

Ocean Rig UDW Inc.  
Form 6-K  
August 17, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the month of August 2012

Commission File Number 001-35298

OCEAN RIG UDW INC.

10 Skopa Street, Tribune House  
2nd Floor, Office 202, CY 1075  
Nicosia, Cyprus  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): .

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached hereto as Exhibit 1 are the Management's Discussion and Analysis of Financial Condition and Results of Operations and the unaudited interim condensed consolidated financial statements and related information and data of Ocean Rig UDW Inc. as of and for the six-month period ended June 30, 2012.

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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.

OCEAN RIG UDW INC.

Dated: August 17, 2012

By: /s/George Economou  
George Economou  
Chief Executive Officer

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

Unless otherwise specified herein, references to "Ocean Rig" or the "Company" or "we" shall include Ocean Rig UDW Inc. and its subsidiaries. The following management's discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and related notes included herein. This discussion contains forward-looking statements that reflect our current views with respect to future events and financial performance. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as those set forth in the section entitled "Risk Factors" included in Company's Annual Report on Form 20-F (File No. 001-35298) for the fiscal year ended December 31, 2011 filed with the Securities and Exchange Commission (the "Commission") on March 14, 2012 See also the discussion in the section entitled "Forward Looking Statements" below.

**Results of Operations**

Six-months ended June 30, 2011 compared to the Six-months ended June 30, 2012.

**Selected Financial Data**

(Expressed in thousands of U.S. Dollars)

	Six-months ended June 30,		Change	
	2011	2012	Amount	%
<b>REVENUES:</b>				
Leasing revenue	\$ 71,357	\$ -	\$ (71,357)	(100.0%)
Service revenues and amortization of above market acquired drilling contracts	164,598	426,490	261,892	159.1%
	235,955	426,490	190,535	80.8%
<b>EXPENSES:</b>				
Drilling rigs and drillships operating expenses	104,137	230,392	126,255	121.2%
Depreciation and amortization	64,908	111,486	46,578	71.8%
Loss/ (Gain) on disposals	87	(43)	(130)	(149.4%)
General and administrative expenses	17,432	34,126	16,694	95.8%
Legal settlements	-	6,394	6,394	-
Operating income	49,391	44,135	(5,256)	(10.6%)
<b>OTHER INCOME/(EXPENSES):</b>				
Interest and finance costs	(22,214)	(62,954 )	(40,740)	183.4%
Interest income	10,394	327	(10,067)	(96.9%)
Loss on interest rate swaps	(18,616 )	(10,940 )	7,676	(41.2%)
Other, net	1,256	1,917	661	52.6%
Total other income/(expenses), net	(29,180)	(71,650)	(42,470)	145.5%
<b>INCOME/(LOSS) BEFORE INCOME TAXES</b>	<b>20,211</b>	<b>(27,515)</b>	<b>(47,726)</b>	<b>(236.1%)</b>
Income taxes	(9,778)	(21,628)	(11,850)	121.2%
<b>NET INCOME/(LOSS)</b>	<b>\$ 10,433</b>	<b>\$ (49,143)</b>	<b>\$ (59,576)</b>	<b>(571.0%)</b>

Revenues

Revenues from drilling contracts increased by \$190.5 million, or 80.8%, to \$426.5 million for the six-month period ended June 30, 2012, as compared to \$236.0 million for the six-month period ended June 30, 2011. The increase is primarily attributable to the operation of the Ocean Rig Mykonos and the Ocean Rig Poseidon that commenced drilling activities during third quarter of 2011, which contributed \$155.8 million in aggregate revenues during the six-month period ended June 30, 2012. Further, the Ocean Rig Olympia and the Ocean Rig Corcovado, which commenced drilling activities during the first and second quarters of 2011, respectively, contributed an aggregate of \$126.5 million in revenues during the six-month period ended June 30, 2012, as compared to \$45.3 million in aggregate revenues during the same period in 2011, which is offset by decreased revenues amounting to an aggregate of \$46.4 million for the Leiv Eiriksson and the Eirik Raude, due to lower rates and utilization during 2012. The maximum day rates for the contracts on which our drilling units were employed during the six-month period ended June 30, 2012 ranged between approximately \$449,000 and \$648,000 per day. The maximum day rates for the contracts on which our drilling units were employed during the six-month period ended June 30, 2011 ranged between approximately \$415,000 and \$665,000 per day. Revenues for the six-month period ended June 30, 2012 also include \$24.6 million for loss of hire insurance recovery related to Ocean Rig Corcovado.

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### Operating expenses

Drilling rigs and drillships operating expenses increased by \$126.3 million, or 121.2%, to \$230.4 million for the six-month period ended June 30, 2012, compared to \$104.1 million for the six-month period ended June 30, 2011. The increase in operating expenses was mainly due to the commencement of drilling operations of the Ocean Rig Mykonos and the Ocean Rig Poseidon, resulting in operating expenses of \$64.4 million in total. In addition, for the six-month period ended June 30, 2012, the operating expenses relating to the Leiv Eiriksson, the Eirik Raude and the Ocean Rig Corcovado increased by \$31.7 million, mainly due to a more extensive maintenance program and upgrades performed during the six month period ended June 30, 2012. Furthermore, operating expenses related to the Ocean Rig Olympia increased by \$24.2 million during the six month period ended June 30, 2012 due to the fact that the drillship was fully operational during such period as compared to the same period in 2011, when the drillship was operating for less than a quarter.

### Depreciation and amortization expense

Depreciation and amortization expense for the drilling units increased by \$46.6 million, or 71.8%, to \$111.5 million for the six-month period ended June 30, 2012, as compared to \$64.9 million for the six-month period ended June 30, 2011. The increase in depreciation and amortization was mainly attributable to the \$35.6 million of depreciation related to the depreciation of the Ocean Rig Poseidon and the Ocean Rig Mykonos, which were delivered during the third quarter of 2011. In addition, the Ocean Rig Olympia contributed \$8.9 million more depreciation in the six-month period ended June 30, 2012 as compared to the same period of 2011, due to ownership of the drillship for the entire six-month period in 2012.

### Loss /(Gain) on disposals

Gain on asset sales amounted to \$0.04 million for the six-month period ended June 30, 2012, while for the relevant period in 2011, there was a loss on sale of assets amounting to \$0.09 million, related to disposal of office equipment.

