

Section 1: 10-Q (10-Q)

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

(Mark One)

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

For the quarterly period ended June 30, 2019

OR

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

For the transition period from ___ to ___

Commission File Number 1-37836-1

INTERNATIONAL SEAWAYS, INC.

(Exact name of registrant as specified in its charter)

Marshall Islands

(State or other jurisdiction of incorporation or organization)

98-0467117

(I.R.S. Employer Identification Number)

600 Third Avenue, 39th Floor, New York, New York

(Address of principal executive offices)

10016

(Zip Code)

Registrant's telephone number, including area code: 212-578-1600

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

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

Large accelerated filer

Accelerated filer

Emerging growth company

Non-accelerated filer

Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. YES NO

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Symbol | Name of each exchange on which registered |
|-----------------------------|-----------|---|
| Common Stock (no par value) | INSW | New York Stock Exchange |
| 8.5% Senior Notes due 2023 | INSW - PA | New York Stock Exchange |

Former name, former address and former fiscal year, if changed since last report

APPLICABLE ONLY TO CORPORATE ISSUERS

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

of shares outstanding of the issuer's common stock as of August 7, 2019: common stock, no par value 29,274,452 shares.

INTERNATIONAL SEAWAYS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
DOLLARS IN THOUSANDS
(UNAUDITED)

| | June 30, 2019 | December 31, 2018 |
|--|---------------------|----------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | \$ 91,662 | \$ 58,313 |
| Voyage receivables, including unbilled of \$65,831 and \$87,725 | 74,460 | 94,623 |
| Other receivables | 5,576 | 5,246 |
| Inventories | 4,110 | 3,066 |
| Prepaid expenses and other current assets | 6,916 | 5,912 |
| Current portion of derivative asset | 30 | 460 |
| Total Current Assets | <u>182,754</u> | <u>167,620</u> |
| Restricted cash | 58,630 | 59,331 |
| Vessels and other property, less accumulated depreciation of \$335,960 and \$307,051 | 1,291,862 | 1,330,795 |
| Vessel held for sale | 6,754 | - |
| Deferred drydock expenditures, net | 23,382 | 16,773 |
| Operating lease right-of-use assets | 33,216 | - |
| Investments in and advances to affiliated companies | 265,959 | 268,322 |
| Long-term derivative asset | 26 | 704 |
| Other assets | 2,626 | 5,056 |
| Total Assets | <u>\$ 1,865,209</u> | <u>\$ 1,848,601</u> |
| LIABILITIES AND EQUITY | | |
| Current Liabilities: | | |
| Accounts payable, accrued expenses and other current liabilities | \$ 34,427 | \$ 23,008 |
| Current portion of operating lease liabilities | 11,481 | - |
| Current installments of long-term debt | 57,680 | 51,555 |
| Current portion of derivative liability | 1,912 | 707 |
| Total Current Liabilities | <u>105,500</u> | <u>75,270</u> |
| Long-term operating lease liabilities | 19,030 | - |
| Long-term debt | 736,826 | 759,112 |
| Long-term derivative liability | 6,386 | 1,922 |
| Other liabilities | 2,129 | 2,442 |
| Total Liabilities | <u>869,871</u> | <u>838,746</u> |
| Commitments and contingencies | | |
| Equity: | | |
| Capital - 100,000,000 no par value shares authorized; 29,273,175 and 29,184,501 shares issued and outstanding | 1,310,731 | 1,309,269 |
| Accumulated deficit | (275,111) | (269,485) |
| | <u>1,035,620</u> | <u>1,039,784</u> |
| Accumulated other comprehensive loss | (40,282) | (29,929) |
| Total Equity | <u>995,338</u> | <u>1,009,855</u> |
| Total Liabilities and Equity | <u>\$ 1,865,209</u> | <u>\$ 1,848,601</u> |

See notes to condensed consolidated financial statements

INTERNATIONAL SEAWAYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS
(UNAUDITED)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|--------------------|------------------------------|--------------------|
| | 2019 | 2018 | 2019 | 2018 |
| Shipping Revenues: | | | | |
| Pool revenues, including \$26,731, \$16,355, \$67,891 and \$29,125 received from companies accounted for by the equity method | \$ 44,713 | \$ 33,601 | \$ 112,350 | \$ 69,115 |
| Time and bareboat charter revenues | 6,541 | 6,608 | 12,061 | 14,521 |
| Voyage charter revenues | 17,756 | 16,700 | 46,473 | 25,251 |
| | <u>69,010</u> | <u>56,909</u> | <u>170,884</u> | <u>108,887</u> |
| Operating Expenses: | | | | |
| Voyage expenses | 6,523 | 6,897 | 14,368 | 10,074 |
| Vessel expenses | 30,746 | 31,528 | 61,284 | 68,186 |
| Charter hire expenses | 13,033 | 10,723 | 30,218 | 19,346 |
| Depreciation and amortization | 18,818 | 16,804 | 37,747 | 34,428 |
| General and administrative | 6,297 | 6,064 | 13,070 | 12,093 |
| Provision for credit losses, net | (21) | - | 1,277 | - |
| Third-party debt modification fees | - | 1,302 | 30 | 1,302 |
| Loss/(gain) on disposal of vessels and other property, net of impairments | 1,548 | (6,740) | 1,500 | (167) |
| Total operating expenses | <u>76,944</u> | <u>66,578</u> | <u>159,494</u> | <u>145,262</u> |
| (Loss)/income from vessel operations | (7,934) | (9,669) | 11,390 | (36,375) |
| Equity in income of affiliated companies | 8,015 | 8,822 | 16,085 | 17,162 |
| Operating income/(loss) | 81 | (847) | 27,475 | (19,213) |
| Other income/(expense) | 839 | (4,863) | 1,875 | (4,184) |
| Income/(loss) before interest expense and income taxes | 920 | (5,710) | 29,350 | (23,397) |
| Interest expense | (17,443) | (13,086) | (34,976) | (24,707) |
| Loss before income taxes | (16,523) | (18,796) | (5,626) | (48,104) |
| Income tax provision | - | - | - | (8) |
| Net loss | <u>\$ (16,523)</u> | <u>\$ (18,796)</u> | <u>\$ (5,626)</u> | <u>\$ (48,112)</u> |
| Weighted Average Number of Common Shares Outstanding: | | | | |
| Basic | 29,220,345 | 29,130,230 | 29,200,897 | 29,118,271 |
| Diluted | 29,220,345 | 29,130,230 | 29,200,897 | 29,118,271 |
| Per Share Amounts: | | | | |
| Basic and diluted net loss per share | \$ (0.57) | \$ (0.65) | \$ (0.19) | \$ (1.65) |

See notes to condensed consolidated financial statements

INTERNATIONAL SEAWAYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
DOLLARS IN THOUSANDS
(UNAUDITED)

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|--------------------|--------------------|--------------------|
| | June 30, | | June 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| Net loss | \$ (16,523) | \$ (18,796) | \$ (5,626) | \$ (48,112) |
| Other comprehensive (loss)/income, net of tax: | | | | |
| Net change in unrealized losses on cash flow hedges | (7,203) | 3,099 | (10,381) | 10,569 |
| Defined benefit pension and other postretirement benefit plans: | | | | |
| Net change in unrecognized prior service costs | 30 | 77 | 4 | 36 |
| Net change in unrecognized actuarial losses | 197 | 1,743 | 24 | 1,355 |
| Other comprehensive (loss)/income, net of tax | (6,976) | 4,919 | (10,353) | 11,960 |
| Comprehensive loss | <u>\$ (23,499)</u> | <u>\$ (13,877)</u> | <u>\$ (15,979)</u> | <u>\$ (36,152)</u> |

See notes to condensed consolidated financial statements

INTERNATIONAL SEAWAYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
DOLLARS IN THOUSANDS
(UNAUDITED)

| | Six Months Ended June 30, | |
|--|------------------------------|-------------|
| | 2019 | 2018 |
| Cash Flows from Operating Activities: | | |
| Net loss | \$ (5,626) | \$ (48,112) |
| Items included in net loss not affecting cash flows: | | |
| Depreciation and amortization | 37,747 | 34,428 |
| Loss on write-down of vessels and other assets | - | 948 |
| Amortization of debt discount and other deferred financing costs | 3,560 | 2,651 |
| Deferred financing costs write-off | - | 2,273 |
| Stock compensation, non-cash | 1,821 | 1,525 |
| Earnings of affiliated companies | (16,367) | (17,548) |
| Other – net | 227 | 233 |
| Items included in net loss related to investing and financing activities: | | |
| Loss/(gain) on disposal of vessels and other property, net | 1,500 | (1,115) |
| Loss on repurchase of debt | - | 1,295 |
| Cash distributions from affiliated companies | 6,528 | 35,863 |
| Payments for drydocking | (10,878) | (2,701) |
| Insurance claims proceeds related to vessel operations | 640 | 3,528 |
| Changes in operating assets and liabilities: | | |
| Decrease/(increase) in receivables | 20,163 | (4,221) |
| Decrease in deferred revenue | (15) | (903) |
| Net change in inventories, prepaid expenses and other current assets, accounts payable, accrued expenses and other current and long-term liabilities | 4,478 | 1,979 |
| Net cash provided by operating activities | 43,778 | 10,123 |
| Cash Flows from Investing Activities: | | |
| Expenditures for vessels and vessel improvements | (5,356) | (128,925) |
| Proceeds from disposal of vessels and other property, net | 9,090 | 126,504 |
| Expenditures for other property | (301) | (320) |
| Investments in and advances to affiliated companies, net | 434 | 1,966 |
| Repayments of advances from affiliated companies | 5,272 | 93,142 |
| Net cash provided by investing activities | 9,139 | 92,367 |
| Cash Flows from Financing Activities: | | |
| Issuance of debt, net of issuance and deferred financing costs | - | 72,924 |
| Extinguishment of debt | - | (60,000) |
| Payments on debt | (19,652) | (42,770) |
| Cash paid to tax authority upon vesting of stock-based compensation | (359) | (397) |
| Other – net | (258) | - |
| Net cash used in financing activities | (20,269) | (30,243) |
| Net increase in cash, cash equivalents and restricted cash | 32,648 | 72,247 |
| Cash, cash equivalents and restricted cash at beginning of year | 117,644 | 70,606 |
| Cash, cash equivalents and restricted cash at end of period | \$ 150,292 | \$ 142,853 |

See notes to condensed consolidated financial statements

INTERNATIONAL SEAWAYS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
DOLLARS IN THOUSANDS
(UNAUDITED)

| | Capital | Accumulated Deficit | Accumulated Other Comprehensive Loss | Total |
|--|---------------------|------------------------|---|---------------------|
| <i>For the six months ended</i> | | | | |
| Balance at January 1, 2019 | \$ 1,309,269 | \$ (269,485) | \$ (29,929) | \$ 1,009,855 |
| Net loss | - | (5,626) | - | (5,626) |
| Other comprehensive loss | - | - | (10,353) | (10,353) |
| Forfeitures of vested restricted stock awards | (359) | - | - | (359) |
| Compensation relating to restricted stock awards | 434 | - | - | 434 |
| Compensation relating to restricted stock units awards | 883 | - | - | 883 |
| Compensation relating to stock option awards | 504 | - | - | 504 |
| Balance at June 30, 2019 | <u>\$ 1,310,731</u> | <u>\$ (275,111)</u> | <u>\$ (40,282)</u> | <u>\$ 995,338</u> |
| | | | | |
| Balance at January 1, 2018 | \$ 1,306,606 | \$ (180,545) | \$ (40,407) | \$ 1,085,654 |
| Net loss | - | (48,112) | - | (48,112) |
| Other comprehensive income | - | - | 11,960 | 11,960 |
| Forfeitures of vested restricted stock awards | (486) | - | - | (486) |
| Compensation relating to restricted stock awards | 416 | - | - | 416 |
| Compensation relating to restricted stock units awards | 695 | - | - | 695 |
| Compensation relating to stock option awards | 414 | - | - | 414 |
| Balance at June 30, 2018 | <u>\$ 1,307,645</u> | <u>\$ (228,657)</u> | <u>\$ (28,447)</u> | <u>\$ 1,050,541</u> |
| | | | | |
| <i>For the three months ended</i> | | | | |
| Balance at April 1, 2019 | \$ 1,309,881 | \$ (258,588) | \$ (33,306) | \$ 1,017,987 |
| Net loss | - | (16,523) | - | (16,523) |
| Other comprehensive loss | - | - | (6,976) | (6,976) |
| Forfeitures of vested restricted stock awards | (210) | - | - | (210) |
| Compensation relating to restricted stock awards | 202 | - | - | 202 |
| Compensation relating to restricted stock units awards | 587 | - | - | 587 |
| Compensation relating to stock option awards | 271 | - | - | 271 |
| Balance at June 30, 2019 | <u>\$ 1,310,731</u> | <u>\$ (275,111)</u> | <u>\$ (40,282)</u> | <u>\$ 995,338</u> |
| | | | | |
| Balance at April 1, 2018 | \$ 1,306,869 | \$ (209,861) | \$ (33,366) | \$ 1,063,642 |
| Net loss | - | (18,796) | - | (18,796) |
| Other comprehensive income | - | - | 4,919 | 4,919 |
| Forfeitures of vested restricted stock awards | (120) | - | - | (120) |
| Compensation relating to restricted stock awards | 224 | - | - | 224 |
| Compensation relating to restricted stock units awards | 441 | - | - | 441 |
| Compensation relating to stock option awards | 231 | - | - | 231 |
| Balance at June 30, 2018 | <u>\$ 1,307,645</u> | <u>\$ (228,657)</u> | <u>\$ (28,447)</u> | <u>\$ 1,050,541</u> |

See notes to condensed consolidated financial statements

INTERNATIONAL SEAWAYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1 — Basis of Presentation:

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of International Seaways, Inc. (“INSW”), a Marshall Islands corporation, and its wholly owned subsidiaries. The Company owns and operates a fleet of 47 oceangoing vessels, including six vessels that have been chartered-in under operating leases for durations exceeding one year at inception and six vessels in which the Company has interests through its joint ventures, engaged primarily in the transportation of crude oil and refined petroleum products in the International Flag trade through its wholly owned subsidiaries. Subsequent to June 30, 2019, we (i) sold and delivered a 2004-built MR to its buyer (see Note 5, “Vessels”), (ii) tendered notice of redelivery on a 2006-built chartered-in MR to its owners, and (iii) chartered-in a 2006-built Panamax for a two-year period with no options to extend (see Note 15, “Leases”). Unless the context indicates otherwise, references to “INSW”, the “Company”, “we”, “us” or “our”, refer to International Seaways, Inc. and its subsidiaries.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. They do not include all of the information and notes required by generally accepted accounting principles in the United States. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair statement of the results have been included. Operating results for the three and six months ended June 30, 2019 are not necessarily indicative of the results that may be expected for the year ending December 31, 2019.

The condensed consolidated balance sheet as of December 31, 2018 has been derived from the audited financial statements at that date but does not include all of the information and notes required by generally accepted accounting principles in the United States for complete financial statements. For further information, refer to the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

All intercompany balances and transactions within INSW have been eliminated. Investments in 50% or less owned affiliated companies, in which INSW exercises significant influence, are accounted for by the equity method.

Dollar amounts, except per share amounts, are in thousands.

Note 2 — Significant Accounting Policies:

Cash, cash equivalents and Restricted cash — Interest-bearing deposits that are highly liquid investments and have a maturity of three months or less when purchased are included in cash and cash equivalents. Restricted cash of \$58,630 and \$59,331 as of June 30, 2019 and December 31, 2018, respectively, represents legally restricted cash relating to the Company’s 2017 Term Loan Facility, Sinasure Credit Facility, ABN Term Loan Facility, and 10.75% Unsecured Subordinated Notes (See Note 9, “Debt”). Such restricted cash reserves are included in the non-current assets section of the condensed consolidated balance sheets.

Concentration of Credit Risk — Financial instruments that potentially subject the Company to concentrations of credit risk are voyage receivables due from charterers and pools in which the Company participates. With respect to voyage receivables, the Company limits its credit risk by performing ongoing credit evaluations. The allowance for doubtful accounts reflects our best estimate of probable losses inherent in the voyage receivables balance. We determine the allowance based on troubled accounts, historical experience, and other currently available evidence. Provisions for doubtful accounts associated with operating lease receivables and non-operating lease receivables are included in provision for credit losses on the condensed consolidated statements of operations. Voyage receivables reflected in the condensed consolidated balance sheets as of June 30, 2019 and December 31, 2018 are net of an allowance for doubtful accounts of \$1,277 and \$0, respectively. The provisions for doubtful accounts for the three and six months ended June 30, 2019 were \$(21) and \$1,277, respectively. The provisions for doubtful accounts for the three and six months ended June 30, 2018

INTERNATIONAL SEAWAYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

were \$0 and \$41, respectively. During the three and six months ended June 30, 2019 and 2018, the Company did not have any individual customers who accounted for 10% or more of its revenues apart from the pools in which it participates. The pools in which the Company participates accounted in aggregate for 85% and 88% of consolidated voyage receivables at June 30, 2019 and December 31, 2018, respectively.

Deferred finance charges — Finance charges, excluding original issue discount, incurred in the arrangement and/or amendments resulting in the modification of debt are deferred and amortized to interest expense on either an effective interest method or straight-line basis over the life of the related debt. Unamortized deferred finance charges of \$344 and \$413 relating to the 2017 Revolver Facility are included in other assets in the condensed consolidated balance sheets as of June 30, 2019 and December 31, 2018, respectively. Unamortized deferred financing charges of \$23,156 and \$26,647 relating to the 2017 Term Loan Facility, Sinosure Credit Facility, ABN Term Loan Facility, 8.5% Senior Notes and 10.75% Subordinated Notes are included in long-term debt in the condensed consolidated balance sheets as of June 30, 2019 and December 31, 2018, respectively. Interest expense relating to the amortization of deferred financing charges amounted to \$1,250 and \$2,480 for the three and six months ended June 30, 2019, respectively, and \$800 and \$1,456 for the three and six months ended June 30, 2018, respectively.

Revenue and expense recognition — The Company recognizes revenue in accordance with the provisions of ASC 606, *Revenue from Contracts with Customers* (ASC 606). The standard provides a unified model to determine how revenue is recognized. In doing so, the Company makes judgments including identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price, and allocating the transaction price to each performance obligation. Revenues are recognized to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In determining the appropriate amount of revenue to be recognized as it fulfills its obligations under its agreements, the Company performs the following steps: (i) identification of the promised goods or services in the contract; (ii) determination of whether the promised goods or services are performance obligations, including whether they are distinct in the context of the contract; (iii) measurement of the transaction price, including the constraint on variable consideration; (iv) allocation of the transaction price to the performance obligations based on estimated selling prices; and (v) recognition of revenue when (or as) the Company satisfies each performance obligation.

As the Company's performance obligations are services which are received and consumed by its customers as it performs such services, revenues are recognized over time proportionate to the days elapsed since the service commencement compared to the total days anticipated to complete the service. The minimum duration of services is less than one year for each of the Company's current contracts.

The Company's contract revenues consist of revenues from time charters, bareboat charters, voyage charters and pool revenues.

Revenues from time charters are accounted for as fixed rate operating leases with an embedded technical management service component and are recognized ratably over the rental periods of such charters. Bareboat charters are also accounted for as fixed rate operating leases and the associated revenue is recognized ratably over the rental periods of such charters.

