfer Agent (Sub TA) Expense Reimbursement**: The amount paid to ING by the Fund Family or Fund Transfer Agent for plan and participant level recordkeeping services

- **12b-1 Fees:** The amount paid to ING by the fund family from the fund's 12b-1 fees for distribution services

- **Service Fee:** The amount paid to ING for other services provided in connection with the investment option. If your plan uses the ING Fixed Account or ING Guaranteed Accumulation Account (GAA), the amount shown in the "Service Fee" column represents our reasonable and good faith estimate of the cost of the recordkeeping and other administrative services being offset through a reduction in the rates of interest that would otherwise be credited. In developing our estimate, we applied guidance issued by the Department of Labor in connection with Form 5500 Schedule C reporting. Under that guidance, if the rate of return on a fixed rate investment contract is net of the expense of recordkeeping and similar administrative services, then the amount so "netted" should be reported as a fee charged against the Plan's investment in order to avoid the inference that the Plan services were being provided free of charge. Estimates of those amounts are permitted so long as the estimate is reasonable, and the methodology and assumptions used to prepare the estimate are disclosed.

  The rate credited to your Plan's Fixed Account and/or GAA ("fixed accounts") balance is a "net" rate that reflects the costs of the recordkeeping and other administrative services we provide. We have estimated the amount of that rate reduction and reported it in the "Service Fee" column of our indirect compensation report in order to inform your understanding of the costs of our recordkeeping and administrative services. Set forth below is a description of the method we used in developing our estimate:

  First, we determined the ratio of (1) our estimated internal costs for providing plan recordkeeping, trusteeship and similar services to all of our Plan customers as of the prior calendar year end, to (2) our average **total assets** during the same calendar year. We applied that ratio to your Plan's fixed account(s) to arrive at an estimate of the dollar amount of reportable compensation attributable to netting the costs of providing such services against the Fixed Account/GAA rate.

- **Total Revenue to ING:** The sum of the Total **Daily Asset** Charge plus amounts received by ING from the Fund or fund custodian for Sub TA Expense Reimbursement, 12b-1 Fees and other services.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► OSG Inc Savings and Retirement Plan

Employer Identification Number:► 22-3168044

For plan year (beginning/ending):► 01/01/2013-12/31/2013 Plan number:► 810569

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	ING Life Insurance and Annuity	American Beacon Small Cap Val Fund		366,914.02
*	ING Life Insurance and Annuity	American Funds EuroPacific Growth		288,391.27
*	ING Life Insurance and Annuity	ClearBridge Appreciation Fund		380,009.46
*	ING Life Insurance and Annuity	ClearBridge Small Cap Growth Fund		321,238.88
*	ING Life Insurance and Annuity	DFA Emerging Markets Portfolio		324,188.12
*	ING Life Insurance and Annuity	Inveco American Value Fund		403,792.50
*	ING Life Insurance and Annuity	Janus Flexible Bond Fund		251,973.99
*	ING Life Insurance and Annuity	JPMorgan Large Cap Growth Fund		631,500.76
*	ING Life Insurance and Annuity	Loomis Sayles Bond Fund		122,272.02
*	ING Life Insurance and Annuity	MFS Value Fund		382,457.31
*	ING Life Insurance and Annuity	Neuberger Berman High Income Bond		298,465.37
*	ING Life Insurance and Annuity	Oppenheimer International Bond Fund		143,045.98
*	ING Life Insurance and Annuity	PIMCO All Asset Fund		309,120.66
*	ING Life Insurance and Annuity	Vanguard Mid Cap Index Fund		98,520.67
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2010 Fund		56,366.37
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2015 Fund		334,921.79
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2020 Fund		195,506.78
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2025 Fund		388,068.34
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2030 Fund		143,310.97
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2035 Fund		394,545.01
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2040 Fund		240,591.25
*	ING Life Insurance and Annuity	Vanguard Target Retirement 2045 Fund		213,472.08
*	ING Life Insurance and Annuity	Voya Fixed Account		609,876.83
*	ING Life Insurance and Annuity	Voya Mid Cap Growth Equity Fund		291,918.73
*	ING Life Insurance and Annuity	Voya Money Market Fund- Class A		1,611.69
*	ING Life Insurance and Annuity	ING Fixed Account Morgan Stanley SDBA		1,270,142.23
*	Participant Loans	Interest Rate Range 4.25%-8.49%		290058.43