### General and administrative expenses

General and administrative expenses increased by \$16.7 million, or 95.8%, to \$34.1 million for the six-month period ended June 30, 2012, as compared to \$17.4 million for the six-month period ended June 30, 2011. This increase is mainly due to increased costs related to the management of six drilling units during the six-month period ended June 30, 2012, as compared to four drilling units during the corresponding six-month period ended June 30, 2011, as well as expenses related to the operation of the Company's office in Brazil that commenced operations in late 2011.

### Legal Settlements

The amount of \$6.4 million in legal settlements is mainly related to a claim settlement related to import/export taxes duties in Angola that was settled during the second quarter of 2012. No such charges were incurred during the relevant period in 2011.

### Interest and finance costs

Interest and finance costs increased by \$40.7 million, or 183.4%, to \$63.0 million for the six-month period ended June 30, 2012, compared to \$22.2 million for the six-month period ended June 30, 2011. The increase is mainly associated with higher level of debt during the six month period ended June 30, 2012, as compared to the corresponding period of 2011.

Interest income

Interest income decreased by \$10.1 million, or 96.9%, to \$0.3 million for the six-month period ended June 30, 2012, compared to \$10.4 million for the six-month period ended June 30, 2011. The decrease was mainly due to lower interest rates on our deposits during 2012 as compared to 2011.

Loss on interest rate swaps

The Company recorded a loss related to interest rate swaps of \$10.9 million for the six-month period ended June 30, 2012, as compared to \$18.6 million for the six-month period ended June 30, 2011. The loss for the six-month period ended June 30, 2012 was mainly due to mark to market losses of outstanding swap positions as swap rates trended downwards.

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#### Other, net

Other, net increased by \$0.7 million, or 52.6% to a gain of \$1.9 million for the six-month period ended June 30, 2012, compared to a gain of \$1.3 million for the six-month period ended June 30, 2011. The increase is mainly due to gains arising from foreign currency exchange rate differences.

#### Income taxes

Income taxes increased by \$11.9 million, or 121.2%, to \$21.6 million for the six-month period ended June 30, 2012, compared to \$9.8 million for the six-month period ended June 30, 2011. Since our drilling units operate around the world, they may become subject to taxation in many different jurisdictions. The basis for such taxation depends on the relevant regulation in the countries in which we operate. Consequently, there is no expected relationship between the income tax expense or benefit for the period and the income or loss before taxes.

#### Liquidity

As of June 30, 2012, we had \$191.2 million and \$173.2 million of cash and cash equivalents and restricted cash, respectively, related mainly to: (i) bank deposits which are blocked or pledged as cash collateral; and (ii) required minimum cash and cash equivalents or "minimum liquidity" clauses.

Our cash and cash equivalents decreased by \$59.7 million, or 23.8%, to \$191.2 million as of June 30, 2012, compared to \$250.9 million as of December 31, 2011, and our restricted cash decreased by \$8.9 million, or 4.9%, to \$173.2 million as of June 30, 2012, compared to \$182.1 million as of December 31, 2011. The decrease in our cash and cash equivalents relates mainly to net cash from operating activities of \$115.8 million and the decrease in restricted cash, which is offset mainly by loan repayments amounting to \$95.8 million, drillships' equipment and other improvements amounting to \$61.7 million and advances for rigs under construction and other investments amounting to \$25.5 million. Working capital is defined as current assets minus current liabilities (including the current portion of long-term debt). Our working capital deficit amounted to \$7.0 million as of June 30, 2012, compared to a working capital surplus of \$68.9 million as of December 31, 2011. We believe that we will be able to satisfy our liquidity needs for the next 12 months with the cash we generate from our operations and, if required, proceeds from future debt or equity issuances.

As of June 30, 2012, we had total indebtedness of \$2.6 billion under our senior secured credit facilities and senior notes, excluding unamortized financing fees. Please refer to the discussion on Long-term Debt as detailed in Note 9 of the Company's Consolidated Financial Statements included in the Annual Report Form 20-F (File No. 001-35298) for the year ended December 31, 2011 filed with the Commission on March 14, 2012.

As of June 30, 2012, we had \$1.1 billion of remaining installment payments under our drillship newbuilding contracts relating to our three newbuilding drillships. We have not obtained financing for these three contracted drillships. We plan to finance these capital expenditures with new debt or equity financing.

#### Cash flow

Net cash used in operating activities was \$115.8 million for the six-month period ended June 30, 2012. In determining net cash provided by operating activities for the six-month period ended June 30, 2011, net loss was adjusted for the effects of certain non-cash items including \$122.7 million of depreciation and amortization. Moreover, for the six-month period ended June 30, 2012, net income was also adjusted for the effects of non-cash items, such as the gain in the change in fair value of derivatives of \$7.9 million and amortization of discontinued cash flow hedges of \$6.5 million. Net cash provided by operating activities was \$93.9 million for the six-month period ended June 30, 2011.



Net cash used in investing activities was \$78.3 million for the six-month period ended June 30, 2012, compared to \$850.8 million used in for the six month period ended June 30, 2011. We made shipyard payments and expenditures related to the acquisition of drillships of approximately \$25.5 million for the six-month period ended June 30, 2012, compared to \$1,187.7 million in the corresponding period of 2011. The decrease in restricted cash was \$8.9 million during the six-month period ended June 30, 2012, compared to a decrease of \$346.9 million in the corresponding period of 2011.

Net cash used in financing activities was \$97.2 million for the six-month period ended June 30, 2012, mainly consisting of repayments of credit facilities and financing costs. This compares to net cash provided by financing activities of \$853.0 million for the six-month period ended June 30, 2011, mainly consisting of \$1,713.5 million of proceeds from long term credit facilities, which was partly offset by repayments of credit facilities amounting to an aggregate of \$829.2 million.

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## Financing activities

## Long-term debt

As of June 30, 2012, the Company was in compliance with all of the financial covenants in its credit facilities.

As of June 30, 2012, we had a total of \$2.6 billion in debt outstanding (net of financing fees) under our credit facilities with various institutions. The table below reflects the classification of certain debt repayments scheduled to be due after June 30, 2012, as payable by such date indicated below.