Voyage charters contain a lease component if the contract (i) specifies a specific vessel asset; and (ii) has terms that allow the charterer to exercise substantive decision-making rights, which have an economic value to the charterer and therefore allow the charterer to direct how and for what purpose the vessel is used. Voyage charter revenues and expenses are recognized ratably over the estimated length of each voyage. For a voyage charter which contains a lease component, revenue and expenses are recognized based on a lease commencement-to-discharge basis and the lease commencement date is the latter of discharge of the previous cargo or voyage charter contract signing. For voyage charters that do not have a lease component, revenue and expenses are recognized based on a load-to-discharge basis. Accordingly, voyage expenses incurred during a vessel's positioning voyage to a load port in order to serve a customer under a voyage charter not containing a lease are considered costs to fulfill a contract and are deferred and recognized ratably over the load-to-discharge portion of the contract.

Under voyage charters, expenses such as fuel, port charges, canal tolls, cargo handling operations and brokerage commissions are paid by the Company whereas, under time and bareboat charters, such voyage costs are paid by the Company's customers.

INTERNATIONAL SEAWAYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

For the Company's vessels operating in pools, revenues and voyage expenses are pooled and allocated to each pool's participants on a time charter equivalent ("TCE") basis in accordance with an agreed-upon formula. Accordingly, the Company accounts for its agreements with commercial pools as variable rate operating leases. For the pools in which the Company participates, management monitors, among other things, the relative proportion of the Company's vessels operating in each of the pools to the total number of vessels in each of the respective pools and assesses whether or not the Company's participation interest in each of the pools is sufficiently significant so as to determine that the Company has effective control of the pool.

Demurrage earned during a voyage charter represents variable consideration. The Company estimates demurrage at contract inception using either the expected value or most likely amount approaches. Such estimate is reviewed and updated over the term of the voyage charter contract.

On January 1, 2019, the Company adopted the provisions of ASU 2016-02, *Leases* (ASC 842). This standard provides lessors with a practical expedient, by class of underlying asset, to not separate non-lease components from the associated lease component and, instead, to account for those components as a single component if the non-lease components otherwise would be accounted for under ASC 606 and both of the following conditions are met: (1) the timing and pattern of transfer of the non-lease components and associated lease component are the same; and (2) the lease component, if accounted for separately, would be classified as an operating lease. If lease and non-lease components are aggregated under this practical expedient, a lessor would account for the combined component as follows: if the non-lease components associated with the lease component are the predominant component of the combined component, an entity is required to account for the combined component in accordance with ASC 606 as described above; otherwise, the entity must account for the combined component as an operating lease in accordance with ASC 842.

The Company has elected the lessor practical expedient to aggregate non-lease components with the associated lease components and to account for the combined components as required by the practical expedient since its primary revenue streams described above meet the conditions required to adopt the practical expedient. Furthermore, the Company has performed a qualitative analysis of each of its primary revenue contract types to determine whether the lease component or the non-lease component is the predominant component of the contract. The Company concluded that the lease component is the predominant component for all of its primary revenue contract types as the lessee would ascribe more value to the control and use of the underlying vessel rather than to the technical services to operate the vessel which is an add-on service to the lessee. Accordingly, effective January 1, 2019, the Company's primary revenue streams are accounted for as lease revenue under ASC 842, except for revenue from voyage charters that don't meet the definition of a lease. Such contracts will continue to be accounted for as service revenue in accordance with the provisions of ASC 606.

Under ASC 842, lease revenue for fixed lease payments are recognized over the lease term on a straight-line basis and lease revenue for variable lease payments (e.g., demurrage) are recognized in the period in which the changes in facts and circumstances on which the variable lease payments are based occur. Initial direct costs are expensed over the lease term on the same basis as lease revenue.

See Note 14, "Revenue," for additional disclosures on revenue recognition and the impact of adopting ASC 842 on January 1, 2019.

Leases — The Company currently has two major categories of lease contracts under which the Company is a lessee – chartered-in vessels and leased office and other space. Chartered-in vessels include bareboat charters which have a lease component only and time charters which have both lease and non-lease components. The lease component relates to the cost to a lessee to control the use of the vessel and the non-lease components relate to the cost to the lessee for the lessor to operate the vessel (technical management service components). For time charters-in, the Company has separated non-lease components from lease component and scoped out non-lease components from the application of ASC 842. For leased office and other space, the Company has elected the ASC 842 practical expedient to account for the lease and non-lease components as a single lease component as it is not practical to separate the insignificant non-lease components from the associated lease components for these types of leases. Further, ASC 842 also allows lessees to elect as an accounting policy not to apply the provisions of ASC 842 to short term leases (i.e., leases with an original term of 12-months or less). Instead, a lessee may recognize the lease payments in profit or loss on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred. The accounting policy election for short-term leases is required to be made by class of underlying asset to which the right of use relates. The Company has elected not to apply

INTERNATIONAL SEAWAYS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

ASC 842 to its portfolio of short-term leases existing on January 1, 2019 (see Note 15, “Leases,” for additional information with respect to the Company’s short-term leases).

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (“ROU”) assets, current portion of operating lease liabilities, and long-term operating lease liabilities in the Company’s condensed consolidated balance sheets. The Company does not have finance leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. The operating lease ROU asset also includes any prepaid lease payments made and excludes accrued lease payments and lease incentives. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The Company makes significant judgements and assumptions to estimate its incremental borrowing rate that a lessee would have to pay to borrow on a 100% collateralized basis over a term similar to the lease term and in an amount equal to the lease payments in a similar economic environment. The Company performs the following steps in estimating its incremental borrowing rate: (i) gather observable debt yields of the Company’s recently issued debt facilities; and (ii) make adjustments to the yields of the actual debt facilities to reflect changes in collateral level, terms, the risk-free interest rate, and credit ratings. In addition, the Company performs sensitivity analyses to evaluate the impact of selected discount rates on the estimated lease liability.

The Company makes significant judgements and assumptions to separate the lease component from the non-lease component of its time chartered-in vessels. For purposes of determining the standalone selling price of the vessel lease and technical management service components of the Company’s time charters, the Company concluded that the residual approach would be the most appropriate method to use given that vessel lease rates are highly variable depending on shipping market conditions, the duration of such charters, and the age of the vessel. The Company believes that the standalone transaction price attributable to the technical management service component is more readily determinable than the price of the lease component and, accordingly, the price of the service component is estimated using observable data (such as fees charged by third-party technical managers) and the residual transaction price is attributed to the vessel lease component.

See discussion above under revenue and expense recognition for the Company’s accounting policy on revenues from leases. See Note 15, “Leases,” for additional disclosures on leases and the impact of adopting ASC 842 on January 1, 2019.

Fair value measurements — We account for certain assets and liabilities at fair value under ASC 820. ASC 820 defines fair value as 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, essentially an exit price. In addition, the fair value of assets and liabilities should include consideration of non-performance risk, which for the liabilities described below includes the Company’s own credit risk. The hierarchy below lists three levels of fair value based on the extent to which inputs used in measuring fair value are observable in the market:

Level 1 - Quoted prices in active markets for identical assets or liabilities. Our level 1 non-derivative assets and liabilities primarily include cash and cash equivalents and the 8.50% Senior Notes.

Level 2 - Quoted prices for similar assets and liabilities in active markets or model-based valuation techniques for which all significant inputs are observable in the market (where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, credit spreads, etc.). Our level 2 non-derivative liabilities primarily include the 2017 Term Loan Facility, Sinasure Credit Facility, ABN Term Loan Facility and 10.75% Subordinated Notes. Our Level 2 derivative assets and liabilities primarily include our interest rate caps and swaps.

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Level 3 - Inputs that are unobservable (for example cash flow modeling inputs based on assumptions).

Recently Adopted Accounting Standards — In February 2016, the FASB issued ASU 2016-02, *Leases* (ASC 842), a standard that requires lessees to increase transparency and comparability among organizations by requiring the recognition of ROU assets and lease liabilities on the balance sheet. The requirements of this standard include a significant increase in required disclosures to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The FASB has issued several amendments and practical expedients to the standard, including clarifying guidance, transition relief on comparative reporting at adoption, the lessee practical expedient, which allows lessees, as an accounting policy election made by class of underlying asset, to choose not to separate non-lease components from lease components and instead combine the separate lease and non-lease components and account for them as a single lease components, the lessor practical expedient, which allows entities to choose to aggregate non-lease components with the associated lease components and to account for the combined components as required by the practical expedient, a practical expedient, which allows lessees to elect as an accounting policy not to apply the provisions of ASC 842 to short term leases, and codification improvements to clarify that lessees and lessors are exempt from a certain interim disclosure requirement associated with adopting the new leases standard. The new standard is effective for us beginning January 1, 2019 and we adopted the standard using the modified retrospective transition approach, which allows the Company to recognize a cumulative effect adjustment to the opening balance of accumulated deficit in the period of adoption rather than restate our comparative prior year periods. Based on our analysis, the cumulative effect adjustment to the opening balance of accumulated deficit is zero because (i) we do not have any unamortized initial direct costs as of January 1, 2019 that need to be written off; (ii) we do not have any deferred gain or loss from our previous sale and operating leaseback transactions that need to be recognized; and (iii) the timing and pattern of revenue recognition under our revenue contracts that have lease and non-lease components is the same and even if accounted for separately, the lease component of such contracts would be considered operating leases. We elected certain available practical expedients and implemented internal controls and key system functionality to enable the preparation of financial information on adoption. See Note 14, “Revenue” and Note 15, “Lease,” for further information and the impact of adopting ASC 842 on January 1, 2019.

In August 2018, the SEC issued a final rule that amends certain of its disclosure requirements. The amendments are intended to facilitate the disclosure of information to investors and simplify compliance without significantly changing the information provided to investors. The amendments require registrants to include a reconciliation of changes in stockholders’ equity in their interim financial statements. As a result, registrants will have to provide the reconciliation for both the year-to-date and quarterly periods as well as comparable periods in Form 10-Q, but only for the year-to-date periods in registration statements. While the amendments adopted in August 2018 are effective on November 5, 2018, the SEC staff issued a Compliance and Disclosure Interpretation (C&DI) that provides an extended transition period for companies to comply with the requirement to provide a reconciliation of changes in stockholders’ equity in their interim financial statements, allowing a registrant to not comply with that requirement until the Form 10-Q for the quarter that begins after November 5, 2018. Accordingly, the Company began providing the new interim reconciliations of shareholders’ equity required by the rule in the Form 10-Q for the three months ended March 31, 2019.

Recently Issued Accounting Standards — In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit losses* (ASC 326), which amends the guidance on the impairment of financial instruments. The standard adds an impairment model known as the current expected credit loss (“CECL”) model that is based on expected losses rather than incurred losses. Under the new guidance, an entity is required to recognize as an allowance its estimate of expected credit losses, which the FASB believes will result in more timely recognition of such losses. Unlike the incurred loss models under existing standards, the CECL model does not specify a threshold for the recognition of an impairment allowance. Rather, an entity will recognize its estimate of expected credit losses for financial assets as of the end of the reporting period. Credit impairment will be recognized as an allowance or contra-asset rather than as a direct write-down of the amortized cost basis of a financial asset. However, the carrying amount of a financial asset that is deemed uncollectible will be written off in a manner consistent with existing standards. In November 2018, the FASB issued ASU 2018-19, *Financial Instruments – Credit losses* (ASC 326), which clarifies that operating lease receivables are not within the scope of ASC 326 and should instead be accounted for under the new leasing standard, ASC 842. The standard will be effective for the first interim reporting period within annual periods beginning after December 15, 2019 and early adoption is permitted. We are in the process of evaluating financial assets on our balance sheet for potential credit losses under CECL model, including assessing changes

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that might be necessary to information technology systems, processes and internal controls to capture new data and address changes in financial reporting. Most of our voyage receivables are operating lease receivables which are out of the scope of ASC 326.

In August 2018, the FASB issued ASU 2018-14, *Defined Benefit Plans* (ASC 715), which amends ASC 715 to add, remove, and clarify disclosure requirements related to defined benefit pension and other postretirement plans. ASU 2018-14 adds requirements for an entity to disclose the following: (1) the weighted average interest crediting rates used in the entity's cash balance pension plans and other similar plans; (2) a narrative description of the reasons for significant gains and losses affecting the benefit obligation for the period; and (3) an explanation of any other significant changes in the benefit obligation or plan assets that are not otherwise apparent in the other disclosures required by ASC 715. Further, the ASU removes guidance that requires the following disclosures: (1) the amounts in accumulated other comprehensive income expected to be recognized as part of net periodic benefit cost over the next year; (2) information about plan assets to be returned to the entity, including amounts and expected timing; (3) information about benefits covered by related-party insurance and annuity contracts and significant transactions between the plan and related parties; and (4) effects of a one-percentage-point change in the assumed health care costs and the effect of this change in rates on service cost, interest cost, and the benefit obligation for postretirement health care benefits. The standard will be effective for the first interim reporting period within annual periods beginning after December 15, 2020 and early adoption is permitted. Management does not expect the adoption of this accounting standard to have a material impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement* (ASC 820), which changes the fair value measurement disclosure requirements. The new disclosure requirements are: (1) changes in unrealized gains or losses included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period; and (2) the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. The eliminated disclosure requirements are: (1) transfers between Level 1 and Level 2 of the fair value hierarchy; and (2) policies related to valuation processes and the timing of transfers between levels of the fair value hierarchy. Under ASU 2018-13, entities are no longer required to estimate and disclose the timing of liquidity events for investments measured at fair value. Instead, the requirement to disclose such events applies only when they have been communicated to the reporting entities by the investees or announced publicly. The standard will be effective for the first interim reporting period within annual periods beginning after December 15, 2019 and early adoption is permitted. Management does not expect the adoption of this accounting standard to have a material impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-15, *Intangibles—Goodwill and Other— Internal-Use Software (Subtopic 350-40) - Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract* ("ASU 2018-15"), which aligns the accounting for implementation costs incurred in a hosting arrangement that is a service contract with the accounting for implementation costs incurred to develop or obtain internal-use software, in order to determine the applicable costs to capitalize and the applicable costs to expense as incurred. This pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2019. The standard can be applied either prospectively to implementation costs incurred after the date of adoption or retrospectively to all arrangements. The Company intends to adopt ASU 2018-15 using the prospective approach and the adoption is not expected to have a material impact on the Company's consolidated financial statements.

Note 3 — Earnings per Common Share:

Basic earnings per common share is computed by dividing earnings, after the deduction of dividends and undistributed earnings allocated to participating securities, by the weighted average number of common shares outstanding during the period.

The computation of diluted earnings per share assumes the issuance of common stock for all potentially dilutive stock options and restricted stock units not classified as participating securities. Participating securities are defined by ASC 260, *Earnings Per Share*, as unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents and are included in the computation of earnings per share pursuant to the two-class method.

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Weighted average shares of unvested restricted common stock considered to be participating securities totaled 42,267 and 44,870 for the three and six months ended June 30, 2019, respectively, and 39,709 and 39,326 for the three and six months ended June 30, 2018, respectively. Such participating securities are allocated a portion of income, but not losses under the two-class method. As of June 30, 2019, there were 208,732 shares of restricted stock units and 538,632 stock options outstanding and considered to be potentially dilutive securities.

The components of the calculation of basic earnings per share and diluted earnings per share are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|-------------|------------------------------|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| Net loss | \$ (16,523) | \$ (18,796) | \$ (5,626) | \$ (48,112) |
| Weighted average common shares outstanding: | | | | |
| Basic | 29,220,345 | 29,130,230 | 29,200,897 | 29,118,271 |
| Diluted | 29,220,345 | 29,130,230 | 29,200,897 | 29,118,271 |

Reconciliations of the numerator of the basic and diluted earnings per share computations are as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--------------------------|--------------------------------|--------------------|------------------------------|--------------------|
| | 2019 | 2018 | 2019 | 2018 |
| Net loss allocated to: | | | | |
| Common Stockholders | \$ (16,523) | \$ (18,796) | \$ (5,626) | \$ (48,112) |
| Participating securities | - | - | - | - |
| | <u>\$ (16,523)</u> | <u>\$ (18,796)</u> | <u>\$ (5,626)</u> | <u>\$ (48,112)</u> |

For the three and six months ended June 30, 2019 and 2018 earnings per share calculations, there were no dilutive equity awards outstanding. Awards of 738,007 and 645,728 for the three and six months ended June 30, 2019, respectively, and 611,246 and 495,838 for the three and six months ended June 30, 2018, respectively, were not included in the computation of diluted earnings per share because inclusion of these awards would be anti-dilutive.

Note 4 — Business and Segment Reporting:

The Company has two reportable segments: Crude Tankers and Product Carriers. The joint ventures with two floating storage and offloading service vessels are included in the Crude Tankers Segment. The joint venture with four LNG Carriers is included in Other. Adjusted (loss)/income from vessel operations for segment purposes is defined as loss/(gain) from vessel operations before general and administrative expenses, provision for credit losses, third-party debt modification fees, and (loss)/gain on disposal of vessels and other property, net of impairments. The accounting policies followed by the reportable segments are the same as those followed in the preparation of the Company's condensed consolidated financial statements.