Twelve months ending:	Total (in thousands)
June 30, 2013	\$ 246,667
June 30, 2014	594,167
June 30, 2015	176,667
June 30, 2016	1,143,332
June 30, 2017 and thereafter	522,500
Total principal payments	2,683,333
Less: Financing fees	(40,942)
Total debt	\$ 2,642,391

## Off-balance sheet arrangements

We do not have any off-balance sheet arrangements.

## Contractual Obligations and Contingencies

The following table sets forth our contractual obligations and their maturity dates as of June 30, 2012:

Obligations (In thousands of Dollars)	Total	1st year	2nd year	3rd year	4th year	5th year and thereafter
Drillships under construction (1)	1,096,826	-	1,096,826	-	-	-
Retirement Plan Benefits (2)	2,139	91	86	124	160	1,678
Operating leases (3)	\$2,736	1,232	1,232	272	-	-
					\$	
Total	\$ 1,101,701	\$ 1,323	\$ 1,098,144	\$ 396	160	\$ 1,678

(1) Up to June 30, 2012, the Company had made an aggregate of \$726.7 million of construction and construction-related payments for the Company's three seventh generation drillships and, as of June 30, 2012, has remaining total construction and construction-related payments for these seventh generation drillships which are currently under construction of approximately \$1,097 million in aggregate.

(2) Ocean Rig has three defined benefit plans for its employees managed and funded through Norwegian life insurance companies at June 30, 2012. The pension plans covered 50 employees as of June 30, 2012. Pension liabilities and pension costs are calculated based on the actuarial cost method as determined by an independent third party actuary.

(3) Ocean Rig entered into two three year office lease agreements with an unrelated party, which commenced on September 1, 2011 and October 1, 2011. These leases include an option for an additional two- and three-year term, which must be exercised at least six months prior to the end of the term of the contracts which expire in September 2014 and October 2014, respectively. Ocean Rig also entered into a three-year office lease with a third party in Nicosia, Cyprus, which commenced on September 1, 2010 and expires in 2014. The lease agreements relating to office space are considered to be operational lease contracts.

Recent developments

- On August 7, 2012, we entered into an amortizing interest rate swap agreement for an initial notional amount of \$450 million maturing in July 2017. This agreement was entered into to hedge the Company's exposure to interest rate fluctuations by fixing the interest rate at 1.0425% from July 2013 until July 2017.
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### Significant accounting policies

A discussion of the Company's significant accounting policies can be found in the Company's Consolidated Financial Statements included in the Annual Report Form 20-F (File No. 001-35298) for the year ended December 31, 2011 filed with the Commission on March 14, 2012. There have been no material changes to these policies in the six-month period ended June 30, 2012.

### Changes in accounting policies

There have been no material changes to our accounting policies from the year ended December 31, 2011.

## FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical or present facts or conditions.

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection therewith. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words "believe," "anticipate," "intend," "estimate," "forecast," "project," "plan," "potential," "may," "should," and "expect" and similar expressions identify forward-looking statements.

The forward-looking statements in this document are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in the Company's records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that it will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors and matters discussed elsewhere in this document, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include factors related to:

- future operating or financial results;
- the offshore drilling market, including supply and demand, utilization rates, dayrates, customer drilling programs, commodity prices, effects of new rigs on the market and effects of declines in commodity prices and downturn in global economy on market outlook for our various geographical operating sectors and classes of rigs;
- hazards inherent in the drilling industry and marine operations causing personal injury or loss of life, severe damage to or destruction of property and equipment, pollution or environmental damage, claims by third parties or customers and suspension of operations;
- customer contracts, including contract backlog, contract commencements, contract terminations, contract option exercises, contract revenues, contract awards and rig mobilizations, newbuildings, upgrades, shipyard and other capital projects, including completion, delivery and commencement of operations dates, expected downtime and lost revenue;
- political and other uncertainties, including political unrest, risks of terrorist acts, war and civil disturbances, piracy, significant governmental influence over many aspects of local economies, seizure, nationalization or expropriation

of property or equipment;

- repudiation, nullification, modification or renegotiation of contracts;
  - limitations on insurance coverage, such as war risk coverage, in certain areas;
  - foreign and U.S. monetary policy and foreign currency fluctuations and devaluations;
    - the inability to repatriate income or capital;
  - complications associated with repairing and replacing equipment in remote locations;
  - import-export quotas, wage and price controls imposition of trade barriers; regulatory or financial requirements to comply with foreign bureaucratic actions;
  - changing taxation policies and other forms of government regulation and economic conditions that are beyond our control;
    - the level of expected capital expenditures and the timing and cost of completion of capital projects;
  - our ability to successfully employ our drilling units, procure or have access to financing, ability to comply with loan covenants, liquidity and adequacy of cash flow for our obligations;
  - factors affecting our results of operations and cash flow from operations, including revenues and expenses, uses of excess cash, including debt retirement, timing and proceeds of asset sales, tax matters, changes in tax laws, treaties and regulations, tax assessments and liabilities for tax issues, legal and regulatory matters, including results and effects of legal proceedings, customs and environmental matters, insurance matters, debt levels, including impacts of the financial and credit crisis;
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- the effects of accounting changes and adoption of accounting policies; and
- recruitment and retention of personnel.

We caution readers of this document not to place undue reliance on these forward-looking statements, which speak only as of their dates.

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OCEAN RIG UDW INC.  
INDEX TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

	Page
Consolidated Balance Sheets as of December 31, 2011 and June 30, 2012 (unaudited)	F-2
Unaudited Interim Condensed Consolidated Statements of Operations for the six-month periods ended June 30, 2011 and 2012	F-3
Unaudited Interim Condensed Consolidated Statements of Comprehensive Income/ (Loss) for the six-month periods ended June 30, 2011 and 2012	F-4
Unaudited Interim Condensed Consolidated Statements of Cash Flows for the six-month periods ended June 30, 2011 and 2012	F-5
Notes to Unaudited Interim Condensed Consolidated Financial Statements	F-6

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## OCEAN RIG UDW INC.