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Information about the Company's reportable segments as of and for the three and six months ended June 30, 2019 and 2018 follows:

| | Crude Tankers | Product Carriers | Other | Totals |
|--|------------------|---------------------|---------|-----------|
| Three months ended June 30, 2019: | | | | |
| Shipping revenues | \$ 52,130 | \$ 16,880 | \$ - | \$ 69,010 |
| Time charter equivalent revenues | 45,653 | 16,834 | - | 62,487 |
| Depreciation and amortization | 14,795 | 3,994 | 29 | 18,818 |
| (Gain)/loss on disposal of vessels and other property | (1) | 1,549 | - | 1,548 |
| Adjusted (loss)/income from vessel operations | (851) | 781 | (40) | (110) |
| Equity in income of affiliated companies | 4,603 | - | 3,412 | 8,015 |
| Investments in and advances to affiliated companies at June 30, 2019 | 139,202 | 10,554 | 116,203 | 265,959 |
| Adjusted total assets at June 30, 2019 | 1,278,859 | 315,086 | 116,203 | 1,710,148 |

| | | | | |
|--|-----------|-----------|---------|-----------|
| Three months ended June 30, 2018: | | | | |
| Shipping revenues | \$ 41,154 | \$ 15,755 | \$ - | \$ 56,909 |
| Time charter equivalent revenues | 34,385 | 15,627 | - | 50,012 |
| Depreciation and amortization | 12,240 | 4,530 | 34 | 16,804 |
| Gain on disposal of vessels and other property, net of impairments | (4,055) | (2,685) | - | (6,740) |
| Adjusted (loss)/income from vessel operations | (5,198) | (4,149) | 304 | (9,043) |
| Equity in income of affiliated companies | 4,709 | - | 4,113 | 8,822 |
| Investments in and advances to affiliated companies at June 30, 2018 | 152,604 | 13,583 | 108,847 | 275,034 |
| Adjusted total assets at June 30, 2018 | 1,338,120 | 351,615 | 108,847 | 1,798,582 |

| | Crude Tankers | Product Carriers | Other | Totals |
|--|------------------|---------------------|-------|------------|
| Six months ended June 30, 2019: | | | | |
| Shipping revenues | \$ 132,515 | \$ 38,369 | \$ - | \$ 170,884 |
| Time charter equivalent revenues | 118,239 | 38,277 | - | 156,516 |
| Depreciation and amortization | 29,272 | 8,412 | 63 | 37,747 |
| Loss on disposal of vessels and other property | 16 | 1,484 | - | 1,500 |
| Adjusted income/(loss) from vessel operations | 22,511 | 4,839 | (83) | 27,267 |
| Equity in income of affiliated companies | 9,373 | - | 6,712 | 16,085 |
| Expenditures for vessels and vessel improvements | 5,339 | 17 | - | 5,356 |
| Payments for drydockings | 9,612 | 1,266 | - | 10,878 |

| | | | | |
|--|-----------|-----------|-------|------------|
| Six months ended June 30, 2018: | | | | |
| Shipping revenues | \$ 73,519 | \$ 35,368 | \$ - | \$ 108,887 |
| Time charter equivalent revenues | 63,605 | 35,208 | - | 98,813 |
| Depreciation and amortization | 25,113 | 9,248 | 67 | 34,428 |
| Loss/(gain) on disposal of vessels and other property, including impairments | 5,933 | (6,100) | - | (167) |
| Adjusted (loss)/income from vessel operations | (17,222) | (6,560) | 635 | (23,147) |
| Equity in income of affiliated companies | 10,284 | - | 6,878 | 17,162 |
| Expenditures for vessels and vessel improvements | 127,510 | 1,415 | - | 128,925 |
| Payments for drydockings | 2,683 | 18 | - | 2,701 |

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Reconciliations of time charter equivalent (“TCE”) revenues of the segments to shipping revenues as reported in the condensed statements of operations follow:

| | Three Months Ended | | Six Months Ended | |
|----------------------------------|--------------------|------------------|-------------------|-------------------|
| | June 30, | | June 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| Time charter equivalent revenues | \$ 62,487 | \$ 50,012 | \$ 156,516 | \$ 98,813 |
| Add: Voyage expenses | 6,523 | 6,897 | 14,368 | 10,074 |
| Shipping revenues | <u>\$ 69,010</u> | <u>\$ 56,909</u> | <u>\$ 170,884</u> | <u>\$ 108,887</u> |

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

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

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|--------------------|-------------------|--------------------|
| | June 30, | | June 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| Total adjusted (loss)/income from vessel operations of all segments | \$ (110) | \$ (9,043) | \$ 27,267 | \$ (23,147) |
| General and administrative expenses | (6,297) | (6,064) | (13,070) | (12,093) |
| Provision for credit losses, net | 21 | - | (1,277) | - |
| Third-party debt modification fees | - | (1,302) | (30) | (1,302) |
| (Loss)/gain on disposal of vessels and other property, net of impairments | (1,548) | 6,740 | (1,500) | 167 |
| Consolidated (loss)/income from vessel operations | (7,934) | (9,669) | 11,390 | (36,375) |
| Equity in income of affiliated companies | 8,015 | 8,822 | 16,085 | 17,162 |
| Other income/(expense) | 839 | (4,863) | 1,875 | (4,184) |
| Interest expense | (17,443) | (13,086) | (34,976) | (24,707) |
| Loss before income taxes | <u>\$ (16,523)</u> | <u>\$ (18,796)</u> | <u>\$ (5,626)</u> | <u>\$ (48,104)</u> |

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

| <i>As of June 30,</i> | 2019 | 2018 |
|--|---------------------|---------------------|
| Total assets of all segments | \$ 1,710,148 | \$ 1,798,582 |
| Corporate unrestricted cash and cash equivalents | 91,662 | 115,843 |
| Restricted cash | 58,630 | 27,010 |
| Other unallocated amounts | 4,769 | 5,045 |
| Consolidated total assets | <u>\$ 1,865,209</u> | <u>\$ 1,946,480</u> |

Note 5 — Vessels:

Vessel Impairments

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The Company gave consideration as to whether events or changes in circumstances had occurred since December 31, 2018 that could indicate that the carrying amounts of the vessels in the Company's fleet may not be recoverable as of June 30, 2019 and concluded that no such events or changes in circumstances had occurred to warrant a change in the assumptions utilized in the December 31, 2018 impairment tests of the Company's fleet.

Vessel Sales

During the three months ended June 30, 2019, the Company entered into memorandums of agreement for the sale of two 2004-built MRs, one of which was delivered to its buyers. The Company recognized a net loss on disposal of vessel of \$350 during the three months ended June 30, 2019 relating to this sale. The second 2004-built MR, which is classified as held for sale in the accompanying condensed consolidated balance sheet as of June 30, 2019, was delivered to its buyer in July 2019. The Company expects to recognize a gain on this sale.

Note 6 — Equity Method Investments:

Investments in affiliated companies include joint ventures accounted for using the equity method. As of June 30, 2019, the Company had an approximate 50% interest in three joint ventures. One joint venture operates four LNG carriers (the "LNG Joint Venture"). The other two joint ventures - TI Africa Limited ("TI Africa") and TI Asia Limited ("TI Asia") - operate two Floating Storage and Offloading Service vessels that were converted from two ULCCs (collectively the "FSO Joint Venture").

Investments in and advances to affiliated companies as reflected in the accompanying condensed consolidated balance sheet as of June 30, 2019 consisted of: FSO Joint Venture of \$133,315, LNG Joint Venture of \$116,203 and Other of \$16,441 which primarily relates to working capital deposits that the Company maintains for commercial pools in which it participates.

As of June 30, 2019 and December 31, 2018, the maximum aggregate potential amount of future principal payments (undiscounted) relating to equity method investees secured bank debt and interest rate swap obligations that INSW could be required to make was \$83,005 and \$93,548, respectively, and the carrying value of the Company's guaranty in the accompanying condensed consolidated balance sheets was \$445 and \$673, respectively.

A condensed summary of the results of operations of the joint ventures follows:

| | Three Months Ended | | Six Months Ended | |
|-------------------------------|--------------------|------------------|------------------|------------------|
| | June 30, | | June 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| Shipping revenues | \$ 53,470 | \$ 53,535 | \$ 105,785 | \$ 106,322 |
| Ship operating expenses | (27,958) | (26,038) | (54,327) | (54,330) |
| Income from vessel operations | 25,512 | 27,497 | 51,458 | 51,992 |
| Other income | 468 | 389 | 895 | 701 |
| Interest expense | (10,113) | (10,386) | (20,389) | (18,766) |
| Income tax provision | (814) | (832) | (1,668) | (1,827) |
| Net income | <u>\$ 15,053</u> | <u>\$ 16,668</u> | <u>\$ 30,296</u> | <u>\$ 32,100</u> |

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Note 7 — Variable Interest Entities (“VIEs”):

As of June 30, 2019, the Company participates in six commercial pools and three joint ventures. One of the pools and the two FSO joint ventures were determined to be VIEs. The Company is not considered a primary beneficiary of either the pool or the joint ventures.

The following table presents the carrying amounts of assets and liabilities in the condensed consolidated balance sheet related to the VIEs as of June 30, 2019:

| | Condensed Consolidated Balance Sheet |
|-------------------------------------|---|
| Investments in Affiliated Companies | \$ 136,613 |

In accordance with accounting guidance, the Company evaluated its maximum exposure to loss related to these VIEs by assuming a complete loss of the Company’s investment in these VIEs. The table below compares the Company’s liability in the condensed consolidated balance sheet to the maximum exposure to loss at June 30, 2019:

| | Condensed Consolidated Balance Sheet | Maximum Exposure to Loss |
|-------------------|---|--------------------------|
| Other Liabilities | \$ 445 | \$ 219,617 |

In addition, as of June 30, 2019, the Company had approximately \$11,019 of trade receivables from the pool that was determined to be a VIE. These trade receivables, which are included in voyage receivables in the accompanying condensed consolidated balance sheet, have been excluded from the above tables and the calculation of INSW’s maximum exposure to loss. The Company does not record the maximum exposure to loss as a liability because it does not believe that such a loss is probable of occurring as of June 30, 2019.

Note 8 — Fair Value of Financial Instruments, Derivatives and Fair Value Disclosures:

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



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| | Fair Value | Level 1 | Level 2 |
|--|------------|------------|-----------|
| June 30, 2019: | | | |
| Cash and cash equivalents ⁽¹⁾ | \$ 150,292 | \$ 150,292 | \$ - |
| 2017 Term Loan Facility | (458,273) | - | (458,273) |
| ABN Term Loan Facility | (24,987) | - | (24,987) |
| Sinosure Credit Facility | (281,495) | - | (281,495) |
| 8.5% Senior Notes | (25,250) | (25,250) | - |
| 10.75% Subordinated Notes | (30,635) | - | (30,635) |
| December 31, 2018: | | | |
| Cash and cash equivalents ⁽¹⁾ | \$ 117,644 | \$ 117,644 | \$ - |
| 2017 Term Loan Facility | (459,731) | - | (459,731) |
| ABN Term Loan Facility | (26,724) | - | (26,724) |
| Sinosure Credit Facility | (293,284) | - | (293,284) |
| 8.5% Senior Notes | (22,960) | (22,960) | - |
| 10.75% Subordinated Notes | (29,094) | - | (29,094) |

(1) Includes non-current restricted cash of \$58,630 and \$59,331 at June 30, 2019 and December 31, 2018, respectively.

Derivatives

The Company uses interest rate caps and swaps for the management of interest rate risk exposure associated with changes in LIBOR interest rate payments due on its credit facilities. INSW was a party to an interest rate cap agreement (“Interest Rate Cap”) with a major financial institution covering a notional amount of \$350,000 to limit the floating interest rate exposure associated with the 2017 Term Loan Facility as of June 30, 2019. The Interest Rate Cap agreement is designated and qualified as a cash flow hedge and contains no leverage features. The Interest Rate Cap has a cap rate of 2.605% through the termination date of December 31, 2020. In July 2019, the Company in a cashless transaction replaced the existing Interest Rate Cap with an Interest Rate Collar, which is composed of an interest rate cap and an interest rate floor. The Interest Rate Collar agreement, which continues to cover a notional amount of \$350,000, is effective July 31, 2019 and provides for the following rates based on one-month LIBOR:

- Balance of 2019 through December 31, 2020: cap rate of 1.98%, floor rate of 1.98%; and
- December 31, 2020 through December 31, 2022: cap rate of 2.26%, floor rate of 1.25%.

The Company is also party to a floating-to-fixed interest rate swap agreement (“Interest Rate Swap”) with a major financial institution covering the entire variable interest rate borrowings outstanding under the Sinosure Credit Facility that effectively converts the Company’s interest rate exposure under the Sinosure Credit Facility from a floating rate based on three-month LIBOR to a fixed 3-month LIBOR rate through the termination date. The Interest Rate Swap agreement is designated and qualified as a cash flow hedge and contains no leverage features. In May 2019, the Company extended the maturity date of the Interest Rate Swap from March 21, 2022 to March 21, 2025 and reduced the fixed three-month LIBOR rate from 2.99% to 2.76%, effective March 21, 2019.

Derivatives are recorded on a net basis by counterparty when a legal right of offset exists. The following table presents information with respect to the fair values of derivatives reflected in the June 30, 2019 and December 31, 2018 balance sheets on a gross basis by transaction:

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| | Asset Derivatives | | Liability Derivatives | |
|---|-------------------------------------|----------|---|------------|
| | Balance Sheet Location | Amount | Balance Sheet Location | Amount |
| June 30, 2019: | | | | |
| Derivatives designated as hedging instruments: | | | | |
| <i>Interest rate cap:</i> | | | | |
| Current portion | Current portion of derivative asset | \$ 30 | Current portion of derivative liability | \$ - |
| Long-term portion | Long-term derivative asset | 26 | Long-term derivative liability | - |
| <i>Interest rate swaps:</i> | | | | |
| Current portion | Current portion of derivative asset | - | Current portion of derivative liability | (1,912) |
| Long-term portion | Long-term derivative asset | - | Long-term derivative liability | (6,386) |
| Total derivatives designated as hedging instruments | | \$ 56 | | \$ (8,298) |
| December 31, 2018: | | | | |
| Derivatives designated as hedging instruments: | | | | |
| <i>Interest rate cap:</i> | | | | |
| Current portion | Current portion of derivative asset | \$ 460 | Current portion of derivative liability | \$ - |
| Long-term portion | Long-term derivative asset | 704 | Long-term derivative liability | - |
| <i>Interest rate swaps:</i> | | | | |
| Current portion | Current portion of derivative asset | - | Current portion of derivative liability | (707) |
| Long-term portion | Long-term derivative asset | - | Long-term derivative liability | (1,922) |
| Total derivatives designated as hedging instruments | | \$ 1,164 | | \$ (2,629) |

The following tables present information with respect to gains and losses on derivative positions reflected in the condensed consolidated statements of operations or in the condensed consolidated statements of comprehensive loss.

The effect of cash flow hedging relationships recognized in other comprehensive (loss)/income excluding amounts reclassified from accumulated other comprehensive loss, including hedges of equity method investees, for the three and six months ended June 30, 2019 and 2018 follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|--------|------------------------------|----------|
| | 2019 | 2018 | 2019 | 2018 |
| Interest rate swaps | \$ (8,737) | \$ 367 | \$ (12,828) | \$ 4,221 |
| Interest rate cap | (199) | 534 | (1,107) | 1,546 |
| Total other comprehensive (loss)/income | \$ (8,936) | \$ 901 | \$ (13,935) | \$ 5,767 |

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The effect of cash flow hedging relationships on the condensed consolidated statement of operations is presented excluding hedges of equity method investees. The effect of the Company's cash flow hedging relationships on the condensed consolidated statement of operations for the three and six months ended June 30, 2019 and 2018 follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|-------------------------------|--------------------------------|-------------|------------------------------|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| Interest rate swaps | \$ 219 | \$ - | \$ 359 | \$ - |
| Interest rate cap | 57 | - | 98 | - |
| Total interest expense | \$ 276 | \$ - | \$ 457 | \$ - |

See Note 13, "Accumulated Other Comprehensive Loss," for disclosures relating to the impact of derivative instruments on accumulated other comprehensive loss.

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

| | Fair Value | Level 1 | Level 2 |
|---|------------|---------|-------------------------|
| Assets/(Liabilities) at June 30, 2019: | | | |
| Derivative Assets (interest rate cap) | \$ 56 | \$ - | \$ 56 ⁽¹⁾ |
| Derivative Liabilities (interest rate swaps) | (8,298) | - | (8,298) ⁽¹⁾ |
| Assets/(Liabilities) at December 31, 2018: | | | |
| Derivative Assets (interest rate cap) | \$ 1,164 | \$ - | \$ 1,164 ⁽¹⁾ |
| Derivative Liabilities (interest rate swaps) | (2,629) | - | (2,629) ⁽¹⁾ |

- (1) For interest rate caps and swaps, fair values are derived using valuation models that utilize the income valuation approach. These valuation models take into account contract terms such as maturity, as well as other inputs such as interest rate yield curves and creditworthiness of the counterparty and the Company.

Note 9 — Debt:

Debt consists of the following:

| | June 30, 2019 | December 31, 2018 |
|--|-------------------|-------------------------|
| 2017 Term Loan Facility, due 2022, net of unamortized discount and deferred finance costs of \$17,289 and \$20,032 | \$ 440,961 | \$ 444,344 |
| ABN Term Loan Facility, due 2023, net of unamortized deferred finance costs of \$726 and \$845 | 24,261 | 25,879 |
| Sinosure Credit Facility, due 2027 - 2028, net of unamortized deferred finance costs of \$2,462 and \$2,664 | 279,033 | 290,620 |
| 8.5% Senior Notes, due 2023, net of unamortized deferred finance costs of \$1,275 and \$1,402 | 23,725 | 23,598 |
| 10.75% Subordinated Notes, due 2023, net of unamortized deferred finance costs of \$1,405 and \$1,705 | 26,526 | 26,226 |
| | 794,506 | 810,667 |
| Less current portion | (57,680) | (51,555) |
| Long-term portion | \$ 736,826 | \$ 759,112 |

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Capitalized terms used hereafter have the meaning given in these condensed consolidated financial statements or in the respective transaction documents referred to below, including subsequent amendments thereto.

Mandatory Annual Prepayments

The 2017 Term Loan Facility amortizes in quarterly installments equal to 1.25% of the original principal amount of \$550,000 reduced by the \$60,000 prepayment the Company made in 2018. The 2017 Term Loan Facility is also subject to additional mandatory annual prepayments in an aggregate principal amount of 75% of Excess Cash Flow, as defined in the credit agreement.

On July 31, 2019, the Company made a mandatory principal prepayment of \$10,000 on the 2017 Term Loan Facility using restricted cash set aside from the proceeds of vessel sales.

Management estimated that it will have no Excess Cash Flow under the 2017 Term Loan Facility for the year ended December 31, 2019 based on the actual results of the six months ended June 30, 2019 and the projection for the remainder of 2019. Accordingly, there is currently no mandatory prepayment expected during the first quarter of 2020.

Debt Covenants

2017 Debt Facilities

As set forth in the 2017 Debt Facilities credit agreement, the 2017 Debt Facilities contain certain restrictions relating to new borrowings and INSW's ability to receive cash dividends, loans or advances from ISOC and its subsidiaries that are Restricted Subsidiaries. As of June 30, 2019, permitted cash dividends that can be distributed to INSW by ISOC under the 2017 Term Loan Facility was \$12,244.

The 2017 Debt Facilities have covenants to maintain the aggregate Fair Market Value (as defined in the credit agreement) of the Collateral Vessels at greater than or equal to \$300,000 at the end of each fiscal quarter and to ensure that at any time, the outstanding principal amounts of the 2017 Debt Facilities and certain other secured indebtedness permitted under credit agreement minus the amount of unrestricted cash and cash equivalents does not exceed 65% of the aggregate Fair Market Value of the Collateral Vessels (as defined in the 2017 Debt Facilities) plus the aggregate Fair Market Value of certain joint venture equity interests and Gener8 Maritime Subsidiary VII, Inc. The Company had substantial headroom under this covenant as of June 30, 2019, with an estimated ratio of 38%.

Sinosure Credit Facility

Under the Sinosure Credit Facility, the Obligors (as defined in the Sinosure Credit Facility) are required to comply with various collateral maintenance and financial covenants, including with respect to:

- (i) minimum security coverage, which shall not be less than 135% of the aggregate loan principal outstanding under the Sinosure Credit Facility. Any non-compliance with the minimum security coverage shall not constitute an event of default so long as within thirty days of such non-compliance, Gener8 Maritime Subsidiary VII, Inc. has either provided additional collateral or prepaid a portion of the outstanding loan balance to cure such non-compliance;
- (ii) maximum consolidated leverage ratio, which shall not be greater than 0.60 to 1.00 on any testing date occurring on or after June 30, 2018;
- (iii) minimum consolidated liquidity, under which unrestricted consolidated cash and cash equivalents shall be no less than \$25,000 at any time and total consolidated cash and cash equivalents (including cash restricted under the Sinosure Credit Facility) shall not be less than the greater of \$50,000 or 5.0% of Total Indebtedness (as defined in the Sinosure Credit Facility) or \$9,000 (i.e., \$1,500 per each VLCC securing the Sinosure Credit Facility); and
- (iv) interest expense coverage ratio, which for Seaways Holding Corporation, shall not be less than 2.00 to 1.00 during the period commencing on July 1, 2018 through June 30, 2019 and will be calculated on a trailing six, nine and twelve-month basis from December 31, 2018, March 31, 2019 and June 30, 2019, respectively. For the Company, the interest

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expense coverage ratio shall not be less than 2.25 to 1.00 for the period commencing on July 1, 2019 through June 30, 2020 and no less than 2.50 to 1.00 for the period commencing on July 1, 2020 and thereafter and shall be calculated on a trailing twelve-month basis. No event of default under this covenant will occur if the failure to comply is capable of remedy and is remedied within thirty days of the Facility Agent giving notice to the Company or (if earlier) any Obligor becoming aware of the failure to comply, and (i) if such action is being taken with respect to a Test Date falling on or prior to December 31, 2020, then such remedy shall be in the form of cash and cash equivalents being (or having been) deposited by Seaways Holding Corporation to a restricted Minimum Liquidity Account within the thirty day period mentioned above in the manner and in the amounts required to remedy such breach as tested at the Seaways Holding Corporation level and (ii) if such action is being taken with respect to a Test Date falling on or after January 1, 2021, then any such remedy and the form of the same shall be considered and determined by the lenders under the Sinasure Credit Facility in their absolute discretion.

The Sinasure Credit Facility also requires the Company to comply with a number of covenants, including the delivery of quarterly and annual financial statements, budgets and annual projections; maintaining required insurances; compliance with laws (including environmental); compliance with the Employee Retirement Income Security Act of 1974 ("ERISA"); maintenance of flag and class of the collateral vessels; restrictions on consolidations, mergers or sales of assets; limitations on liens; limitations on issuance of certain equity interests; limitations on transactions with affiliates; and other customary covenants and related provisions.

ABN Term Loan Facility

The ABN Term Loan Facility requires Seaways Shipping Corporation to maintain a minimum unrestricted cash balance of \$825 per vessel and a balance of \$2,500 and up to \$2,100 in a debt service reserve accounts and a dry dock reserve account, respectively, and provides for a restriction on dividends unless minimum unrestricted cash levels are maintained and Seaways Shipping Corporation is in compliance with its covenants. The ABN Term Loan Facility also has a vessel value maintenance clause that requires the Company to ensure that the fair market value of the Seaways Raffles is at all times not less than 150% of the outstanding principal amount of the loan.

The ABN Term Loan Facility also requires the Company to comply with a number of covenants, including the delivery of quarterly and annual financial statements, budgets and annual projections; maintaining required insurances; compliance with laws (including environmental); compliance with ERISA; maintenance of flag and class of the Seaways Raffles; restrictions on consolidations, mergers or sales of assets; limitations on liens; limitations on issuance of certain equity interests; limitations on the payment of dividends or other distributions; limitations on transactions with affiliates; and other customary covenants and related provisions.

The ABN Term Loan Facility also requires that the loan agreement be amended as soon as reasonably practical following the effective date of the loan to incorporate financial covenants (other than the vessel value maintenance covenant) included in other loan facilities or agreements evidencing indebtedness (with principal balances in excess of \$50,000) to which the Company becomes a party, that are deemed to be materially more advantageous to the lenders under such agreements than those currently required by the ABN Term Loan Facility. The Company expects to execute such an amendment during the third quarter of 2019.

8.5% Senior Notes

The Indenture contains certain restrictive covenants, including covenants that, subject to certain exceptions and qualifications, restrict our ability to make certain payments if a default under the Indenture has occurred and is continuing or will result therefrom and require us to limit the amount of debt we incur, maintain a certain minimum net worth and provide certain reports. The Indenture also provides for certain customary events of default (subject, in certain cases, to receipt of notice of default and/or customary grace or cure periods).

Pursuant to the limitation on borrowings covenant, the Company shall not permit Total Borrowings (as defined in the Indenture) to equal or exceed 70% of Total Assets (as defined in the Indenture). The Company shall also ensure that Net Worth (defined as Total

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Assets, less Intangible assets and Total Borrowings, as defined in the Indenture) exceeds \$600,000 pursuant to the Minimum Net Worth covenant.

10.75% Subordinated Notes

The Subordinated Notes Indenture contains covenants requiring the Company to maintain a minimum net worth similar to that required by the 8.5% Senior Notes. The Subordinated Notes Indenture also contains covenants restricting the ability of the Company and its subsidiaries to incur additional indebtedness, sell assets, incur liens, amend the 2017 Debt Facilities, enter into sale and leaseback transactions and enter into certain extraordinary transactions. In addition, the Subordinated Notes Indenture prohibits the Company from paying any dividends unless certain financial and other conditions are satisfied. The Subordinated Notes Indenture also contains events of default consistent with those under the 2017 Debt Facilities.

The Company was in compliance with the financial covenants under all of its debt facilities as of June 30, 2019.

Interest Expense

Total interest expense, including amortization of issuance and deferred financing costs (for additional information related to deferred financing costs see Note 2, "Significant Accounting Policies"), commitment, administrative and other fees for all of the Company's debt facilities for the three and six months ended June 30, 2019 was \$17,145 and \$34,370, respectively, and for the three and six months ended June 30, 2018 was \$12,797 and \$24,157, respectively. Interest paid for the Company's debt facilities for the three and six months ended June 30, 2019 was \$15,104 and \$26,276, respectively, and for the three and six months ended June 30, 2018 was \$13,633 and \$23,591, respectively.

Debt Modifications, Repurchases and Extinguishments

During the three and six months ended June 30, 2018, the Company incurred issuance costs aggregating \$14,499 in connection with ABN Term Loan Facility, Sinasure Credit Facility, 8.5% Senior Notes, 10.75% Subordinated Notes, and 2017 Debt Facilities Second Amendment. Issuance costs paid to all lenders and third-party fees associated with the ABN Term Loan Facility, Sinasure Credit Facility, 8.5% Senior Notes, and 10.75% Subordinated Notes aggregating \$7,486 were capitalized as deferred finance charges. Issuance costs paid to lenders and third-party fees associated with 2017 Debt Facilities Second Amendment totaled \$7,013, of which \$4,489 associated with lenders' fees paid that were deemed to be a modification and third-party fees paid that were deemed to be an extinguishment were capitalized as deferred finance charges and the remaining \$2,524 were expensed, of which \$1,229 associated with third-party fees paid that were deemed to be a modification were included in third-party debt modification fees and \$1,295 associated with lender fees paid that were deemed to be an extinguishment were included in other expense in the unaudited condensed consolidated statement of operations. In addition, an aggregate net loss of \$2,273 for the three and six months ended June 30, 2018 recognized on the modification of the Company's debt facilities, is included in other expense in the unaudited condensed consolidated statement of operations. The net loss reflects a write-off of unamortized original issue discount and deferred financing costs associated with the prepayment of \$60,000 made in connection with the 2017 Debt Facilities Second Amendment, which was treated as a partial extinguishment. Issuance costs incurred and capitalized as deferred finance charges have been treated as a reduction of debt proceeds.

Note 10 — Taxes:

The Company derives substantially all of its gross income from the use and operation of vessels in international commerce. The Company's entities that own and operate vessels are primarily domiciled in the Marshall Islands, which do not impose income tax on shipping operations. The Company also has or had subsidiaries in various jurisdictions that perform administrative, commercial or technical management functions. These subsidiaries are subject to income tax based on the services performed in countries in which their offices are located; current and deferred income taxes are recorded accordingly.

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A substantial portion of income earned by the Company is not subject to income tax. With respect to subsidiaries not subject to income tax in their respective countries of incorporation, no deferred taxes are provided for the temporary differences in the bases of the underlying assets and liabilities for tax and accounting purposes.

The Company qualifies for an exemption from U.S. federal income taxes under Section 883 of the U.S. Internal Revenue Code of 1986, as amended (the "Code") and U.S. Treasury Department regulations for the 2019 calendar year as less than 50 percent of the total value of the Company's stock has been held by one or more shareholders who own 5% or more of the Company's stock for more than half of the days of 2019.

The Marshall Islands impose tonnage taxes, which are assessed on the tonnage of certain of the Company's vessels. These tonnage taxes are included in vessel expenses in the accompanying condensed consolidated statements of operations.

Note 11 — Related Parties:

Amounts payable to the Company's former parent, Overseas Shipholding Group, Inc. ("OSG"), included in accounts payable, accrued expenses and other current liabilities in the condensed consolidated balance sheets, aggregate to \$36 and \$34 as of June 30, 2019 and December 31, 2018, respectively, and are related to a guarantee provided by OSG as described below.

The FSO Joint Venture is a party to a number of contracts: (a) the FSO Joint Venture is an obligor pursuant to a guarantee facility agreement dated as of July 14, 2017, by and among, the FSO Joint Venture, ING Belgium NV/SA, as issuing bank, and Euronav and INSW, as guarantors (the "Guarantee Facility"); (b) the FSO Joint Venture is party to two service contracts with NOC (the "NOC Service Contracts") and (c) the FSO Joint Venture is a borrower under a \$220,000 secured credit facility by and among TI Africa and TI Asia, as joint and several borrowers, ABN AMRO Bank N.V. and ING Belgium SA/NV, as Lenders, Mandated Lead Arrangers and Swap Banks, and ING Bank N.V., as Agent and as Security Trustee. INSW severally guarantees the obligations of the FSO Joint Venture pursuant to the Guarantee Facility.

The FSO Joint Venture drew down on a \$220,000 credit facility in April 2018. The Company provided a guarantee for the \$110,000 FSO Term Loan portion of the facility, which amortizes over the remaining terms of the NOC Service Contracts, which expire in July 2022 and September 2022. INSW's guarantee of the FSO Term Loan has financial covenants that provide (i) INSW's Liquid Assets shall not be less than the higher of \$50,000 and 5% of Total Indebtedness of INSW, (ii) INSW shall have Cash of at least \$30,000 and (iii) INSW is in compliance with the Loan to Value Test (as such capitalized terms are defined in the Company guarantee or in the case of the Loan to Value Test, as defined in the credit agreement underlying the Company's 2017 Debt Facilities (see Note 9, "Debt"). As of June 30, 2019, and December 31, 2018, the maximum aggregate potential amount of future payments (undiscounted) that INSW could be required to make in relation to its equity method investees secured bank debt and interest rate swap obligations was \$83,005 and \$93,548, respectively, and the carrying value of the Company's guaranty in the accompanying condensed consolidated balance sheets was \$445 and \$673, respectively.

INSW maintains a guarantee in favor of Qatar Liquefied Gas Company Limited (2) ("LNG Charterer") relating to certain LNG Tanker Time Charter Party Agreements with the LNG Charterer and each of Overseas LNG H1 Corporation, Overseas LNG H2 Corporation, Overseas LNG S1 Corporation and Overseas LNG S2 Corporation (such agreements, the "LNG Charter Party Agreements," and such guarantee, the "LNG Performance Guarantee"). INSW will pay QGTC an annual fee of \$100 until such time that QGTC ceases to provide a guarantee in favor of the LNG charterer relating to performance under the LNG Charter Party Agreements.

OSG continues to provide a guarantee in favor of the LNG Charterer relating to the LNG Charter Party Agreements (such guarantees, the "OSG LNG Performance Guarantee"). INSW will indemnify OSG for liabilities arising from the OSG LNG Performance Guarantee pursuant to the terms of the Separation and Distribution Agreement. In connection with the OSG LNG Performance

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Guarantee, INSW will pay an annual fee of \$145 to OSG for 2019. Such fee is subject to termination if OSG ceases to provide the OSG LNG Performance Guarantee.

Note 12 — Capital Stock and Stock Compensation:

The Company accounts for stock-based compensation expense in accordance with the fair value method required by ASC 718, *Compensation – Stock Compensation*. Such fair value method requires share-based payment transactions to be measured according to the fair value of the equity instruments issued.

Director Compensation - Restricted Common Stock

The Company awarded a total of 51,107 restricted common stock shares during the six months ended June 30, 2019 to its non-employee directors. The weighted average fair value of INSW's stock on the measurement date of such awards was \$18.00 per share. Such restricted share awards vest in full on the earlier of the next annual meeting of the stockholders or June 5, 2020, subject to each director continuing to provide services to INSW through such date. The restricted share awards granted may not be transferred, pledged, assigned or otherwise encumbered prior to vesting. Prior to the vesting date, a holder of restricted share awards otherwise has all the rights of a shareholder of INSW, including the right to vote such shares and the right to receive dividends paid with respect to such shares at the same time as common shareholders generally.

Management Compensation - Restricted Stock Units and Stock Options

During the six months ended June 30, 2019, the Company granted 63,998 time-based restricted stock units ("RSUs") to certain senior officers. The weighted average grant date fair value of these awards was \$17.21 per RSU. Each RSU represents a contingent right to receive one share of INSW common stock upon vesting. Each award of RSUs will vest in equal installments on each of the first three anniversaries of the grant date.

During the six months ended June 30, 2019, the Company awarded 63,994 performance-based RSUs to its senior officers. Each performance stock unit represents a contingent right to receive RSUs based upon the covered employees being continuously employed through the end of the period over which the performance goals are measured and shall vest as follows: (i) one-half of the target RSUs shall vest on December 31, 2021, subject to INSW's return on invested capital ("ROIC") performance in the three-year ROIC performance period relative to a target rate (the "ROIC Target") set forth in the award agreements; and (ii) one-half of the target RSUs shall vest on December 31, 2021, subject to INSW's three-year total shareholder return ("TSR") performance relative to that of a performance peer group over a three-year performance period ("TSR Target"). Vesting is subject in each case to the Human Resources and Compensation Committee of the Company's Board of Directors' certification of achievement of the performance measures and targets no later than March 15, 2022. The weighted average grant date fair value of the awards with performance conditions was determined to be \$17.21 per RSU. The weighted average grant date fair value of the TSR based performance awards, which have a market condition, was estimated using a Monte Carlo probability model and determined to be \$16.68 per RSU.

In addition, in April 2019, the Company awarded an executive officer 11,882 performance-based restricted stock units, representing the last tranche of the award originally made on February 14, 2017. The grant date fair value of the performance award was determined to be \$17.21 per RSU. Each performance stock unit represents a contingent right to receive RSUs based upon certain performance related goals being met and the covered employees being continuously employed through the end of the period over which the performance goals are measured. These performance awards shall vest on December 31, 2019, subject to INSW's ROIC performance for the year ended December 31, 2019 relative to a target rate (the "2019 ROIC Target") set forth in the award agreement. Vesting is subject to INSW's Human Resources and Compensation Committee's certification of achievement of the performance measure and target no later than March 31, 2020.

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During the six months ended June 30, 2019, the Company awarded to certain of its senior officers an aggregate of 137,847 stock options. Each stock option represents an option to purchase one share of INSW common stock for an exercise price of \$17.21 per share. Each stock option will vest in equal installments on each of the first three anniversaries of the award date. The weighted average grant date fair value of the options was \$7.99 per option. The fair value of the options was estimated using the Black-Scholes option pricing model with inputs that include the INSW stock price, the INSW exercise price and the following weighted average assumptions: risk free interest rates of 2.36%, dividend yields of 0.0%, expected stock price volatility factor of .46, and expected lives at inception of six years. Stock options may not be transferred, pledged, assigned or otherwise encumbered prior to vesting. The stock options expire on the business day immediately preceding the tenth anniversary of the award date. If a stock option grantee's employment is terminated for cause (as defined in the applicable Form of Grant Agreement), stock options (whether then vested or exercisable or not) will lapse and will not be exercisable. If a stock option grantee's employment is terminated for reasons other than cause, the option recipient may exercise the vested portion of the stock option but only within such period of time ending on the earlier to occur of (i) the 90th day ending after the option recipient's employment terminated and (ii) the expiration of the options, provided that if the optionee's employment terminates for death or disability the vested portion of the option may be exercised until the earlier of (i) the first anniversary of employment termination and (ii) the expiration date of the options.

Share Repurchases

In connection with the settlement of vested restricted stock units, the Company repurchased 12,256 and 21,002 shares of common stock during the three and six months ended June 30, 2019, respectively, at an average cost of \$17.08 and \$17.10, respectively, per share (based on the market prices on the dates of vesting) from certain members of management to cover withholding taxes. Similarly, during the three and six months ended June 30, 2018, the Company repurchased 6,678 and 22,424 shares of common stock, respectively, at an average cost of \$17.84 and \$17.71, respectively, per share (based on the market prices on the dates of vesting) from certain members of management to cover withholding taxes.

On March 5, 2019, the Company's Board of Directors approved a resolution reauthorizing the Company's \$30,000 stock repurchase program for another 24-month period ending March 5, 2021, on the open market or otherwise, in such quantities, at such prices, in such manner and on such terms and conditions as management determines is in the best interests of the Company. Shares owned by employees, directors and other affiliates of the Company will not be eligible for repurchase under this program without further authorization from the Board. No shares were acquired under repurchase programs during the six months ended June 30, 2019 and 2018.

Note 13 — Accumulated Other Comprehensive Loss:

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

| | June 30, 2019 | December 31, 2018 |
|--|--------------------|----------------------|
| Unrealized losses on derivative instruments | \$ (31,901) | \$ (21,520) |
| Items not yet recognized as a component of net periodic benefit cost (pension plans) | (8,381) | (8,409) |
| | <u>\$ (40,282)</u> | <u>\$ (29,929)</u> |

The changes in the balances of each component of accumulated other comprehensive loss, net of related taxes, during the three and six months ended June 30, 2019 and 2018 follow:

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| | Unrealized losses on cash flow hedges | Items not yet recognized as a component of net periodic benefit cost (pension plans) | Total |
|---|--|--|-------------------|
| Balance as of March 31, 2019 | \$(24,698) | \$ (8,608) | \$(33,306) |
| Current period change, excluding amounts reclassified from accumulated other comprehensive loss | (8,936) | 227 | (8,709) |
| Amounts reclassified from accumulated other comprehensive loss | 1,733 | - | 1,733 |
| Total change in accumulated other comprehensive loss | (7,203) | 227 | (6,976) |
| Balance as of June 30, 2019 | <u>\$(31,901)</u> | <u>\$ (8,381)</u> | <u>\$(40,282)</u> |
| Balance as of March 31, 2018 | \$(21,519) | \$ (11,847) | \$(33,366) |
| Current period change, excluding amounts reclassified from accumulated other comprehensive loss | 901 | 141 | 1,042 |
| Amounts reclassified from accumulated other comprehensive loss | 2,198 | 1,679 | 3,877 |
| Total change in accumulated other comprehensive loss | 3,099 | 1,820 | 4,919 |
| Balance as of June 30, 2018 | <u>\$(18,420)</u> | <u>\$ (10,027)</u> | <u>\$(28,447)</u> |

| | Unrealized losses on cash flow hedges | Items not yet recognized as a component of net periodic benefit cost (pension plans) | Total |
|---|--|--|-------------------|
| Balance as of December 31, 2018 | \$(21,520) | \$ (8,409) | \$(29,929) |
| Current period change, excluding amounts reclassified from accumulated other comprehensive loss | (13,935) | 28 | (13,907) |
| Amounts reclassified from accumulated other comprehensive loss | 3,554 | - | 3,554 |
| Total change in accumulated other comprehensive loss | (10,381) | 28 | (10,353) |
| Balance as of June 30, 2019 | <u>\$(31,901)</u> | <u>\$ (8,381)</u> | <u>\$(40,282)</u> |
| Balance as of December 31, 2017 | \$(28,989) | \$ (11,418) | \$(40,407) |
| Current period change, excluding amounts reclassified from accumulated other comprehensive loss | 5,767 | (288) | 5,479 |
| Amounts reclassified from accumulated other comprehensive loss | 4,802 | 1,679 | 6,481 |
| Total change in accumulated other comprehensive loss | 10,569 | 1,391 | 11,960 |
| Balance as of June 30, 2018 | <u>\$(18,420)</u> | <u>\$ (10,027)</u> | <u>\$(28,447)</u> |

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

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| | Three Months Ended June 30, | | Six Months Ended June 30, | | Statement of Operations Line Item |
|--|--------------------------------|-----------------|------------------------------|-----------------|--|
| | 2019 | 2018 | 2019 | 2018 | |
| Accumulated Other Comprehensive Loss Component | | | | | |
| Unrealized losses on cash flow hedges: | | | | | |
| Interest rate swaps entered into by the Company's equity method joint venture investees | \$ 1,457 | \$ 2,198 | \$ 3,097 | \$ 4,802 | Equity in income of affiliated companies |
| Interest rate swaps entered into by the Company's subsidiaries | 219 | - | 359 | - | Interest expense |
| Interest rate caps entered into by the Company's subsidiaries | 57 | - | 98 | - | Interest expense |
| Items not yet recognized as a component of net periodic benefit cost (pension plans): | | | | | |
| Net periodic benefit costs associated with pension and postretirement benefit plans | - | 1,679 | - | 1,679 | Other income/ (expense) |
| | <u>\$ 1,733</u> | <u>\$ 3,877</u> | <u>\$ 3,554</u> | <u>\$ 6,481</u> | Total before and after tax |

At June 30, 2019, the Company expects that it will reclassify \$10,458 (gross and net of tax) of net losses on derivative instruments from accumulated other comprehensive loss to earnings during the next twelve months due to the payment of variable rate interest associated with floating rate debt of INSW's equity method investees and the interest rate cap and swaps held by the Company. See Note 8, "Fair Value of Financial Instruments, Derivatives and Fair Value Disclosures," for additional disclosures relating to derivative instruments.