## Consolidated Balance Sheets

As of December 31, 2011 and June 30, 2012 (unaudited)

(Expressed in thousands of U.S. Dollars - except for share and per share data)

	December 31, 2011	June 30, 2012
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 250,878	\$ 191,158
Restricted cash	57,060	59,374
Trade accounts receivable, net of allowance for doubtful receivables of \$18,420 and \$18,458 at December 31, 2011 and June 30, 2012, respectively	123,223	117,133
Other current assets (Note 5)	65,248	142,964
<b>Total current assets</b>	<b>496,409</b>	<b>510,629</b>
<b>FIXED ASSETS, NET:</b>		
Advances for rigs and drillships under construction (Note 6)	754,925	780,418
Drilling rigs, machinery and equipment, net (Note 7)	4,538,838	4,479,597
<b>Total fixed assets, net</b>	<b>5,293,763</b>	<b>5,260,015</b>
<b>OTHER NON CURRENT ASSETS:</b>		
Restricted cash	125,040	113,854
Intangible assets, net	9,062	8,341
Financial instruments (Note 10)	-	138
Other other non-current assets (Note 8)	91,081	101,986
<b>Total non-current assets</b>	<b>225,183</b>	<b>224,319</b>
<b>Total assets</b>	<b>\$ 6,015,355</b>	<b>\$ 5,994,963</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Current portion of long-term debt (Note 9)	\$ 210,166	\$ 235,951
Accounts payable and other current liabilities	37,305	22,148
Due to related party	-	1,983
Accrued liabilities	104,633	125,680
Deferred revenue	34,726	89,070
Financial instruments (Note 10)	40,727	42,808
<b>Total current liabilities</b>	<b>427,557</b>	<b>517,640</b>
<b>NON CURRENT LIABILITIES</b>		
Long term debt, net of current portion (Note 9)	2,525,599	2,406,440
Financial instruments (Note 10)	52,025	42,158
Deferred revenue	9,172	59,873
Other non-current liabilities	2,546	3,246
<b>Total non-current liabilities</b>	<b>2,589,342</b>	<b>2,511,717</b>
<b>COMMITMENTS AND CONTINGENCIES (Note 14)</b>	<b>-</b>	<b>-</b>



## STOCKHOLDERS' EQUITY:

Preferred stock \$001 par value, 500,000,000 shares authorized at December 31, 2011 and June 30, 2012, nil issued and outstanding at December 31, 2011 and June 30, 2012	-	-
Common stock, \$001 par value; 1,000,000,000 shares authorized, at December 31, 2011 and June 30, 2012, 131,696,928 issued and outstanding at December 31, 2011 and June 30, 2012, respectively	1,317	1,317
Accumulated other comprehensive loss	(51,126 )	(43,964 )
Additional paid-in capital	3,469,924	3,479,055
Accumulated deficit	(421,659 )	(470,802 )
Total stockholders' equity	2,998,456	2,965,606
Total liabilities and stockholders' equity	\$ 6,015,355	\$ 5,994,963

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

## OCEAN RIG UDW INC.

## Unaudited Interim Condensed Consolidated Statements of Operations

For the six-month periods ended June 30, 2011 and 2012

(Expressed in thousands of U.S. Dollars- except for share and per share data)

	Six-months ended June 30,	
	2011	2012
<b>REVENUES:</b>		
Leasing revenue	\$ 71,357	\$ -
Service revenues and amortization of above market acquired drilling contracts	164,598	426,490
<b>Total revenue</b>	<b>235,955</b>	<b>426,490</b>
<b>EXPENSES:</b>		
Drilling rigs and drillships operating expenses	104,137	230,392
Depreciation and amortization	64,908	111,486
Loss / (Gain) on disposals	87	(43 )
General and administrative expenses	17,432	34,126
Legal settlements (Note 14)	-	6,394
<b>Operating income</b>	<b>49,391</b>	<b>44,135</b>
<b>OTHER INCOME / (EXPENSES):</b>		
Interest and finance costs (Note 15)	(22,214 )	(62,954 )
Interest income	10,394	327
Loss on interest rate swaps (Note 10)	(18,616 )	(10,940 )
Other, net	1,256	1,917
<b>Total other income/(expenses), net</b>	<b>(29,180 )</b>	<b>(71,650 )</b>
<b>INCOME/(LOSS) BEFORE INCOME TAXES</b>	<b>20,211</b>	<b>(27,515 )</b>
Income taxes (Note 13)	(9,778 )	(21,628 )
<b>NET INCOME/(LOSS)</b>	<b>\$ 10,433</b>	<b>\$ (49,143 )</b>
<b>EARNINGS/(LOSS) PER SHARE, BASIC AND DILUTED</b>	<b>\$ 0.08</b>	<b>\$ (0.37 )</b>
<b>WEIGHTED AVERAGE NUMBER OF SHARES, BASIC AND DILUTED</b>	<b>131,696,928</b>	<b>131,696,928</b>

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements



## OCEAN RIG UDW INC.

Unaudited Interim Condensed Consolidated Statements of Comprehensive Income/(Loss)

For the six-month periods ended June 30, 2011 and 2012

(Expressed in thousands of U.S. Dollars – except for share and per share data)

	Six-month period ended	
	June 30,	
	2011	2012
Net Income/(Loss)	\$10,433	\$(49,143 )
Unrealized interest swap losses	3,272	-
Realized loss on cash flow hedges associated with capitalized interest	(3,272 )	-
Reclassification of losses on previously designated cash flow hedges to Consolidated Statement of Operations	3,272	6,544
Amortization of realized loss on previously designated cash flow hedges associated with capitalized interest	207	517
Actuarial gains	140	101
Total Other Comprehensive Income	3,619	7,162
Total Comprehensive Income/(Loss)	\$14,052	\$(41,981 )

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements

## OCEAN RIG UDW INC.

## Unaudited Interim Condensed Consolidated Statements of Cash Flows

For the six-month periods ended June 30, 2011 and 2012

(Expressed in thousands of U.S. Dollars – except for share and per share data)

	Six-months ended June 30,	
	2011	2012
Net Cash Provided by Operating Activities	\$ 93,915	\$ 115,840
<b>Cash Flows from Investing Activities:</b>		
Advances for rigs and drillships under construction	(1,187,747 )	(25,493 )
Drilling rigs, equipment and other improvements	(10,009 )	(61,710 )
Decrease in restricted cash	346,919	8,872
Net Cash Used in Investing Activities	(850,837 )	(78,331 )
<b>Cash Flows from Financing Activities:</b>		
Proceeds from long term debt	1,713,456	-
Proceeds from intercompany loan	175,500	-
Principal payments and repayments of long-term debt	(829,170 )	(95,833 )
Repayment of intercompany loan	(175,500 )	-
Payment of financing costs	(31,327 )	(1,396 )
Net Cash Provided by/(Used in) Financing Activities	852,959	(97,229 )
Net increase/(decrease) in cash and cash equivalents	96,037	(59,720 )
Cash and cash equivalents at beginning of period	95,707	250,878
Cash and cash equivalents at end of period	\$ 191,744	\$ 191,158

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

OCEAN RIG UDW INC.

Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

1. Basis of Presentation and General Information:

The accompanying unaudited interim condensed consolidated financial statements include the accounts of Ocean Rig UDW Inc and its subsidiaries (collectively, the "Company," "Ocean Rig" or "Group"). Ocean Rig was formed under the laws of the Republic of the Marshall Islands on December 10, 2007, under the name Primelead Shareholders Inc. The Company is controlled by DryShips Inc. ("DryShips"), a publicly company listed on the NASDAQ exchange listed under the symbol "DRYS".

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and applicable rules and regulations from the Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, they do not include all the information and notes required by U.S. GAAP for complete financial statements. These statements and the accompanying notes should be read in conjunction with the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2011, filed with the SEC on March 14, 2012.

Certain prior period amounts have been reclassified to conform to the current year presentation including: a) the reclassification of part of deferred mobilization expenses and deferred revenue from current assets and current liabilities, respectively, to non-current assets and non-current liabilities and b) the reclassification of foreign exchange gains/losses in the Statement of operations from "General and administrative expenses" to "Other, net".

These unaudited interim condensed consolidated financial statements have been prepared on the same basis as the Company's annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the periods presented. Operating results for the six-month period ended June 30, 2012, are not necessarily indicative of the results that might be expected for the fiscal year ending December 31, 2012.

2. Significant Accounting policies and Recent Accounting Pronouncements:

A discussion of the Company's significant accounting policies can be found in the Company's consolidated financial statements included in the Annual Report on Form 20-F for the fiscal year ended December 31, 2011, filed with the SEC on March 14, 2012 (the "Consolidated Financial Statements for the year ended December 31, 2011"). There have been no material changes to these policies in the six-month period ended June 30, 2012.

3. Working capital:

At June 30, 2012, the Company's current liabilities exceeded its current assets by \$7,011. However, cash expected to be generated from operations assuming that current market drilling rates would prevail in the twelve months ending June 30, 2013 will be sufficient to cover the Company's ongoing working capital requirements.



OCEAN RIG UDW INC.

Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

4. Transactions with Related Parties:

**Global Services Agreement:** On December 1, 2010, DryShips entered into a Global Services Agreement with Cardiff Marine Inc. ("Cardiff"), effective December 21, 2010, pursuant to which the Company has engaged Cardiff to act as consultant on matters of chartering and sale and purchase transactions for the offshore drilling units operated by the Company. Under the Global Services Agreement, Cardiff, or its subcontractor, (i) provides consulting services related to identifying, sourcing, negotiating and arranging new employment for offshore assets of the Company and its subsidiaries, including the Company's drilling units; and (ii) identifies, sources, negotiates and arranges the sale or purchase of the offshore assets of the Company and its subsidiaries, including the Company's drilling units. In consideration of such services, DryShips pays Cardiff a fee of 1.0% in connection with employment arrangements and 0.75% in connection with sale and purchase activities. For the six-month periods ended June 30, 2012 and 2011, the Company incurred costs of \$2,815 and \$5,694, respectively, as fees related to the Global Services Agreement, of which \$2,815 and \$801, respectively, were related to employment arrangements and \$0 and \$4,893 were related to sale and purchase activities. The Company does not pay for services provided in accordance with this agreement since equal equity contributions are made by its parent company DryShips. Costs from the Global Services Agreement are expensed in the accompanying unaudited interim condensed consolidated statements of operations or capitalized as a component of "Advances for rigs and drillships under construction", as applicable and as a shareholders contribution to capital.

**Vivid Finance Limited:** Under the consultancy agreement effective from September 1, 2010, between DryShips and Vivid Finance Limited ("Vivid"), a related party entity incorporated in Cyprus, Vivid provides the Company and its parent, DryShips, with financing-related services such as (i) negotiating and arranging new loans and credit facilities, interest rate swap agreements, foreign currency contracts and forward exchange contracts; (ii) renegotiating existing loan facilities and other debt instruments; and (iii) the raising of equity or debt in the capital markets. In exchange for its services, Vivid is entitled to a fee equal to 0.20% on the total transaction amount. The consultancy agreement has a term of five years and may be terminated (i) at the end of its term unless extended by mutual agreement of the parties; (ii) at any time by the mutual agreement of the parties; and (iii) by DryShips after providing written notice to Vivid at least 30 days prior to the actual termination date. The Company does not pay for services provided in accordance with this agreement; DryShips pays for the services. Accordingly, these expenses are recorded in the accompanying unaudited interim condensed consolidated statements of operations and as a shareholders contribution to capital. For the six-month periods ended June 30, 2012 and 2011, total charges from Vivid were \$5,802 and \$4,240, respectively and were recorded in the accompanying unaudited interim condensed statements of operations and as a shareholders' contribution to capital.

**Intercompany loan:** In March and April 2011, the Company borrowed an amount of \$175,500, interest free, from DryShips for capital expenditures and general corporate purposes. On April 20, 2011, the loan was repaid.

**George Economou:** In April 2012, companies affiliated with the Company's Chairman and Chief Executive Officer, George Economou, purchased a total of 2,185,000 common shares of the Company in the public offering of the Company's common shares by DryShips that was completed on April 17, 2012.

**Basset Holdings Inc.:** Under the Consultancy Agreement effective from June 1, 2012, between the Company and Basset Holdings Inc. ("Basset"), a related party entity incorporated in the Republic of Marshall Islands, Basset provides consultancy services relating to the services of Antony Kandylidis in his capacity as Executive Vice-



President of the Company. The annual remuneration to be awarded to Basset under the consultancy agreement is Euro 0.9 million (\$1.1 million based on the exchange rate as of June 30, 2012). For the six month period ended June 30, 2012, the Company incurred costs of \$1,983 (including sign on bonus of Euro 1.5 million (\$1.9 million based on the exchange rate as of June 30, 2012) related to this agreement.