Note 14 — Revenue:

The adoption of ASC 842 had no impact on shipping revenues for the three and six months ended June 30, 2019 as the timing and pattern of revenue recognition under our revenue contracts that have lease and non-lease components is the same even when accounted for separately under ASC 842 and ASC 606, respectively.

Revenue Recognition

The majority of the Company's contracts for pool revenues, time and bareboat charter revenues, and voyage charter revenues are accounted for as lease revenue under ASC 842. The Company's contracts with pools are cancellable with up to 90 days' notice. As of June 30, 2019, six of the Company's vessels are operating under six-month time charter contracts to customers with expiry dates ranging from July 2019 to December 2019. Upon their expiry in July 2019, the Company extended two of such charters for an additional six months through January 2020. The Company's contracts with customers for voyage charters are short term and vary in length based upon the duration of each voyage. Lease revenue for non-variable lease payments are recognized over the lease term on a straight-line basis and lease revenue for variable lease payments (e.g., demurrage) are recognized in the period in which the changes in facts and circumstances on which the variable lease payments are based occur. See Note 2, "Significant Accounting Policies," for additional detail on the Company's accounting policies regarding revenue recognition for leases.

Lightering services provided by the Company's Crude Tanker Lightering Business and voyage charter contracts that do not meet the definition of a lease are accounted for as service revenues under ASC 606. In accordance with ASC 606, revenue is recognized when a customer obtains control of or consumes promised services. The amount of revenue recognized reflects the consideration to which the Company expects to be entitled to receive in exchange for these services. See Note 2, "Significant Accounting Policies," for additional detail on the Company's accounting policies regarding service revenue recognition and costs to obtain or fulfill a contract.

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The following table presents the Company's revenues from leases accounted for under ASC 842 and revenues from services accounted for under ASC 606 for the three and six months ended June 30, 2019 and 2018:

| | Crude Tankers | Product Carriers | Other | Totals |
|--|-------------------|---------------------|-------------|-------------------|
| Three months ended June 30, 2019: | | | | |
| Revenues from leases | | | | |
| Pool revenues | \$ 28,247 | \$ 16,466 | \$ - | \$ 44,713 |
| Time and bareboat charter revenues | 6,451 | 90 | - | 6,541 |
| Voyage charter revenues from non-variable lease payments | 5,239 | 324 | - | 5,563 |
| Voyage charter revenues from variable lease payments | 842 | - | - | 842 |
| Revenues from services | | | | |
| Voyage charter revenues | | | | |
| Lightering services | 11,351 | - | - | 11,351 |
| Total shipping revenues | \$ 52,130 | \$ 16,880 | \$ - | \$ 69,010 |
| Three months ended June 30, 2018: | | | | |
| Revenues from leases | | | | |
| Pool revenues | \$ 18,396 | \$ 15,205 | \$ - | \$ 33,601 |
| Time and bareboat charter revenues | 6,107 | 501 | - | 6,608 |
| Voyage charter revenues from non-variable lease payments | 7,511 | 49 | - | 7,560 |
| Voyage charter revenues from variable lease payments | 218 | - | - | 218 |
| Revenues from services | | | | |
| Voyage charter revenues | | | | |
| Lightering services | 8,922 | - | - | 8,922 |
| Total shipping revenues | \$ 41,154 | \$ 15,755 | \$ - | \$ 56,909 |
| Six months ended June 30, 2019: | | | | |
| Revenues from leases | | | | |
| Pool revenues | \$ 74,419 | \$ 37,931 | \$ - | \$ 112,350 |
| Time and bareboat charter revenues | 11,971 | 90 | - | 12,061 |
| Voyage charter revenues from non-variable lease payments | 12,511 | 348 | - | 12,859 |
| Voyage charter revenues from variable lease payments | 1,190 | - | - | 1,190 |
| Revenues from services | | | | |
| Voyage charter revenues | | | | |
| Lightering services | 32,424 | - | - | 32,424 |
| Total shipping revenues | \$ 132,515 | \$ 38,369 | \$ - | \$ 170,884 |
| Six months ended June 30, 2018: | | | | |
| Revenues from leases | | | | |
| Pool revenues | \$ 34,796 | \$ 34,319 | \$ - | \$ 69,115 |
| Time and bareboat charter revenues | 13,525 | 996 | - | 14,521 |
| Voyage charter revenues from non-variable lease payments | 10,894 | 53 | - | 10,947 |
| Voyage charter revenues from variable lease payments | 283 | - | - | 283 |
| Revenues from services | | | | |
| Voyage charter revenues | | | | |
| Lightering services | 14,021 | - | - | 14,021 |
| Total shipping revenues | \$ 73,519 | \$ 35,368 | \$ - | \$ 108,887 |

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Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from contracts with customers, and significant changes in contract assets and liabilities balances, associated with revenue from services accounted for under ASC 606. Balances related to revenues from leases accounted for under ASC 842 are excluded from the table below.

| | Voyage receivables - Billed receivables | Contract assets (Unbilled voyage receivables) | Contract liabilities (Deferred revenues and off hires) |
|---|---|---|--|
| Opening balance as of January 1, 2019 | \$ 6,632 | \$ 1,931 | \$ - |
| Closing balance as of June 30, 2019 | 5,559 | 2,116 | - |
| Revenue recognized in the period from: | | | |
| Amounts included in contract liability at the beginning of the period | \$ - | \$ - | \$ - |

We receive payments from customers based on the distribution schedule established in our contracts. Contract assets relate to our conditional right to consideration for our completed performance under contracts and decrease when the right to consideration becomes unconditional or payments are received. Contract liabilities include payments received in advance of performance under contracts and are recognized when performance under the respective contract has been completed. Deferred revenues allocated to unsatisfied performance obligations will be recognized over time as the services are performed.

Performance Obligations

All of the Company's performance obligations, and associated revenue, are generally transferred to customers over time. The expected duration of services is less than one year. Reductions in revenues from performance obligations satisfied in previous periods recognized during the three and six months ended June 30, 2019 were \$53 and \$481, respectively, compared with \$0 and \$41, respectively, during the three and six months ended June 30, 2018. These reductions to revenue were related to changes in estimates of performance obligations related to voyage charters.

Costs to Obtain or Fulfill a Contract

As of June 30, 2019, there were no unamortized deferred costs of obtaining or fulfilling a contract.

Note 15 — Leases:

The adoption of ASC 842 had a material impact in our condensed consolidated balance sheet due to the recognition of ROU assets and corresponding operating lease liabilities as disclosed below but did not have an impact in our lease expenses as disclosed below for the three and six months ended June 30, 2019. Certain amounts recorded for prepaid/accrued charter hire expenses associated with historical operating leases were reclassified to the newly captioned Operating lease right-of-use asset in the condensed consolidated balance sheet as of June 30, 2019. The expense for leases under the ASC 842 will continue to be classified in their historical statements of operations captions (primarily in Charter hire expenses, General and administrative, Voyage expenses, and Vessel expenses).

As permitted under ASC 842, the Company has elected not to apply the provisions of ASC 842 to short term leases, which include: (i) tanker vessels chartered-in where the duration of the charter was one year or less at inception; (ii) workboats employed in the Crude Tankers Lightering business which are cancellable upon 180 days' notice; and (iii) short term leases of office and other space.

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Contracts under which the Company is a Lessee

The Company currently has two major categories of leases - chartered-in vessels and leased office and other space. The expenses recognized during the three and six months ended June 30, 2019 for the lease component of these leases are as follows:

| Statement of Operations Line Item | | Three Months Ended June 30, 2019 | Six Months Ended June 30, 2019 |
|-----------------------------------|----------------------------|-------------------------------------|-----------------------------------|
| Operating lease cost | | | |
| Vessel assets | Charter hire expenses | \$ 3,432 | \$ 7,089 |
| Office and other space | General and administrative | 249 | 498 |
| | Voyage expenses | 42 | 84 |
| Short-term lease cost | | | |
| Vessel assets ⁽¹⁾ | Charter hire expenses | 2,719 | 4,946 |
| Office and other space | General and administrative | 29 | 58 |
| | Voyage expenses | 26 | 52 |
| | Vessel expenses | 3 | 8 |
| Total lease cost | | \$ 6,500 | \$ 12,735 |

(1) Excludes vessels spot chartered-in under operating leases and employed in the Crude Tankers Lightering business for periods of less than one month each, totaling \$1,815 and \$8,443 for the three and six months ended June 30, 2019, respectively, including both lease and non-lease components.

Supplemental cash flow information related to leases was as follows:

| | Six Months Ended June 30, 2019 |
|--|-----------------------------------|
| Cash paid for amounts included in the measurement of lease liabilities | |
| Operating cash flows used for operating leases | \$ 7,596 |

Supplemental balance sheet information related to leases was as follows:

| | June 30, 2019 |
|--|---------------|
| Operating lease right-of-use assets | \$ 33,216 |
| Current portion of operating lease liabilities | \$ (11,481) |
| Long-term operating lease liabilities | (19,030) |
| Total operating lease liabilities | \$ (30,511) |
| Weighted average remaining lease term - operating leases | 3.82 years |
| Weighted average discount rate - operating leases | 7.36% |

1. Charters-in of vessel assets:

As of June 30, 2019, INSW had commitments to charter in four MR and two Aframax vessels. All of the charters-in, of which the two Aframax are bareboat charters with expiry dates ranging from December 2023 to March 2024 and the four MRs are time charters with expiry dates ranging from July 2019 to June 2020, are accounted for as operating leases. Some of the Company's time charters

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contain renewal options to extend the leases for 12 to 18 months. Subsequent to June 30, 2019, the Company tendered notice of redelivery on one of its time chartered-in MRs and exercised an option to extend the charter-in on another MR for an additional 6-month period expiring in February 2020. The Company's bareboat charters contain purchase options commencing in the first quarter of 2021. As of June 30, 2019, the Company has determined that the purchase options are not yet reasonably certain of being exercised. Subsequent to June 30, 2019, the Company chartered-in a 2006-built Panamax for a two-year period with no options to extend. Lease liabilities related to time charters-in vessels exclude estimated days that the vessels will not be available for employment due to drydock because the Company does not pay charter hire when time chartered-in vessels are not available for its use.

Payments of lease liabilities and related number of operating days under these operating leases as of June 30, 2019 and December 31, 2018 (prior to adoption of ASC 842 effective January 1, 2019) are as follows:

Bareboat Charters-in:

| At June 30, 2019 | Amount | Operating Days |
|-----------------------------------|------------------|----------------|
| 2019 | \$ 3,165 | 368 |
| 2020 | 6,295 | 732 |
| 2021 | 6,278 | 730 |
| 2022 | 6,278 | 730 |
| 2023 | 4,532 | 556 |
| Total lease payments | 26,548 | 3,116 |
| less imputed interest | (3,733) | |
| Total operating lease liabilities | <u>\$ 22,815</u> | |

Bareboat Charters-in:

| At December 31, 2018 (prior to adoption of ASC 842 effective January 1, 2019) | Amount | Operating Days |
|---|------------------|----------------|
| 2019 | \$ 6,278 | 730 |
| 2020 | 6,295 | 732 |
| 2021 | 6,278 | 730 |
| 2022 | 6,278 | 730 |
| 2023 | 4,782 | 556 |
| Net minimum lease payments | <u>\$ 29,911</u> | <u>3,478</u> |

Time Charters-in:

| At June 30, 2019 | Amount | Operating Days |
|---|-----------------|----------------|
| 2019 | \$ 2,504 | 557 |
| 2020 | 2,699 | 719 |
| 2021 | 528 | 180 |
| Total lease payments (lease component only) | 5,731 | 1,456 |
| less imputed interest | (277) | |
| Total operating lease liabilities | <u>\$ 5,454</u> | |

Time Charters-in:

| At December 31, 2018 (prior to adoption of ASC 842 effective January 1, 2019) | Amount | Operating Days |
|---|--------------------------|----------------|
| 2019 | \$ 12,934 ⁽¹⁾ | 1,421 |
| Net minimum lease payments | <u>\$ 12,934</u> | <u>1,421</u> |

- (1) Includes non-lease components totaling approximately \$5,530 related to the Company's time charters, which are accounted for under ASC 842 effective January 1, 2019 and therefore excluded from the operating lease liability, and approximately \$3,615 related to short term leases of workboats employed in the Crude Tankers Lightering business that are not in scope of ASC 842 based on the Company's accounting policy election.

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2. Office and other space:

The Company has operating leases for office and lightering workboat dock space. These leases have expiry dates ranging from December 2020 to August 2021.

Payments of lease liabilities for office and other space as of June 30, 2019 and December 31, 2018 (prior to adoption of ASC 842 effective January 1, 2019) are as follows:

Office and other space:

| At June 30, 2019 | Amount |
|-----------------------------------|-----------------|
| 2019 | \$ 583 |
| 2020 | 1,166 |
| 2021 | 665 |
| Total lease payments | 2,414 |
| less imputed interest | (172) |
| Total operating lease liabilities | <u>\$ 2,242</u> |

Office and other space:

| At December 31, 2018 (prior to adoption of ASC 842 effective January 1, 2019) | Amount |
|---|-----------------|
| 2019 | \$ 1,219 |
| 2020 | 1,152 |
| 2021 | 665 |
| Net minimum lease payments | <u>\$ 3,036</u> |

Contracts under which the Company is a Lessor

See Note 14, "Revenue," for discussion on the Company's revenues from operating leases accounted for under the lease guidance (ASC 842).

The future minimum revenues, before reduction for brokerage commissions, expected to be received on non-cancelable time charters and the related revenue days as of June 30, 2019 and December 31, 2018 (prior to adoption of ASC 842 effective January 1, 2019) are as follows:

Time Charters-out:

| At June 30, 2019 | Amount | Revenue Days |
|-------------------------|-----------------|--------------|
| 2019 | \$ 7,200 | 524 |
| Future minimum revenues | <u>\$ 7,200</u> | <u>524</u> |

Time Charters-out:

| At December 31, 2018 (prior to adoption of ASC 842 effective January 1, 2019) | Amount | Revenue Days |
|---|-----------------|--------------|
| 2019 | \$ 2,587 | 221 |
| Future minimum revenues | <u>\$ 2,587</u> | <u>221</u> |

Future minimum revenues do not include (i) the Company's share of time charters entered into by the pools in which it participates, and (ii) the Company's share of time charters entered into by the joint ventures, which the Company accounts for under the equity method. Revenues from a time charter are not generally received when a vessel is off-hire, including time required for normal periodic maintenance of the vessel. In arriving at the minimum future charter revenues, an estimated time off-hire to perform periodic

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maintenance on each vessel has been deducted, although there is no assurance that such estimate will be reflective of the actual off-hire in the future.

Note 16 — Contingencies:

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

Multi-Employer Plans

The Merchant Navy Officers Pension Fund ("MNOFF") is a multi-employer defined benefit pension plan covering British crew members that served as officers on board INSW's vessels (as well as vessels of other owners). The trustees of the plan have indicated that, under the terms of the High Court ruling in 2005, which established the liability of past employers to fund the deficit on the Post 1978 section of MNOFF, calls for further contributions may be required if additional actuarial deficits arise or if other employers liable for contributions are not able to pay their share in the future. As the amount of any such assessment cannot currently be reasonably estimated, no reserves have been recorded for this contingency in INSW's consolidated financial statements as of June 30, 2019. The next deficit valuation is as of March 31, 2021.

The Merchant Navy Ratings Pension Fund ("MNRPF") is a multi-employer defined benefit pension plan covering British crew members that served as ratings (seamen) on board INSW's vessels (as well as vessels of other owners) more than 20 years ago. Participating employers include current employers, historic employers that have made voluntary contributions, and historic employers such as INSW that have made no deficit contributions. Calls for contributions may be required if additional actuarial deficits arise or if other employers liable for contributions are unable to pay their share in the future. INSW's remaining reserve for our share of the scheme deficit based on the last deficit valuation was £60 (\$73) as of June 30, 2019, which is due for payment in October 2019. The next deficit valuation is due March 31, 2020.

Galveston Accident

In late September 2017, an industrial accident at a dock facility in Galveston, Texas resulted in fatalities to two temporary employees (the "decedents") of a subsidiary of the Company. In accordance with law, an investigation of the accident was conducted by the Occupational Safety and Health Administration and local law enforcement. The subsidiary cooperated in providing requested information to investigators, and to date, no citations or other adverse enforcement actions have been issued to and/or taken against the subsidiary.

Additionally, two wrongful death lawsuits (the "lawsuits") relating to the accident, each of which claims damages in excess of \$25,000, were filed in state court in Texas (Harris County District Court) and identified the subsidiary as one of several defendants. The lawsuits have been settled as to most of the original defendants, with the exception of the subsidiary, and the remaining disputes were removed to federal court in Houston, Texas (Southern District) in January 2018. The subsidiary has filed its answer to those complaints, generally denying the allegations and stating certain affirmative defenses. The subsidiary has filed a motion for summary judgment seeking dismissal of all claims being asserted against it in the lawsuits based on its position that it was the decedents' borrowing employer, and therefore has tort immunity under the Longshore and Harbor Workers' Compensation Act, 33 U.S.C. §§ 900-950. The motion for summary judgment is currently pending and awaiting the federal court's decision, but it cannot be predicted when a decision will be issued. There is currently no trial setting in the case. The Company and the subsidiary intend to continue vigorously defending the lawsuits. Estimating an amount or range of possible losses resulting from litigation proceedings is inherently difficult and requires an extensive degree of judgment, particularly where the matters involve indeterminate claims for monetary damages and are in the stages of the proceedings where key factual and legal issues have not been resolved. Accordingly, the Company is currently unable to predict the ultimate timing or outcome of, or to reasonably estimate the possible loss or a range of possible loss resulting from, the lawsuits.