F-7

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## OCEAN RIG UDW INC.

## Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

## 5. Other Current assets:

The amount of other current assets shown in the accompanying consolidated balance sheets is analyzed as follows:

	December 31, 2011	June 30, 2012
Inventories	\$ 10,706	\$ 5,223
Deferred mobilization expenses	38,052	54,941
Prepayments and advances	11,521	12,643
Loss of hire proceeds (Note 14)	-	24,640
Refundable import taxes	-	37,484
Other	4,969	8,033
Balance at end of year/period	\$ 65,248	\$ 142,964

## 6. Advances for Rigs and Drillships under Construction:

The amounts shown in the accompanying consolidated balance sheets include milestone payments relating to the shipbuilding contracts with the shipyards, supervision costs and any material related expenses incurred during the construction periods, all of which are capitalized in accordance with the accounting policy discussed in Note 2 of the Consolidated Financial Statements for the year ended December 31, 2011.

The amounts in the accompanying consolidated balance sheets are analyzed as follows:

Balance, December 31, 2011	\$754,925
Advances for drillships under construction and related costs	25,493
Balance, June 30, 2012	\$780,418

## 7. Drilling rigs, machinery and equipment, net:

The amounts in the accompanying consolidated balance sheets are analyzed as follows:

	Cost	Accumulated Depreciation	Net Book Value
Balance at December 31, 2011	\$ 4,889,606	(350,768 )	\$ 4,538,838
Additions	51,010	-	51,010
Disposal	(3 )	-	(3 )
Depreciation	-	(110,248 )	(110,248 )
Balance at June 30, 2012	\$ 4,940,613	(461,016 )	\$ 4,479,597

As of June 30, 2012, all of the Company's drilling rigs and drillships have been pledged as collateral to secure the bank loans (Note 9).

F-8

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## OCEAN RIG UDW INC.

## Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

## 8. Other non-current assets:

The amounts included in the accompanying consolidated balance sheets are as follows:

	December 31, 2011	June 30, 2012
Security deposits for derivatives	\$ 33,100	\$ -
Option for construction of drillships	24,756	24,756
Deferred mobilization expenses	24,176	59,496
Other	9,049	17,734
Balance at end of year/period	\$ 91,081	\$ 101,986

As of December 31, 2011, security deposits of \$33,100 for the Ocean Rig Poseidon and Ocean Rig Mykonos, were recorded as "Other non-current assets" in the accompanying consolidated balance sheets. These deposits were required by the counterparty due to the market loss in the swap agreements as of December 31, 2011. Following the commencement of operations of the Ocean Rig Mykonos, these deposits were no longer required.

On November 22, 2010, DryShips, entered into an option contract with Samsung Heavy Industries Co., Ltd ("Samsung") for the construction of up to four additional ultra-deepwater drillships, which will be "sister-ships" to the Ocean Rig Corcovado, Ocean Rig Olympia, Ocean Rig Poseidon and Ocean Rig Mykonos, with certain upgrades to vessels design and specifications. The option agreement was novated by DryShips to the Company on December 30, 2010. On May 16, 2011, the Company entered into an addendum to the option agreement for the construction of up to two additional drillships, with the same contract terms, conditions and specifications as the four optional drillships under the original agreement and extended the date to exercise the fourth option under the original agreement and the two additional options under the addendum from November 22, 2011 to January 31, 2012.

The Company has exercised three of the six options under the contract and as a result, has entered into shipbuilding contracts for three seventh generation, ultra-deepwater drillships with deliveries scheduled in July 2013, October 2013 and November 2013, respectively.

In 2012, Ocean Rig entered into addenda to the option contract with Samsung to further extend the date by which Ocean Rig must exercise its three remaining options under the contract to October 4, 2012. Drillship deliveries are at the reasonable discretion of Samsung, declaring the earliest available date based on Samsung's construction schedule.

## 9. Long-term Debt:

The amount of long-term debt shown in the accompanying consolidated balance sheets is analyzed as follows:

	December 31, 2011	June 30, 2012
Term loans/Credit facilities	\$ 2,279,167	\$ 2,183,333
Senior Notes	500,000	500,000
Less: Deferred financing costs	(43,402 )	(40,942 )
Total debt	2,735,765	2,642,391

Less: Current portion	(210,166 )	(235,951 )
Long-term portion	\$ 2,525,599	\$ 2,406,440

Senior Notes

On April 27, 2011, the Company issued \$500,000 aggregate principal amount of its 9.5% senior unsecured notes due 2016 (the "Senior Notes") offered in a private placement, resulting in net proceeds of approximately \$487,500. The Senior Notes are unsecured obligations and rank senior in right of payment to any future subordinated indebtedness and equally in right of payment to all of the Company's existing and future unsecured senior indebtedness.

F-9

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OCEAN RIG UDW INC.

Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

9. Long-term Debt-continued:

The Senior Notes are not guaranteed by any of the Company's subsidiaries. The Company may redeem some or all of the notes as follows: (i) at any time and from time to time from April 27, 2014 to April 26, 2015, at a redemption price equal to 104.5% of the aggregate principal amount, plus accrued and unpaid interest to the date of redemption; or (ii) at any time and from time to time from April 27, 2015, at a redemption price equal to 102.5% of the aggregate principal amount, plus accrued and unpaid interest to the date of redemption. Upon a change of control, which occurs if 50% or more of the Company's shares are acquired by any person or group other than DryShips or its affiliates, the noteholders will have an option to require the Company to purchase all outstanding notes at a redemption price of 100% of the principal amount thereof plus accrued and unpaid interest to the date of purchase.

The total interest expense and debt amortization cost related to the notes in the Company's unaudited interim condensed consolidated statements of operations for the six months periods ended June 30, 2012 and 2011, was \$24,595 and \$8,312, respectively. The contractual semi-annual coupon interest rate is 9.5% on the Senior Notes.