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Further, certain of the other original defendants in the wrongful death/personal injury actions (the “T&T Defendants”) made demands to the subsidiary and its insurers for contractual defense, indemnity and additional insured coverage for all claims being asserted against the T&T Defendants arising out of the incident, including all amounts paid by the T&T Defendants in settlement of those claims, as well as its costs of defense. The subsidiary and its excess insurers filed an action for declaratory judgment in federal court in Texas (Southern District) seeking judgment that they did not owe contractual indemnification obligations to the T&T Defendants. In July 2018 the federal court overseeing the declaratory judgment action issued an order dismissing the case on the basis that it lacked subject-matter jurisdiction to hear the dispute. This was not a decision on the merits of the underlying contractual dispute. The subsidiary and its excess insurers filed an appeal of that decision in the U.S. Fifth Circuit Court of Appeals. In the meantime, the T&T Defendants filed a new lawsuit in a Texas state court to assert their contractual claims against the subsidiary and its insurers, which the defendants then removed to federal court in Houston, Texas. In early 2019, a settlement of the T&T Defendants’ claims against the subsidiary and its insurers was reached, and funding of same has been issued by the subsidiary’s insurers. Pursuant to the terms of the settlement, all litigation concerning these claims has been dismissed with prejudice.

Finally, in February 2018, the subsidiary and its insurers settled three “bystander” claims made by crewmembers aboard a vessel under charter to the subsidiary for alleged emotional and other personal injuries. The subsidiary has initiated arbitration in Houston, Texas against the employer of the bystanders to seek full recovery of this payment pursuant to indemnity provisions in the charter between the subsidiary and the employer. The arbitration panel issued its decision in August 2019, providing for the recovery of a portion of the indemnity payment and also for associated costs. Any eventual recovery will be for the benefit of the subsidiary’s insurers.

Legal Proceedings Arising in the Ordinary Course of Business

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

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward looking statements. Such forward-looking statements represent the Company's reasonable expectation with respect to future events or circumstances based on various factors and are subject to various risks and uncertainties and assumptions relating to the Company's operations, financial results, financial condition, business, prospects, growth strategy and liquidity. Accordingly, there are or will be important factors, many of which are beyond the control of the Company, that could cause the Company's actual results to differ materially from those indicated in these statements. Undue reliance should not be placed on any forward-looking statements and consideration should be given to the following factors when reviewing any such statement. Such factors include, but are not limited to:

- the highly cyclical nature of INSW's industry;
- fluctuations in the market value of vessels;
- declines in charter rates, including spot charter rates or other market deterioration;
- an increase in the supply of vessels without a commensurate increase in demand;
- the impact of adverse weather and natural disasters;
- the adequacy of INSW's insurance to cover its losses, including in connection with maritime accidents or spill events;
- constraints on capital availability;
- changing economic, political and governmental conditions in the United States and/or abroad and general conditions in the oil and natural gas industry;
- changes in fuel prices;
- acts of piracy on ocean-going vessels;
- terrorist attacks and international hostilities and instability;
- the impact of public health threats and outbreaks of other highly communicable diseases;
- the effect of the Company's indebtedness on its ability to finance operations, pursue desirable business operations and successfully run its business in the future;
- the Company's ability to generate sufficient cash to service its indebtedness and to comply with debt covenants;
- the Company's ability to make additional capital expenditures to expand the number of vessels in its fleet, and to maintain all of its vessels and to comply with existing and new regulatory standards;
- the availability and cost of third-party service providers for technical and commercial management of the Company's fleet;
- fluctuations in the contributions of the Company's joint ventures to its profits and losses;
- the Company's ability to renew its time charters when they expire or to enter into new time charters;
- termination or change in the nature of the Company's relationship with any of the commercial pools in which it participates and the ability of such commercial pools to pursue a profitable chartering strategy;
- competition within the Company's industry and INSW's ability to compete effectively for charters with companies with greater resources;
- the loss of a large customer or significant business relationship;
- the Company's ability to realize benefits from its past acquisitions or acquisitions or other strategic transactions it may make in the future;
- increasing operating costs and capital expenses as the Company's vessels age, including increases due to limited shipbuilder warranties or the consolidation of suppliers;
- the Company's ability to replace its operating leases on favorable terms, or at all;
- changes in credit risk with respect to the Company's counterparties on contracts;
- the failure of contract counterparties to meet their obligations;
- the impact of the discontinuance of LIBOR after 2021 on interest rates of our debt that reference LIBOR;
- the Company's ability to attract, retain and motivate key employees;
- work stoppages or other labor disruptions by employees of INSW or other companies in related industries;
- unexpected drydock costs;

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- the potential for technological innovation to reduce the value of the Company's vessels and charter income derived therefrom;
- the impact of an interruption in or failure of the Company's information technology and communication systems upon the Company's ability to operate;
- seasonal variations in INSW's revenues;
- government requisition of the Company's vessels during a period of war or emergency;
- the Company's compliance with complex laws, regulations and in particular, environmental laws and regulations, including those relating to ballast water treatment and the emission of greenhouse gases and air contaminants, including from marine engines;
- any non-compliance with the U.S. Foreign Corrupt Practices Act of 1977 or other applicable regulations relating to bribery or corruption;
- the impact of litigation, government inquiries and investigations;
- governmental claims against the Company;
- the arrest of INSW's vessels by maritime claimants;
- changes in laws, treaties or regulations, including those relating to environmental and security matters; and
- changes in worldwide trading conditions, including the impact of tariffs and other restrictions on trade and the impact that Brexit might have on global trading parties.

The Company assumes no obligation to update or revise any forward-looking statements. Forward-looking statements in this Quarterly Report on Form 10-Q and written and oral forward-looking statements attributable to the Company or its representatives after the date of this Quarterly Report on Form 10-Q are qualified in their entirety by the cautionary statement contained in this paragraph and in other reports hereafter filed by the Company with the Securities and Exchange Commission.

General:

We are a provider of ocean transportation services for crude oil and refined petroleum products. We operate our vessels in the International Flag market. Our business includes two reportable segments: Crude Tankers and Product Carriers. For the three and six months ended June 30, 2019, we derived 73% and 76%, respectively, of our TCE revenues from our Crude Tankers segment, compared with 69% and 64%, respectively, for the three and six months ended June 30, 2018. Revenues from our Product Carriers segment constituted the balance of our TCE revenues for both periods.

As of June 30, 2019, we owned or operated an International Flag fleet of 47 vessels aggregating 7.0 million deadweight tons ("dwt") and 864,800 cubic meters ("cbm"), including six vessels that have been chartered-in under operating leases for durations exceeding one year at inception. Our fleet includes VLCC, Suezmax, Aframax and Panamax crude tankers and LR1, LR2 and MR product carriers. Through joint ventures, we have ownership interests in two FSO service vessels and four LNG Carriers (together the "JV Vessels"). Subsequent to June 30, 2019, we delivered a 2004-built MR to its buyer, chartered-in a 2006-built Panamax for a two-year period with no options to extend, and tendered notice of redelivery on a 2006-built chartered-in MR to its owner.

The Company's revenues are highly sensitive to patterns of supply and demand for vessels of the size and design configurations owned and operated by the Company and the trades in which those vessels operate. Rates for the transportation of crude oil and refined petroleum products from which the Company earns a substantial majority of its revenues are determined by market forces such as the supply and demand for oil, the distance that cargoes must be transported, and the number of vessels expected to be available at the time such cargoes need to be transported. The demand for oil shipments is significantly affected by the state of the global economy, levels of U.S. domestic and international oil production and OPEC exports. The number of vessels is affected by newbuilding deliveries and by the removal of existing vessels from service, principally through storage, scrappings or conversions. The Company's revenues are also affected by its vessel employment strategy, which seeks to achieve the optimal mix of spot (voyage charter) and long-term (time or bareboat charter) charters. Because shipping revenues and voyage expenses are significantly affected by the mix between voyage charters and time charters, the Company measures the performance of its fleet of vessels based on TCE revenues. Management makes economic decisions based on anticipated TCE rates and evaluates financial performance based on TCE rates achieved. Other than the JV Vessels, the Company's revenues are derived predominantly from spot market voyage charters and those vessels are predominantly employed in the spot market via market-leading commercial pools. We derived 90% and 93% of our

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total TCE revenues in the spot market for the three and six months ended June 30, 2019, respectively, compared with 87% and 86% for the three and six months ended June 30, 2018.

The following is a discussion and analysis of our financial condition as of June 30, 2019 and results of operations for the three and six month periods ended June 30, 2019 and 2018. You should consider the foregoing when reviewing the condensed consolidated financial statements and this discussion and analysis. You should read this section together with the condensed consolidated financial statements, including the notes thereto. This Quarterly Report on Form 10-Q includes industry data and forecasts that we have prepared based, in part, on information obtained from industry publications and surveys. Third-party industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. In addition, certain statements regarding our market position in this report are based on information derived from internal market studies and research reports. Unless we state otherwise, statements about the Company's relative competitive position in this report are based on our management's beliefs, internal studies and management's knowledge of industry trends.

All dollar amounts are in thousands, except daily dollar amounts and per share amounts.

Operations and Oil Tanker Markets:

The Company's revenues are highly sensitive to patterns of supply and demand for vessels of the size and design configurations owned and operated by the Company and the trades in which those vessels operate. Rates for the transportation of crude oil and refined petroleum products from which the Company earns a substantial majority of its revenues are determined by market forces such as the supply and demand for oil, the distance that cargoes must be transported and the number of vessels expected to be available at the time such cargoes need to be transported. The demand for oil shipments is significantly affected by the state of the global economy, levels of U.S. domestic and international production and OPEC exports. The number of vessels is affected by newbuilding deliveries and by the removal of existing vessels from service, principally through storage, scrappings or conversions. The Company's revenues are also affected by the mix of charters between spot (voyage charter) and long-term (time or bareboat charter). Because shipping revenues and voyage expenses are significantly affected by the mix between voyage charters and time charters, the Company manages its vessels based on TCE revenues. Management makes economic decisions based on anticipated TCE rates and evaluates financial performance based on TCE rates achieved.

The International Energy Agency ("IEA") estimates global oil consumption for the second quarter of 2019 at 99.6 million barrels per day ("b/d"), an increase of 0.8 million b/d, or 0.8%, over the same quarter in 2018. The estimate for global oil consumption for 2019 is 100.3 million b/d, an increase of 1.2% over 2018. OECD demand in 2019 is estimated to increase by 0.4% to 47.9 million b/d, while non-OECD demand is estimated to increase by 1.9% to 52.4 million b/d.

Global oil production in the second quarter of 2019 reached 100.1 million b/d, an increase of 0.1% from the second quarter of 2018. OPEC crude oil production averaged 30.0 million b/d in the second quarter of 2019, a decrease of 0.5 million b/d from the first quarter of 2019, and a decrease of 2.2 million b/d from the second quarter of 2018. Non-OPEC production increased by 2.3 million b/d to 64.5 million b/d in the second quarter of 2019 compared with the second quarter of 2018. Oil production in the U.S. in the second quarter of 2019 increased by 0.3 million b/d from the first quarter of 2019 to 12.2 million b/d and was 1.7 million b/d higher than in the second quarter of 2018.

U.S. refinery throughput decreased by 0.4 million b/d to 16.7 million b/d in the second quarter of 2019 compared with the second quarter of 2018. U.S. crude oil imports in the second quarter of 2019 decreased by 1.2 million b/d to 7.0 million b/d compared with the second quarter of 2018, with imports from OPEC countries decreasing by 1.8 million b/d, a 56% decrease from the second quarter of 2018.

China imported 9.6 million b/d in June 2019, an increase of 1.7% from the prior month and 15% higher year over year.

During the second quarter of 2019, the tanker fleet of vessels over 10,000 deadweight tons ("dwt") increased, net of scrappings, by 7.0 million dwt as the crude fleet increased by 5.9 million dwt, with VLCCs, Suezmaxes and Aframaxs growing by 4.5 million dwt, 0.4 million dwt and 1.1 million dwt, respectively. The product carrier fleet expanded by 1.1 million dwt with LR1s growing by 0.1 million

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dwt and MRs increasing by 1.0 million dwt. Year over year, the size of the tanker fleet increased by 26.8 million dwt with the largest increases in the VLCC, Aframax, MR and Suezmax sectors, while Panamaxs saw modest growth in fleet size.

During the second quarter of 2019, the tanker orderbook decreased by 6.1 million dwt overall. The crude tanker orderbook declined by 4.9 million dwt, with VLCCs and Aframaxs declining by 5.3 million dwt and 0.1 million dwt, respectively. The Suezmax orderbook increased by 0.5 million dwt during the period. The product tanker orderbook declined by 1.2 million dwt with LR1s declining by 0.1 million dwt and MRs declining by 1.1 million dwt. The large decrease in the tanker orderbook reflects the heavy delivery of newbuildings during the second quarter and little new ordering activity.

Year over year, the total tanker orderbook declined by 20.8 million dwt, with declines in all sectors: VLCC 11.9 million dwt, Suezmax 0.2 million dwt, Aframax 5.5 million dwt, LR1 0.7 million dwt and MR 2.4 million dwt.

Crude tanker rates in the second quarter of 2019 were down from the relatively strong rates achieved in the first quarter of 2019, as newbuilding deliveries, refinery maintenance and OPEC cuts negatively impacted supply and demand. In spite of this, rates during the second quarter of 2019 were on average around \$5,000 per day higher year over year.

Update on Critical Accounting Policies:

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States, which require the Company to make estimates in the application of its accounting policies based on the best assumptions, judgments and opinions of management. For a description of all of the Company's material accounting policies, see Note 2, "Summary of Significant Accounting Policies," to the Company's consolidated financial statements as of and for the year ended December 31, 2018 included in the Company's Annual Report on Form 10-K. See Note 2, "Significant Accounting Policies," to the accompanying condensed consolidated financial statements for any changes or updates to the Company's critical accounting policies for the current period.

Results from Vessel Operations:

During the second quarter of 2019, results from vessel operations increased by \$1,735 to a loss of \$7,934 from a loss of \$9,669 in the second quarter of 2018. This improvement primarily resulted from higher TCE revenues, substantially offset by a \$8,288 decrease in gains on disposal of vessels and other property, and increased charter hire expense and depreciation and amortization.

Growth in average daily rates across each of INSW's fleet sectors increased TCE revenues in the current quarter by \$12,475, or 25%, to \$62,487 from \$50,012 in the second quarter of 2018.

During the first six months of 2019, income from vessel operations increased by \$47,765 to income of \$11,390 from a loss of \$36,375 in the first six months of 2018. Such increase resulted primarily from increased TCE revenues offset partially by increased charter hire expense.

The increase in TCE revenues in the first six months of 2019 of \$57,703, or 58%, to \$156,516 from \$98,813 in the corresponding period of the prior year primarily reflects higher average daily rates across INSW's fleet sectors, which accounted for approximately \$48,700 of the overall increase, and incremental activity in the Crude Tankers Lightering business, which accounted for approximately \$16,209 of the overall increase in TCE revenues.

See Note 4, "Business and Segment Reporting," to the accompanying condensed consolidated financial statements for additional information on the Company's segments, including equity in income of affiliated companies and reconciliations of (i) time charter equivalent revenues to shipping revenues and (ii) adjusted income from vessel operations for the segments to income/(loss) before income taxes, as reported in the condensed consolidated statements of operations.

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Crude Tankers

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|------------|------------------------------|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| TCE revenues | \$ 45,653 | \$ 34,385 | \$ 118,239 | \$ 63,605 |
| Vessel expenses | (23,357) | (22,144) | (45,621) | (47,760) |
| Charter hire expenses | (8,352) | (5,199) | (20,835) | (7,954) |
| Depreciation and amortization | (14,795) | (12,240) | (29,272) | (25,113) |
| Adjusted (loss)/income from vessel operations ^(a) | \$ (851) | \$ (5,198) | \$ 22,511 | \$ (17,222) |
| Average daily TCE rate | \$ 18,959 | \$ 14,644 | \$ 23,893 | \$ 13,785 |
| Average number of owned vessels ^(b) | 25.0 | 24.7 | 25.0 | 25.7 |
| Average number of vessels chartered-in under operating leases | 4.2 | 2.6 | 4.8 | 1.5 |
| Number of revenue days: ^(c) | 2,408 | 2,348 | 4,949 | 4,614 |
| Number of ship-operating days: ^(d) | | | | |
| Owned vessels | 2,275 | 2,251 | 4,525 | 4,653 |
| Vessels bareboat chartered-in under operating leases | 182 | 182 | 362 | 210 |
| Vessels time chartered-in under operating leases ^(e) | 131 | 6 | 218 | 6 |
| Vessels spot chartered-in under operating leases ^(e) | 66 | 49 | 281 | 57 |

- (a) Adjusted income/(loss) from vessel operations by segment is before general and administrative expenses, provision for credit losses, third-party debt modification fees, and loss/(gain) on disposal of vessels and other property.
- (b) The average is calculated to reflect the addition and disposal of vessels during the period.
- (c) Revenue days represent ship-operating days less days that vessels were not available for employment due to repairs, drydock or lay-up. Revenue days are weighted to reflect the Company's interest in chartered-in vessels.
- (d) Ship-operating days represent calendar days.
- (e) The Company's Crude Tankers Lightering business time chartered-in one vessel and spot chartered-in 23 vessels under operating leases at various points during the six-month period ended June 30, 2019 for full service lightering jobs. Only seven vessels were spot chartered-in at various points during the six-month period ended June 30, 2018.

The following tables provide a breakdown of TCE rates achieved for the three and six months ended June 30, 2019 and 2018, between spot and fixed earnings and the related revenue days. The information in these tables is based, in part, on information provided by the commercial pools in which the segment's vessels participate and excludes commercial pool fees/commissions averaging approximately \$1,052 and \$879 per day for the three and six months ended June 30, 2019, respectively, and \$741 and \$754 per day for the three and six months ended June 30, 2018, respectively, as well as activity in the Crude Tankers Lightering business and revenue and revenue days for which recoveries were recorded by the Company under its loss of hire insurance policies.

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| | 2019 | | 2018 | |
|------------------------------------|---------------|----------------|---------------|----------------|
| | Spot Earnings | Fixed Earnings | Spot Earnings | Fixed Earnings |
| <i>Three Months Ended June 30,</i> | | | | |
| ULCC: | | | | |
| Average rate | \$ - | \$ - | \$ - | \$ - |
| Revenue days | - | - | 4 | - |
| VLCC: | | | | |
| Average rate | \$ 20,038 | \$ - | \$ 12,242 | \$ 9,660 |
| Revenue days | 1,065 | - | 813 | 9 |
| Suezmax: | | | | |
| Average rate | \$ 20,772 | \$ - | \$ 13,070 | \$ - |
| Revenue days | 182 | - | 182 | - |
| Aframax: ⁽¹⁾ | | | | |
| Average rate | \$ 13,540 | \$ - | \$ 11,061 | \$ - |
| Revenue days | 318 | - | 526 | - |
| Panamax: | | | | |
| Average rate | \$ 12,095 | \$ 13,199 | \$ 14,861 | \$ 11,323 |
| Revenue days | 113 | 486 | 182 | 528 |
| <i>Six Months Ended June 30,</i> | | | | |
| ULCC: | | | | |
| Average rate | \$ - | \$ - | \$ - | \$ - |
| Revenue days | - | - | 94 | - |
| VLCC: | | | | |
| Average rate | \$ 26,204 | \$ - | \$ 12,537 | \$ 12,783 |
| Revenue days | 2,199 | - | 1,430 | 97 |
| Suezmax: | | | | |
| Average rate | \$ 24,831 | \$ - | \$ 13,993 | \$ - |
| Revenue days | 362 | - | 362 | - |
| Aframax: ⁽¹⁾ | | | | |
| Average rate | \$ 17,633 | \$ - | \$ 10,494 | \$ - |
| Revenue days | 715 | - | 1,079 | - |
| Panamax: | | | | |
| Average rate | \$ 14,241 | \$ 12,775 | \$ 13,782 | \$ 11,444 |
| Revenue days | 186 | 931 | 362 | 1,066 |

- (1) The average rates reported in the tables above for the Aframaxes include 61 days in the second quarter of 2019 during which a 2001-built Aframax operated under a commercial management agreement subsequent to its departure from the commercial pool in which it previously participated. The average spot TCE rates earned by the Company's Aframaxes excluding such vessel subsequent to its departure from the commercial pool were \$15,100 and \$18,627 for the three and six months ended June 30, 2019, respectively.

During the second quarter of 2019, TCE revenues for the Crude Tankers segment increased by \$11,268, or 33%, to \$45,653 from \$34,385 in the second quarter of 2018. Approximately \$9,300 of such increase resulted from a strengthening in average daily rates in each of the Crude Tanker fleets, with the impact of the daily TCE rate growth in the VLCC fleet representing \$6,929 of the total rates-based increase. Increased activity in the Crude Tankers Lightering business generated an additional increase of \$3,090 in TCE revenues. Also contributing to the higher TCE revenue was a net 213-day increase in revenue days in the current quarter in the VLCC fleet. Such increase accounted for an increase in TCE revenue of \$2,646 and reflected the acquisitions of one 2015-built and five 2016-built VLCCs which were delivered to the Company in June 2018, partially offset by the disposals of one 2000-built and one 2001-built VLCC in 2018, and 91 more drydock days in the current quarter. Partially offsetting the TCE revenue increase was a

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\$3,774 decrease in TCE revenue due to a 340-day reduction in Aframax and Panamax revenue days, which was driven primarily by the sale of two 2001-built Aframaxes and a 2002-built Panamax between May and October 2018.

Vessel expenses increased by \$1,213 to \$23,357 in the current quarter from \$22,144 in the second quarter of 2018. The increase resulted from (a) a \$3,248 increase in vessel expenses associated with the VLCC acquisitions described above and (b) a \$570 increase in drydock deviation costs. Such increases were offset to a large extent by a \$2,758 decrease in vessel expenses which resulted from the VLCC, Aframax and Panamax sales noted above. Charter hire expenses increased by \$3,153 to \$8,352 in the second quarter of 2019 from \$5,199 in the second quarter of 2018, principally as a result of a significant increase in spot and short-term time chartered-in vessels in the Crude Tankers Lightering business to support anticipated increased full service lightering activity, and the commencement of a six-month charter-in of a 2010-built Panamax in May 2019. Depreciation and amortization increased by \$2,555 to \$14,795 in the second quarter of 2019 from \$12,240 in the second quarter of 2018, principally due to the deliveries of the VLCCs noted above which accounted for \$3,184 of the increase in depreciation. Such increases were offset by an approximately \$1,183 impact of the vessel sales described above.

Excluding depreciation and amortization, the provision for credit losses and general and administrative expenses, operating income for the Crude Tankers Lightering business was \$107 for the second quarter of 2019 compared to \$1,718 for the second quarter of 2018. The decrease in the current quarter's operating income as compared to prior year's period primarily reflects a \$4,424 increase in charter hire expense, offset significantly by a higher volume of revenue activity in the current period. In the current quarter, 11 full service and 119 service support only lighterings were performed, as compared to 10 full service and 105 service support only lighterings in the prior year's quarter. Additionally, during the current quarter the Crude Tankers Lightering business utilized its two chartered-in Aframaxes on eight spot voyages. There were no such spot voyages performed in the second quarter of 2018. However, weakness in the U.S Gulf Aframax market in the second quarter of 2019 resulted in these voyages achieving TCE results that were on average lower than the charter-in rates for these vessels. Increased U.S. exports will likely continue to require transshipment during 2019, regardless of the eventuality of any deep-water terminals. Because of the increased level of activity in the Crude Tankers Lightering business over the last year and positive near-term prospects, the Company withdrew a 2002-built Aframax from the pool in which it was operating in March 2019 and is now employing it in the Crude Tankers Lightering business.

During the first six months of 2019, TCE revenues for the Crude Tankers segment increased by \$54,634, or 86%, to \$118,239 from \$63,605 in the first six months of 2018, principally as a result of significantly higher average blended rates in the VLCC, Aframax, Suezmax and Panamax sectors aggregating approximately \$38,058. Further contributing to the increase was the impact of a 631-day increase in VLCC revenue days aggregating \$7,816, and a \$16,209 increase in revenue in the Crude Tankers Lightering business during the current period. The net increase in VLCC days was the result of the acquisitions and sales noted above. Partially offsetting the revenue increases was a 694-day decrease in revenue days for the Aframax and Panamax sectors, which accounted for a revenue decrease of approximately \$7,503, and was driven by the vessel sales noted above along with 185 more drydock days in the Panamax fleet in the current year period.

Vessel expenses decreased by \$2,139 to \$45,621 in the six months ended June 30, 2019 from \$47,760 in the corresponding period of 2018. The primary drivers of the decrease were (a) a \$7,962 decrease in vessel expenses which resulted from the VLCC, Aframax and Panamax sales noted above and (b) the sale of the Company's only ULCC, which was idle in 2018 prior to its sale in June 2018 and accounted for approximately \$1,340 of the decrease in vessel expenses. Such decreases were partially offset by a \$6,077 increase in vessel expenses associated with the VLCC acquisitions described above and increased drydock deviation costs of \$1,218. Charter hire expenses increased by \$12,881 to \$20,835 in the first six months of 2019 from \$7,954 in the first six months of 2018. The primary drivers of the increase were consistent with those which resulted in the quarter-over-quarter increase described above, with the additional factor of the impact of the Company executing sale and lease back transactions for two 2009-built Aframaxes in March 2018. Depreciation and amortization increased by \$4,159 to \$29,272 in the six months ended June 30, 2019 from \$25,113 in the prior year's period, principally resulting from an impact of the VLCC acquisitions described above aggregating \$7,053, partially offset by a reduction of \$3,155 relating to the vessel sales and sale and lease back transactions noted above.

Excluding depreciation and amortization, the provision for credit losses and general and administrative expenses, operating income for the Crude Tankers Lightering business was \$4,300 for the first six months of 2019 and \$1,838 for the first six months of 2018. The increase in the current period's operating income as compared to prior year's period primarily reflects increased activity levels for both full service and service support only lighterings in the current year.

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| <i>Product Carriers</i> | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|--------------------------------|------------|------------------------------|------------|
| | 2019 | 2018 | 2019 | 2018 |
| TCE revenues | \$ 16,834 | \$ 15,627 | \$ 38,277 | \$ 35,208 |
| Vessel expenses | (7,378) | (9,722) | (15,643) | (21,129) |
| Charter hire expenses | (4,681) | (5,524) | (9,383) | (11,391) |
| Depreciation and amortization | (3,994) | (4,530) | (8,412) | (9,248) |
| Adjusted income/(loss) from vessel operations | \$ 781 | \$ (4,149) | \$ 4,839 | \$ (6,560) |
| Average daily TCE rate | \$ 13,121 | \$ 9,841 | \$ 14,711 | \$ 10,335 |
| Average number of owned vessels | 10.8 | 13.3 | 10.9 | 13.9 |
| Average number of vessels chartered-in under operating leases | 4.0 | 5.3 | 4.0 | 5.7 |
| Number of revenue days | 1,283 | 1,588 | 2,602 | 3,407 |
| Number of ship-operating days: | | | | |
| Owned vessels | 982 | 1,208 | 1,972 | 2,518 |
| Vessels bareboat chartered-in under operating leases | - | 122 | - | 302 |
| Vessels time chartered-in under operating leases | 360 | 363 | 720 | 723 |

The following tables provide a breakdown of TCE rates achieved for the three and six months ended June 30, 2019 and 2018, between spot and fixed earnings and the related revenue days. The information in these tables is based, in part, on information provided by the commercial pools in which the segment's vessels participate and excludes commercial pool fees/commissions averaging approximately \$472 and \$478 per day for the three and six months ended June 30, 2019, respectively, and \$437 and \$415 per day for the three and six months ended June 30, 2018, respectively, as well as revenue and revenue days for which recoveries were recorded by the Company under its loss of hire insurance policies.

| | 2019 | | 2018 | |
|------------------------------------|---------------|----------------|---------------|----------------|
| | Spot Earnings | Fixed Earnings | Spot Earnings | Fixed Earnings |
| <i>Three Months Ended June 30,</i> | | | | |
| LR2: | | | | |
| Average rate | \$ 17,746 | \$ - | \$ 12,585 | \$ - |
| Revenue days | 72 | - | 91 | - |
| LR1: | | | | |
| Average rate | \$ 17,271 | \$ - | \$ 16,001 | \$ - |
| Revenue days | 347 | - | 364 | - |
| MR: | | | | |
| Average rate | \$ 11,571 | \$ - | \$ 8,613 | \$ 5,294 |
| Revenue days | 847 | - | 1,043 | 91 |
| <i>Six Months Ended June 30,</i> | | | | |
| LR2: | | | | |
| Average rate | \$ 20,157 | \$ - | \$ 13,245 | \$ - |
| Revenue days | 162 | - | 181 | - |
| LR1: | | | | |
| Average rate | \$ 20,609 | \$ - | \$ 13,852 | \$ - |
| Revenue days | 686 | - | 718 | - |
| MR: | | | | |
| Average rate | \$ 12,539 | \$ - | \$ 10,060 | \$ 5,294 |
| Revenue days | 1,737 | - | 2,327 | 181 |

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During the second quarter of 2019 TCE revenues for the Product Carriers segment increased by \$1,207, or 8%, to \$16,834 from \$15,627 in the second quarter of 2018. Period-over-period increases in average daily blended rates earned by all Product Carrier fleet sectors accounted for an increase in revenue of approximately \$3,650. Serving to partially offset such increases was a \$2,253 decline in TCE revenue arising from the net impact of (i) a 287-day decrease in MR revenue days in the current period, resulting primarily from the sales of three MRs between the second and fourth quarters of 2018, one MR during the second quarter of 2019 and the redeliveries of two MRs to their owners during the second quarter of 2018 at the expiry of their respective bareboat charters, offset by (ii) a 78-day reduction in repair days as compared to the second quarter of 2018.

During the first six months of 2019, TCE revenues for the Product Carriers segment increased by \$3,069 to \$38,277 from \$35,208 in the first six months of 2018. Approximately \$10,642 of such increase was attributable to increased average daily blended rates earned across all Product Carrier fleets, which was partially offset by a \$7,177 decline in TCE revenues resulting from a 771-day decrease in MR revenue days arising from the sale of five MRs in 2018, including two during the first quarter of 2018.

The decreases in vessel expenses, charter hire expenses and depreciation and amortization during the three and six months ended June 30, 2019 compared to the same periods of 2018 were primarily due to the sales of MRs and charter-in redeliveries discussed above.

General and Administrative Expenses:

During the second quarter of 2019, general and administrative expenses increased by \$233 to \$6,297 from \$6,064 in the second quarter of 2018. This increase primarily reflects a \$163 increase in non-cash stock compensation costs.

For the six months ended June 30, 2019, general and administrative expenses increased by \$977 to \$13,070 from \$12,093 for the same period in 2018. The primary drivers for such increase are (i) an approximately \$385 increase in compensation and benefits costs, of which \$295 relates to non-cash stock compensation, (ii) an approximately \$313 increase in accounting and consulting fees, and (iii) an approximately \$135 increase in insurance premiums for general liability and property insurance, cyber security insurance and workers compensation and U.S. Longshoremen insurance.

Interest Expense:

Interest expense was \$17,443 and \$13,086 for the three months ended June 30, 2019 and 2018, respectively. Interest expense incurred on the debt facilities entered into by the Company during the second quarter of 2018 accounted for substantially all of the increase. See Note 9, "Debt," in the accompanying condensed consolidated financial statements for further information on the Company's debt facilities.

Interest expense was \$34,976 and \$24,707 for the six months ended June 30, 2019 and 2018, respectively. The increase of \$10,091 resulted from interest expense incurred on the debt facilities entered into by the Company during the second quarter of 2018 and the higher margin under the 2017 Term Loan Facility following an amendment to such facility entered in June 2018 in connection with closing the transaction for the acquisition of six VLCCs.

Equity in Income of Affiliated Companies:

During the second quarter of 2019, equity in income of affiliated companies decreased by \$807 to \$8,015 from \$8,822 in the second quarter of 2018. This decrease was principally attributable to a decline in earnings from the LNG joint venture, which was primarily the result of a reserve for a potential offhire claim from the charterer of one of the joint venture's vessels recorded during the current quarter, as well as increased vessel expenses as compared to the second quarter of 2018.

During the first six months of 2019, equity in income of affiliated companies decreased by \$1,077 to \$16,085 from \$17,162 in the first six months of 2018. This decrease was principally attributable to a decline in earnings from the two FSO joint ventures, which was driven by an increase in interest expense as a result of drawdowns on debt facilities aggregating \$220,000 during April 2018.

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Taxes:

The Company qualifies for an exemption from U.S. federal income taxes under Section 883 of the U.S. Internal Revenue Code of 1986, as amended (the "Code") and U.S. Treasury Department regulations for the 2019 calendar year as less than 50 percent of the total value of the Company's stock has been held by one or more shareholders who own 5% or more of the Company's stock for more than half of the days of 2019. There can be no assurance at this time that INSW will continue to qualify for the Section 883 exemption during and beyond calendar year 2019. Should the Company not qualify for the exemption in the future, INSW will be subject to U.S. federal taxation of 4% of its U.S. source shipping income on a gross basis without the benefit of deductions. Shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the U.S. will be considered to be 50% derived from sources within the United States. Shipping income attributable to transportation that both begins and ends in the U.S. will be considered to be 100% derived from sources within the United States, but INSW does not and cannot engage in transportation that gives rise to such income.

EBITDA and Adjusted EBITDA:

EBITDA represents net income/(loss) before interest expense, income taxes and depreciation and amortization expense. Adjusted EBITDA consists of EBITDA adjusted for the impact of certain items that we do not consider indicative of our ongoing operating performance. EBITDA and Adjusted EBITDA are presented to provide investors with meaningful additional information that management uses to monitor ongoing operating results and evaluate trends over comparative periods. EBITDA and Adjusted EBITDA do not represent, and should not be considered a substitute for, net income or cash flows from operations determined in accordance with GAAP. EBITDA and Adjusted EBITDA have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analysis of our results reported under GAAP. Some of the limitations are:

- EBITDA and Adjusted EBITDA do not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital needs; and
- EBITDA and Adjusted EBITDA do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt.

While EBITDA and Adjusted EBITDA are frequently used by companies as a measure of operating results and performance, neither of those items as prepared by the Company is necessarily comparable to other similarly titled captions of other companies due to differences in methods of calculation.

The following table reconciles net loss, as reflected in the condensed consolidated statements of operations, to EBITDA and Adjusted EBITDA:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|--|--------------------------------|-------------|------------------------------|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| Net loss | \$ (16,523) | \$ (18,796) | \$ (5,626) | \$ (48,112) |
| Income tax provision | - | - | - | 8 |
| Interest expense | 17,443 | 13,086 | 34,976 | 24,707 |
| Depreciation and amortization | 18,818 | 16,804 | 37,747 | 34,428 |
| EBITDA | 19,738 | 11,094 | 67,097 | 11,031 |
| Third-party debt modification fees | - | 1,302 | 30 | 1,302 |
| Loss/(gain) on disposal of vessels, net of impairments | 1,548 | (6,740) | 1,500 | (167) |
| Write-off of deferred financing costs | - | 2,273 | - | 2,273 |
| Loss on extinguishment of debt | - | 1,295 | - | 1,295 |
| Adjusted EBITDA | \$ 21,286 | \$ 9,224 | \$ 68,627 | \$ 15,734 |

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Liquidity and Sources of Capital:

Our business is capital intensive. Our ability to successfully implement our strategy is dependent on the continued availability of capital on attractive terms. In addition, our ability to successfully operate our business to meet near-term and long-term debt repayment obligations is dependent on maintaining sufficient liquidity.

Liquidity

Working capital at June 30, 2019 and December 31, 2018 was approximately \$77,000 and \$92,000, respectively. Current assets are highly liquid, consisting principally of cash, interest-bearing deposits and receivables. Our cash and cash equivalents balances generally exceed Federal Deposit Insurance Corporation insured limits. We place our cash and cash equivalents in what we believe to be credit-worthy financial institutions. In addition, certain of our money market accounts invest in U.S. Treasury securities or other obligations issued or guaranteed by the U.S. government or its agencies, floating rate and variable demand notes of U.S. and foreign corporations, commercial paper rated in the highest category by Moody's Investor Services and Standard & Poor's, certificates of deposit and time deposits, asset-backed securities, and repurchase agreements.

The Company's total cash increased by approximately \$32,648 during the six months ended June 30, 2019. This increase reflects cash provided by operating activities of \$43,778, proceeds from disposal of vessels and other property of \$9,090 and net returns of capital and deposits received from affiliated companies of \$5,706. Such cash inflows were partially offset by \$5,657 in expenditures for vessels and other property and scheduled principal amortization totaling \$19,652 for the 2017 Term Loan Facility, the SinSURE Credit Facility and the ABN Term Loan Facility.

As of June 30, 2019, we had total liquidity on a consolidated basis of \$200,292 comprised of \$150,292 of cash (including \$58,630 of restricted cash) and \$50,000 of undrawn revolver capacity.

Restricted cash of \$58,630 as of June 30, 2019 represents legally restricted cash relating to the 2017 Term Loan, the SinSURE Credit Facility, the ABN Term Loan Facility, and the 10.75% Subordinated Notes. Such facilities stipulate that cash accounts be maintained which are limited in their use to pay expenses related to drydocking the vessels and servicing the debt facilities and, in the case of the 2017 Term Loan Facility, that cash proceeds from the sale of collateral vessels be reinvested in vessels within 12 months of such sale or be used to prepay the principal amount outstanding of the 2017 Term Loan Facility.

As of June 30, 2019, we had total debt outstanding (net of original issue discount and deferred financing costs) of \$794,506 and a total debt (which excludes operating lease liabilities as defined in the Company's debt agreements) to total capitalization of 44.4%, which compares with 44.5% at December 31, 2018.

Sources, Uses and Management of Capital

We have maintained a strong balance sheet which has allowed us to take advantage of attractive strategic opportunities during the low end of the tanker cycle and we have maintained what we believe to be a reasonable financial leverage for the current point in the tanker cycle and one of the lowest loan to value profiles in public company shipping sector. In addition to future operating cash flows, our other future sources of funds are proceeds from issuances of equity securities, additional borrowings as permitted under our loan agreements and proceeds from the opportunistic sales of our vessels.

On October 19, 2018, the Company filed a Registration Statement on Form S-3 ("Shelf Registration") with the Securities and Exchange Commission ("SEC"). Following the effective date of the Shelf Registration, the Company may from time to time offer equity or debt securities at an aggregate offering price not to exceed \$100,000. This Shelf Registration replaces the remaining \$75,000 balance of a shelf registration on Form S-3 that was declared effective in May 2018.