Term bank loans/ Credit facilities

On May 9, 2012, the Company signed an amendment under its \$800,000 secured term loan agreement with Nordea Finland Plc. to, among other things, terminate the guarantee by DryShips and remove the related covenants and cross-acceleration provisions relating to DryShips's indebtedness for its drybulk carrier and tanker fleet and the Company's indebtedness under its other credit facilities. As a result of the amendment, a default by DryShips under one of its loan agreements for its drybulk carrier and tanker fleet or a default by the Company under one of its other credit facilities and the acceleration of the related debt will no longer result in a cross-default under the Company's \$800,000 secured term loan agreement that would provide the Company's lenders with the right to accelerate the outstanding debt under the loan agreement. In addition, under the terms of the loan agreement, as amended, (i) the Company is permitted to buy back its own common shares; (ii) Drillships Holdings Inc. is able to pay dividends to Ocean Rig UDW Inc. as its shareholder; and (iii) the Company is permitted to pay dividends, make distributions and effect redemptions or returns of share capital in an amount of up to 50% of net income, provided it maintains minimum liquidity in an aggregate amount of not less than \$200,000 in cash and cash equivalents and restricted cash and provide evidence to the lenders through cash flow forecasts that Ocean Rig will maintain such level for the next 12 months following the date of the dividend, distribution or redemption or return of share capital. The amendment also provides for a reduction in the amount of minimum free cash required to be maintained by Drillships Holdings Inc. from \$75,000 to \$50,000. Under the original agreement, the Company is also required to maintain minimum free cash of \$100,000.

On May 14, 2012, the Company signed amendments to its two \$495,000 credit facilities with Deutsche Bank Luxembourg SA as agent (the "Deutsche Bank Credit Facilities") to, among other things, remove the payment guarantee of DryShips, subject to reinstatement as discussed below and remove the financial covenants for DryShips and the cross-default provision relating to DryShips' outstanding indebtedness for its drybulk carrier and tanker fleet. As a result of the amendments, a default by DryShips under one of its loan agreements for its drybulk carrier and tanker fleet will no longer result in a cross-default under the Deutsche Bank Credit Facilities that would provide the lenders thereunder with the right to accelerate the Company's outstanding debt. In addition, the amendments removed the automatic prepayment mechanism under the facilities. The Company is also required to increase its debt service reserve account by \$57,000 beginning September 2014. Furthermore, under the amended Deutsche Bank Credit

Facilities, the Company is permitted to pay dividends, make distributions and effect redemptions or returns of share capital in an amount of up to 50% of net income, provided it maintains minimum liquidity in an aggregate amount of not less than \$200,000 in cash and cash equivalents and restricted cash and provides evidence to the lenders through cash flow forecasts that it will maintain such level for the next 12 months following the date of the dividend, distribution or redemption or return of share capital. Under the terms of the amended Deutsche Bank Credit Facilities, in the event of a breach by the Company of the financial covenants contained in the guarantees, the unconditional and irrevocable payment guarantees of DryShips will be reinstated; pursuant to which DryShips will be obligated to pay, upon demand by the lenders, any amount outstanding under the loans upon a failure by the Company to pay such amount. In addition, DryShips will be required to indemnify the lenders in respect of any losses they incur in respect of any amounts due under the loans that are not recoverable from DryShips under the guarantees and that the Company fails to pay. The amount payable by DryShips under the guarantees will be limited to \$214,000 with respect to the facility for the Ocean Rig Poseidon and \$225,000 with respect to the facility for the Ocean Rig Mykonos, in each case plus any other amounts that become payable in connection with the payment of such amount. The guarantees do not include any financial covenants applicable to DryShips or cross-default provisions in relation to DryShips' indebtedness for its drybulk carrier and tanker fleet.

## OCEAN RIG UDW INC.

## Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

## 9. Long-term Debt-continued:

On May 18, 2012, the Company signed an amendment under its \$1,040,000 credit facility with DNB Bank ASA as agent, to amend the facility to among other things, remove the cross-acceleration clause relating to DryShips' indebtedness for its drybulk carrier and tanker fleet. As a result of the amendment, a default by DryShips under one of its loan agreements for its drybulk carrier and tanker fleet and the acceleration of the related debt will not result in a cross-default under the \$1,040,000 credit facility that would provide the lenders with the right to accelerate the outstanding debt under the facility. Under the terms of the facility, as amended, the cross acceleration relating to the DryShips' outstanding indebtedness for its drybulk carrier and tanker fleet. is replaced with a cross acceleration relating to the outstanding indebtedness of Ocean Rig UDW Inc., which now provides a guarantee under the facility. Furthermore, under the amended credit facility, Drill Rigs Holdings Inc. is restricted from paying or declaring a dividend without the prior written consent of the lenders if the employment contract for the Leiv Eiriksson with the consortium coordinated by Rig Management Norway has expired or been terminated, cancelled or rescinded until it has been replaced to the satisfaction of the majority of the lenders.

The Company's weighted average interest rates for the six-month periods ended June 30, 2011 and 2012, were 4.73% and 4.62%, respectively.

The Company's outstanding bank loans are secured by first priority mortgages over the Company's drilling units, corporate guarantees, and first assignments of all freights, earnings, insurances and requisition compensation. The loans contain covenants including restrictions, without the bank's prior consent, as to the payment of dividends, changes in management and ownership of the drilling units, additional indebtedness and mortgaging of drilling units and change in the general nature of the Company's business.

As of June 30, 2012, the Company was in compliance with the financial covenants contained in its credit facilities.

Total interest cost and amortization of debt issuance costs incurred on long-term debt (including the Senior Notes discussed above) for the six-month periods ended June 30, 2011 and 2012, amounted to \$48,269 and \$80,747, respectively, of which \$30,939 and \$19,614, respectively, were capitalized as part of the cost of the drillships under construction. Total interest incurred and amortization of debt issuance cost on long-term debt, net of capitalized interest, are included in "Interest and finance costs" in the accompanying unaudited interim condensed consolidated statement of operations.

The annual principal payments required to be made after June 30, 2012, including balloon payments, totaling \$2,683,333 due through December 2020, are as follows:

June 30, 2013	\$246,667
June 30, 2014	594,167
June 30, 2015	176,667
June 30, 2016	1,143,332
June 30, 2017 and thereafter	522,500
Total principal payments	2,683,333
Less: Financing fees	(40,942 )
Total debt	\$2,642,391



F-11

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## OCEAN RIG UDW INC.

## Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

## 10. Financial Instruments and Fair Value Measurements:

All derivatives are carried at fair value on the accompanying consolidated balance sheets at each period end.

As of June 30, 2012 the Company had outstanding nine interest rate swap and cap and floor agreements, with a notional amount of \$1.6 billion maturing from September 2013 through November 2017.

Tabular disclosure of financial instruments is as follows:

## Fair Values of Derivative Instruments in the Statement of Financial Position:

Derivatives not designated as hedging instruments	Balance Sheet Location	December 31, 2011 Fair value	June 30, 2012 Fair value
Interest rate swaps	Financial Instruments Non-current assets	\$ -	\$ 138
Interest rate swaps	Financial Instruments current liabilities	(40,727 )	(42,808 )
Interest rate swaps	Financial Instruments non-current liabilities	(52,025 )	(42,158 )
Total derivatives		\$ (92,752 )	\$ (84,828 )

During the six-month periods ended June 30, 2011 and 2012, the losses transferred from accumulated other comprehensive loss to the statement of operations were \$3,479 and \$7,061, respectively. The estimated net amount of existing losses at June 30, 2012, that will be reclassified into earnings within the next twelve months relating to previously designated cash flow hedges is \$14,122.

The effects of derivative instruments not designated or qualifying as hedging instruments on the unaudited interim condensed consolidated statements of operations is as follows:

Derivatives not designated as hedging instruments	Location of Gain or (Loss) Recognized	Amount of Gain/(Loss) Six-month period ended June 30, 2011	Six-month period ended June 30, 2012
Foreign currency forward contracts	Other, net	\$ (446 )	\$ -
Interest rate swaps	Loss on interest rate swaps, net	(18,616 )	(10,940 )
Total		\$ (19,062 )	\$ (10,940 )

ASC 815, 'Derivatives and Hedging' requires companies to recognize all derivatives instruments as either assets or liabilities at fair value in the balance sheet. Effective January 1, 2011, the Company removed the designation of the cash flow hedges and discontinued hedge accounting for the associated interest rate swaps.

Changes in the fair value of derivative instruments that have not been designated as hedging instruments are reported in the accompanying unaudited interim condensed consolidated statement of operations.

The Company enters into interest rate swap transactions to manage interest costs and risk associated with changing interest rates with respect to its variable interest rate loans and credit facilities.

The carrying amounts of cash and cash equivalents, restricted cash, trade accounts receivable and accounts payable reported in the accompanying consolidated balance sheets approximate their respective fair values because of the short term nature of these accounts. The carrying value approximates the fair market value for the floating rate loans. The fair value of the interest rate swaps was determined using a discounted cash flow method based on market-based LIBOR swap yield curves, taking into account current interest rates and the creditworthiness of both the financial instrument counterparty and the Company.

F-12

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## OCEAN RIG UDW INC.

## Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

## 10. Financial Instruments and Fair Value Measurements-(continued):

The Senior Notes have a fixed rate and their estimated fair values are determined through Level 2 inputs of the fair value hierarchy (quoted price in the over-the counter-market). The fair value of the outstanding balance of the Deutsche Bank credit facilities which have a fixed rate, is estimated through Level 2 inputs of the fair value hierarchy by discounting future cash flows using rates currently available for debt with similar terms, credit risk and remaining maturities. The estimated fair value of the above Senior Notes and loans at June 30, 2012, is approximately \$485,000 and \$542,650, respectively compared to a carrying value net of finance fees of \$490,677 and \$477,688, respectively.

The guidance for fair value measurements applies to all assets and liabilities that are being measured and reported on a fair value basis. This guidance enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The statement requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

The following table summarizes the valuation of assets and liabilities measured at fair value on a recurring basis as of the valuation date.

	June 30, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Recurring measurements:				
Interest rate swaps- net liability position	\$ (84,828 )	-	\$ (84,828 )	-
<b>Total</b>	<b>\$ (84,828 )</b>	<b>-</b>	<b>\$ (84,828 )</b>	<b>-</b>

## 11. Shareholders' equity

## Restricted stock awards

On February 14, 2012, the Company's Compensation Committee approved the grant of 112,950 shares of non-vested common stock to officers and key employees as a bonus for their services rendered during 2011. The shares vest over a period of three years, one third on each of December 31, 2012, 2013 and 2014. The stock-based compensation is being recognized to expenses over the vesting period and based on the fair value of the shares on the grant date of \$16.50 per share.

On March 21, 2012, the Company's Board of Directors approved the 2012 Equity Incentive Plan (the "Plan") and reserved a total of 2,000,000 shares. Under the Plan, officers, key employees, and directors are eligible to receive awards of stock options, stock appreciation rights, restricted stock, restricted stock units, phantom stock units and unrestricted stock.

On May 15, 2012, Ocean Rig's Compensation Committee approved the grant of 4,500 shares of non-vested common stock to an officer as an additional bonus for his services rendered during 2011. The shares vest over a period of three years, one third on each of December 31, 2012, 2013 and 2014. At the same date, Ocean Rig's Compensation Committee also approved the grant of 28,200 shares of non-vested common stock to new recruited employees as a sign-up stock bonus. The stock-based compensation is being recognized to expenses over the vesting period and based on the fair value of the Ocean Rig shares on the grant date of \$15.92 per share.

As of June 30, 2012, none of these shares have vested, while 3,000 shares were forfeited due to a resignation.

F-13

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## OCEAN RIG UDW INC.

## Notes to unaudited Interim Condensed Consolidated Financial Statements

June 30, 2012

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

## 11. Shareholders' equity-(continued):

The movement during the six-month period ended June 30, 2012, is presented below.

	Number of non vested shares	Weighted average grant date fair value per non vested shares
Balance as at January 1, 2012	-	\$ -
Granted	145,650	16.37
Forfeited	(3,000 )	16.50
Balance as at June 30, 2012	142,650	\$ 16.37

As of June 30, 2012, there was \$1,821 of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted by the Company. That cost is expected to be recognized over a period of three years. The amount of \$514 represents the stock based compensation expense for the period and is recorded in "General and administrative expenses", in the accompanying unaudited interim condensed consolidated statements of operations for the six-month period ended June 30, 2012.

## 12. Accumulated other comprehensive loss:

The amounts in the accompanying balance sheets are analyzed as follows:

	December 31, 2011	June 30, 2012
Cash flows hedges unrealized loss	\$ (22,904 )	\$ (16,360 )
Cash flows hedges realized loss	(30,326 )	(29,809 )
Actuarial pension gain	2,104	2,205