On January 9, 2019, the Company entered into an Equity Distribution Agreement (the "Distribution Agreement") with Evercore Group L.L.C. and Jefferies LLC, as our sales agents, relating to the common shares of the Company. In accordance with the terms of the Distribution Agreement, we may offer and sell common shares having an aggregate offering price of up to \$25,000 from time to

INTERNATIONAL SEAWAYS, INC.

time through the sales agents. The sales agents are not required to sell any specific number or dollar amount of our common shares but will use their commercially reasonable efforts, as our agents and subject to the terms of the Distribution Agreement, to sell the common shares offered, as instructed by us.

We intend to use the net proceeds of this offering, after deducting the sales agents' commissions and our offering expenses, for general corporate purposes. This may include, among other things, additions to working capital, repayment or refinancing of existing indebtedness or other corporate obligations, financing of capital expenditures (including the purchase of marine exhaust gas cleaning systems that reduce sulfur emissions to comply with upcoming implementation of new IMO standards) and acquisitions and investment in existing and future projects. As of June 30, 2019, the Company has neither sold or undertaken to sell any shares pursuant to the Distribution Agreement.

Our current uses of funds are to fund working capital requirements, maintain the quality of our vessels, purchase vessels, comply with international shipping standards and environmental laws and regulations, repurchase our outstanding shares and repay or repurchase our outstanding loan facilities. On March 5, 2019, the Company's Board of Directors approved a resolution reauthorizing the Company's \$30,000 stock repurchase program for another 24-month period ending March 5, 2021. Seventy-five percent of Excess Cash Flow (as defined in the 2017 Debt Facilities credit agreement) must be used to prepay the outstanding principal balance of 2017 Term Loan Facility. To the extent permitted under the terms of the 2017 Debt Facilities we may also use cash generated by operations to finance capital expenditures to modernize and grow our fleet.

On July 31, 2019, the Company made a prepayment of \$10,000 on the 2017 Term Loan Facility using restricted cash set aside from the proceeds of vessel sales. This prepayment will result in a \$350 reduction of interest expense for the remainder of 2019 as well as a \$135 proportional reduction in future quarterly principal amortization payments from \$6,125 to \$5,990 and is consistent with our capital allocation strategy.

The Company has contractual commitments for the purchase and installation of marine exhaust gas cleaning systems on 10 of its modern VLCCs. The Company also has outstanding contractual commitments for the purchase and installation of ballast water treatment systems on 16 vessels with options for the purchase and installation of systems for up to an additional six vessels in the Company's fleet as of June 30, 2019. These systems are intended to be funded with available liquidity, proceeds from the sales of vessels, and proceeds from the issuance of equity and/or debt as permitted under the Company's existing debt facilities. As of June 30, 2019, the Company's aggregate purchase commitments for these systems are approximately \$51,255 (see Aggregate Contractual Obligations Table below) and could increase by up to an additional \$8,600 if all the remaining options for the additional units are exercised. Such options expire between August 2019 and December 2020.

As set forth in the 2017 Debt Facilities credit agreement, the 2017 Debt Facilities contain certain restrictions relating to new borrowings and INSW's ability to receive cash dividends, loans or advances from ISOC and its subsidiaries that are Restricted Subsidiaries. As of June 30, 2019, the permitted cash dividends that can be distributed to INSW by ISOC under the 2017 Term Loan Facility was \$12,244.

Outlook

We believe our balance sheet gives us flexibility to continue pursuing fleet renewal or potential strategic opportunities that may arise within the diverse sectors in which we operate and at the same time positions us to generate sufficient cash to support our operations over the next twelve months. We or our subsidiaries may in the future complete transactions consistent with achieving the objectives of our business plan.

Off-Balance Sheet Arrangements

As of June 30, 2019, the FSO Joint Venture and the LNG Joint Venture had total bank debt outstanding of \$692,731, of which \$611,299 was nonrecourse to the Company.

The FSO Joint Venture is a party to a number of contracts: (a) the FSO Joint Venture is an obligor pursuant to a guarantee facility agreement dated as of July 14, 2017, by and among, the FSO Joint Venture, ING Belgium NV/SA, as issuing bank, and Euronav and

INTERNATIONAL SEAWAYS, INC.

INSW, as guarantors (the “Guarantee Facility”); (b) the FSO Joint Venture is party to two service contracts with NOC (the “NOC Service Contracts”); and (c) the FSO Joint Venture is a borrower under a \$220,000 secured credit facility by and among TI Africa and TI Asia, as joint and several borrowers, ABN AMRO Bank N.V. and ING Belgium SA/NV, as Lenders, Mandated Lead Arrangers and Swap Banks, and ING Bank N.V., as Agent and as Security Trustee. INSW severally guarantees the obligations of the FSO Joint Venture pursuant to the Guarantee Facility.

The FSO Joint Venture drew down on a \$220,000 secured credit facility on April 26, 2018 (See Note 6, “Equity Method Investments” to the accompanying condensed consolidated financial statements). The Company provided a guarantee for the \$110,000 FSO Term Loan portion of the facility, which has an interest rate of LIBOR plus two percent and amortizes over the remaining terms of the NOC Service Contracts, which expire in July 2022 and September 2022. INSW’s guarantee of the FSO Term Loan has financial covenants that provide (i) INSW’s Liquid Assets shall not be less than the higher of \$50,000 and 5% of Total Indebtedness of INSW, (ii) INSW shall have Cash of at least \$30,000 and (iii) INSW is in compliance with the Loan to Value Test (as such capitalized terms are defined in the Company guarantee or in the case of the Loan to Value Test, as defined in the credit agreement underlying the Company’s 2017 Debt Facilities (see Note 9, “Debt,” to the accompanying condensed consolidated financial statements). The FSO Joint Venture has entered into floating-to-fixed interest rate swap agreements with the aforementioned Swap Banks, which cover the notional amounts outstanding under the FSO Loan Facility and pay fixed rates of approximately 4.858% and receive a floating rate based on LIBOR. These agreements have an effective date of June 29, 2018, and maturity dates ranging from July to September 2022. As of June 30, 2019, the maximum potential amount of future payments that INSW could be required to make in relation to its equity method investees secured bank debt and interest rate swap obligations was \$83,005 and the carrying value of the Company’s guaranty in the accompanying condensed consolidated balance sheet was \$445.

INSW maintains a guarantee in favor of Qatar Liquefied Gas Company Limited (2) (“LNG Charterer”) relating to certain LNG Tanker Time Charter Party Agreements with the LNG Charterer and each of Overseas LNG H1 Corporation, Overseas LNG H2 Corporation, Overseas LNG S1 Corporation and Overseas LNG S2 Corporation (such agreements, the “LNG Charter Party Agreements,” and such guarantee, the “LNG Performance Guarantee”). INSW will pay QGTC an annual fee of \$100 until such time that QGTC ceases to provide a guarantee in favor of the LNG charterer relating to performance under the LNG Charter Party Agreements.

OSG continues to provide a guarantee in favor of the LNG Charterer relating to the LNG Charter Party Agreements (such guarantees, the “OSG LNG Performance Guarantee”). INSW will indemnify OSG for liabilities arising from the OSG LNG Performance Guarantee pursuant to the terms of the Separation and Distribution Agreement. In connection with the OSG LNG Performance Guarantee, INSW will pay an annual fee of \$145 to OSG for 2019. Such fee is subject to termination if OSG ceases to provide the OSG LNG Performance Guarantee.

In addition, and pursuant to an agreement between INSW and the trustees of the OSG Ship Management (UK) Ltd. Retirement Benefits Plan (the “Scheme”), INSW guarantees the obligations of INSW Ship Management UK Ltd., a subsidiary of INSW, to make payments to the Scheme.

Aggregate Contractual Obligations

A summary of the Company’s long-term contractual obligations as of June 30, 2019 follows:

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| | 2019 | 2020 | 2021 | 2022 | 2023 | Beyond 2023 | Total |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|---------------------|
| 2017 Term Loan – floating rate ⁽¹⁾ | \$ 40,903 | \$ 61,321 | \$ 59,130 | \$ 406,553 | \$ - | \$ - | \$ 567,907 |
| ABN Term Loan – floating rate ⁽²⁾ | 2,448 | 4,745 | 4,541 | 4,340 | 13,148 | - | 29,222 |
| Sinosure Credit Facility – floating rate ⁽³⁾ | 18,533 | 36,209 | 35,035 | 33,897 | 32,758 | 200,782 | 357,214 |
| 8.5% Senior Notes – fixed rate | 1,594 | 2,125 | 2,125 | 2,125 | 26,063 | - | 34,032 |
| 10.75% Subordinated Notes – fixed rate | 1,501 | 3,003 | 3,631 | 3,631 | 29,746 | - | 41,512 |
| Operating lease obligations ⁽⁴⁾ | | | | | | | |
| Bareboat Charter-ins | 3,165 | 6,295 | 6,278 | 6,278 | 4,532 | - | 26,548 |
| Time Charter-ins | 5,820 | 6,198 | 1,161 | - | - | - | 13,179 |
| Office and other space | 583 | 1,166 | 665 | - | - | - | 2,414 |
| Vessel betterment commitments ⁽⁵⁾ | 39,254 | 11,765 | 118 | 118 | - | - | 51,255 |
| Total | \$ 113,801 | \$ 132,827 | \$ 112,684 | \$ 456,942 | \$ 106,247 | \$ 200,782 | \$ 1,123,283 |

- (1) Amounts shown include contractual interest obligations of floating rate debt estimated based on the aggregate effective one-month LIBOR rate as of July 1, 2019 of 2.41% and applicable margins for the 2017 Term Loan Facility of 6.0%. Management estimates that no prepayment will be required for the 2017 Term Loan Facility as a result of estimated Excess Cash Flow for the year ended December 31, 2019. Amounts shown for the 2017 Term Loan Facility exclude any estimated repayment as a result of Excess Cash Flow.
- (2) Amounts shown include contractual interest obligations of floating rate debt estimated based on the aggregate effective three-month LIBOR rate as of July 1, 2019 of 2.44% and applicable margin for the ABN Term Loan facility of 3.25%.
- (3) Amounts shown include contractual interest obligations of floating rate debt estimated based on (i) the fixed rate stated in the related floating-to-fixed interest rate swap through the maturity date of March 21, 2025, or (ii) the effective three-month LIBOR rate for periods after the swap maturity date, plus the applicable margin for the Sinosure Credit Facility of 2.00%. The Company is a party to a floating-to-fixed interest rate swap covering the entire variable interest rate borrowings outstanding under the Sinosure Credit Facility that effectively converts the Company's interest rate exposure under the Sinosure Credit Facility from a floating rate based on 3-month LIBOR to a fixed LIBOR rate of 2.76%.
- (4) As of June 30, 2019, the Company had charter-in commitments for six vessels on leases that are accounted for as operating leases. Certain of these leases provide the Company with various renewal and purchase options. The future minimum commitments for time charters-in have been reduced to reflect estimated days that the vessels will not be available for employment due to drydock and any days paid for in advance. Upon adoption of ASU 2016-02 Leases (ASC 842) on January 1, 2019, the full amounts due under bareboat charter-ins, office and other space leases, and lease component of the amounts due under long term time charter-ins are discounted and reflected on the Company's consolidated condensed balance sheet as lease liabilities with corresponding right of use asset balances.
- (5) Represents the Company's commitments for the purchase and installation of ballast water treatment systems on 16 vessels and the purchase and installation of scrubbers on 10 of its VLCC tankers. In addition, the Company is party to agreements granting INSW the option to purchase additional ballast water treatment systems for installation between 2019 and 2021. If exercised, these options could increase the Company's commitments by up to approximately \$8,600. The Company's ability to exercise the options expires between August 2019 and December 2020.

Risk Management:

The Company is exposed to market risk from changes in interest rates, which could impact its results of operations and financial condition. The Company manages this exposure to market risk through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. To manage its interest rate risk in a cost-effective manner, the Company, from time-to-time, enters into interest rate swap or cap agreements, in which it agrees to exchange various combinations of fixed and variable interest rates based on agreed upon notional amounts or to receive payments if floating interest rates rise above a specified cap rate. The Company uses such derivative financial instruments as risk management tools and not for speculative or trading purposes. In addition, derivative financial instruments are entered into with a diversified group of major financial institutions in order to manage exposure to nonperformance on such instruments by the counterparties.

INTERNATIONAL SEAWAYS, INC.

The Company was a party to an Interest Rate Cap agreement with a major financial institution covering a notional amount of \$350,000 to limit the floating interest rate exposure associated with the 2017 Term Loan Facility as of June 30, 2019. The Interest Rate Cap agreement contains no leverage features and has a cap rate of 2.605% through the termination date of December 31, 2020. The Company is also party to an Interest Rate Swap agreement with a major financial institution, covering the entire currently outstanding notional amount of the Sinasure Credit Facility, that effectively converts the Company's interest rate exposure under the Sinasure Credit Facility from a floating rate based on 3-month LIBOR to a fixed 3-month LIBOR rate through the termination date. The Interest Rate Swap agreement is designated and qualified as a cash flow hedge and contains no leverage features. In May 2019, the Company extended the maturity date of the Interest Rate Swap from March 21, 2022 to March 21, 2025 and reduced the fixed 3-month LIBOR rate from 2.99% to 2.76%, effective March 21, 2019.

In July 2019, the Company in a cashless transaction replaced the existing Interest Rate Cap with an Interest Rate Collar, which is composed of an interest rate cap and an interest rate floor. The Interest Rate Collar agreement, which continues to cover a notional amount of \$350,000, is effective July 31, 2019 and provides for the following rates based on one-month LIBOR:

- Balance of 2019 through December 31, 2020: cap rate of 1.98%, floor rate of 1.98%; and
- December 31, 2020 through December 31, 2022: cap rate of 2.26%, floor rate of 1.25%.

Available Information

The Company makes available free of charge through its internet website, www.intlseas.com, its Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the Securities and Exchange Commission.

The public may also read and copy any materials the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E. Washington D.C. 20549 (information on the operation of the Public Reference Room is available by calling the SEC at 1-800-SEC-0330). The SEC also maintains a web site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <https://www.sec.gov>.

The Company also makes available on its website, its corporate governance guidelines, its code of business conduct and ethics, insider trading policy, anti-bribery and corruption policy and charters of the Audit Committee, the Human Resources and Compensation Committee and the Corporate Governance and Risk Assessment Committee of the Board of Directors. Neither our website nor the information contained on that site, or connected to that site, is incorporated by reference into this Quarterly Report on Form 10-Q.

Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's current disclosure controls and procedures were effective as of June 30, 2019 to ensure that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting during the three months ending June 30, 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

INTERNATIONAL SEAWAYS, INC.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

See Note 16, “Contingencies,” to the accompanying condensed consolidated financial statements for a description of the current legal proceedings, which is incorporated by reference in this Part II, Item 1.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed in Part I, Item 1A. “Risk Factors” in our 2018 Form 10-K. The risks described in that document are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results. There have been no material changes in our risk factors from those disclosed in our 2018 Form 10-K, except for the following:

Risks Related to Our Industry

Terrorist attacks and international hostilities and instability can affect the tanker industry, which could adversely affect INSW’s business.

Terrorist attacks, the outbreak of war, or the existence of international hostilities could damage the world economy, adversely affect the availability of and demand for crude oil and petroleum products and adversely affect both the Company’s ability to charter its vessels and the charter rates payable under any such charters. In addition, INSW operates in a sector of the economy that is likely to be adversely impacted by the effect of political instability, terrorist or other attacks, war or international hostilities. In the past, political instability has also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. These factors could also increase the costs to the Company of conducting its business, particularly crew, insurance and security costs, and prevent or restrict the Company from obtaining insurance coverage, all of which have a material adverse effect on INSW’s business, financial condition, results of operations and cash flows.

In April 2019, Iran publicly threatened that it would interrupt the flow of oil through the Straits of Hormuz, the entrance to the Arabian Gulf. Commencing in May 2019, several vessels in the Arabian Gulf have been attacked, which attacks the United States has attributed to Iranian forces, and at least one vessel has been seized by Iran. In addition, in July 2019, a vessel allegedly transporting crude oil from Iran to Syria in violation of European Union sanctions against Syria was seized off the coast of Gibraltar by forces of the United Kingdom, further exacerbating tensions. None of these attacks or seizures have involved the Company’s vessels. To date, these attacks and vessel seizures, while increasing the costs of the Company conducting its business, have not had a material adverse effect on INSW’s business, financial condition, results of operations and cash flow but no assurance can be given that continued vessel attacks or seizures will not do so.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The Company renewed its \$30,000 stock repurchase plan in March 2019. No stock repurchases were made in the first half of 2019 (excluding shares withheld to cover tax withholding liabilities relating to the vesting of outstanding restricted stock units held by certain members of management). In addition, in January 2019 the Company initiated an at-the-market equity distribution program, but did not receive any proceeds in respect of sales under that program in the first half of 2019. See Note 12, “Capital Stock and Stock Compensation” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Sources, Uses and Management of Capital,” respectively, for additional information about the stock repurchase plan and the equity distribution program.

See Note 12, “Capital Stock and Stock Compensation,” to the accompanying condensed consolidated financial statements for a description of shares withheld in connection with the vesting of previously-granted equity awards, which is incorporated by reference in this Part II, Item 2.

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Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

See Exhibit Index on page 54.



INTERNATIONAL SEAWAYS, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

INTERNATIONAL SEAWAYS, INC.

(Registrant)

Date: August 8, 2019

/s/ Lois K. Zabrocky

Lois K. Zabrocky
Chief Executive Officer

Date: August 8, 2019

/s/ Jeffrey D. Pribor

Jeffrey D. Pribor
Chief Financial Officer



INTERNATIONAL SEAWAYS, INC.

EXHIBIT INDEX

| | |
|------------|---|
| 10.1 | <u>Side letter dated as of June 17, 2019 (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated June 28, 2019 and incorporated herein by reference).</u> |
| 31.1 | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a), as amended.</u> |
| 31.2 | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a), as amended.</u> |
| 32 | <u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| EX-101.INS | XBRL Instance Document |
| EX-101.SCH | XBRL Taxonomy Extension Schema |
| EX-101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| EX-101.DEF | XBRL Taxonomy Extension Definition Linkbase |
| EX-101.LAB | XBRL Taxonomy Extension Label Linkbase |
| EX-101.PRE | XBRL Taxonomy Extension Presentation Linkbase |

Section 2: EX-31.1 (EX-31.1)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a) AND 15d-14(a), AS AMENDED

I, Lois K. Zabrocky, certify that:

1. I have reviewed this quarterly report on Form 10-Q of International Seaways, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 8, 2019

/s/ Lois K. Zabrocky
Lois K. Zabrocky
Chief Executive Officer

Section 3: EX-31.2 (EX-31.2)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14(a) AND 15d-14(a), AS AMENDED

I, Jeffrey D. Pribor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of International Seaways, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 8, 2019

/s/ Jeffrey D. Pribor
Jeffrey D. Pribor
Chief Financial Officer

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Section 4: EX-32 (EX-32)

Exhibit 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned, the Chief Executive Officer and the Chief Financial Officer of International Seaways, Inc. (the "Company"), hereby certifies, to the best of her/his knowledge and belief, that the Form 10-Q of the Company for the quarterly period ended June 30, 2019 (the "Periodic Report") accompanying this certification fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) and that the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company. This certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act and is not intended to be used for any other purpose.

Date: August 8, 2019

/s/ Lois K. Zabrocky

Lois K. Zabrocky
Chief Executive Officer

Date: August 8, 2019

/s/ Jeffrey D. Pribor

Jeffrey D. Pribor
Chief Financial Officer



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