

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information						
1a Name of plan HAWAIIAN TELCOM HOURLY EMPLOYEES PENSION PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 05/02/2005</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 05/02/2005			
1b Three-digit plan number (PN) ▶	001						
1c Effective date of plan 05/02/2005							
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) HAWAIIAN TELCOM COMMUNICATIONS, INC. 1177 BISHOP STREET HONOLULU, HI 96813	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2">2b Employer Identification Number (EIN) 16-1710376</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 808-546-4545</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 517000</td> </tr> </table>	2b Employer Identification Number (EIN) 16-1710376		2c Sponsor's telephone number 808-546-4545		2d Business code (see instructions) 517000	
2b Employer Identification Number (EIN) 16-1710376							
2c Sponsor's telephone number 808-546-4545							
2d Business code (see instructions) 517000							

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2014	JOHN KOMEIJI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	963
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	640
b Retired or separated participants receiving benefits		6b	190
c Other retired or separated participants entitled to future benefits		6c	129
d Subtotal. Add lines 6a , 6b , and 6c		6d	959
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	2
f Total. Add lines 6d and 6e		6f	961
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1I			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>HAWAIIAN TELCOM HOURLY EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HAWAIIAN TELCOM COMMUNICATIONS, INC.</u>	D Employer Identification Number (EIN) <u>16-1710376</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>162114757</u>
b Actuarial value	2b <u>157926268</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>157</u> <u>34179837</u>
b For terminated vested participants.....	3b <u>129</u> <u>8235224</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>11734633</u>
(2) Vested benefits	3c(2) <u>140733654</u>
(3) Total active.....	3c(3) <u>677</u> <u>152468287</u>
d Total.....	3d <u>963</u> <u>194883348</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.47</u> %
6 Target normal cost	6 <u>500000</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/26/2014</u>
	Signature of actuary	Date
<u>LEONARD E SMOTHERMON</u>	Type or print name of actuary	<u>14-04893</u>
		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	Firm name	<u>808-535-0500</u>
		Telephone number (including area code)
<u>737 BISHOP STREET, SUITE 2700</u> <u>HONOLULU, HI 96813</u>	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>14.04</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		479
b Interest on (a) using prior year's effective interest rate of <u>6.83</u> % except as otherwise provided (see instructions)		32
c Total available at beginning of current plan year to add to prefunding balance		511
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	81.03 %
15 Adjusted funding target attainment percentage	15	79.49 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	79.66 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	2417822				
07/15/2013	2417822				
10/15/2013	2188034				
01/15/2014	2341226				
07/15/2014	906614				
09/15/2014	908746				
Totals ►			18(b)	11180264	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	10627802

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 58
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	500000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	36957080	9304569	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	9804569	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	9804569	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	10627802	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	823233	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan HAWAIIAN TELCOM HOURLY EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ► 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HAWAIIAN TELCOM COMMUNICATIONS, INC.	D Employer Identification Number (EIN) 16-1710376

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: HAWAIIAN TELCOM MASTER RET. TRUST

b Name of sponsor of entity listed in (a): HAWAIIAN TELCOM COMMUNICATIONS, INC

c EIN-PN 20-3108031-001	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 180450342
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan HAWAIIAN TELCOM HOURLY EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HAWAIIAN TELCOM COMMUNICATIONS, INC.	D Employer Identification Number (EIN) 16-1710376

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3637389	4156586
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	158496752	180450342
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	162134141	184606928

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	67924	62319
k Total liabilities (add all amounts in lines 1g through 1j)	1k	67924	62319

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	162066217	184544609
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	11180264	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11180264

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		28111180
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		39291444

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16813052	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		16813052
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		16813052

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		22478392
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **KMH LLP**

(2) EIN: **42-1539623**

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HAWAIIAN TELCOM HOURLY EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HAWAIIAN TELCOM COMMUNICATIONS, INC.</u>	D Employer Identification Number (EIN) <u>16-1710376</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-3046063</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

**Hawaiian Telcom Hourly Employees Pension Plan
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A Hawaii Limited Liability Partnership

Independent Auditor's Report

To the Administrative Committee of the
Hawaiian Telcom Hourly Employees Pension Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Hawaiian Telcom Hourly Employees Pension Plan (the Plan), which comprise the statements of net assets available for benefits and of accumulated plan benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits and of changes in accumulated plan benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

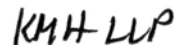
As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified or provided by Northern Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

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

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

Handwritten signature of KMH LLP in black ink.

KMH LLP

Honolulu, Hawaii
October 3, 2014

Hawaiian Telcom Hourly Employees Pension Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Assets		
Plan interest in the Hawaiian Telcom Master Retirement Trust	\$ 180,450,342	\$ 158,496,752
Employer contribution receivable	<u>4,156,586</u>	<u>3,637,389</u>
Total assets	<u>184,606,928</u>	<u>162,134,141</u>
Liabilities		
Accounts payable	<u>62,319</u>	<u>67,924</u>
Total liabilities	<u>62,319</u>	<u>67,924</u>
Net assets available for benefits	<u><u>\$ 184,544,609</u></u>	<u><u>\$ 162,066,217</u></u>

The accompanying notes are an integral part of the financial statements.

Hawaiian Telcom Hourly Employees Pension Plan
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Additions		
Employer contribution	\$ 11,180,264	\$ 10,165,509
Investment income -- net appreciation in fair value of investments from Hawaiian Telcom Master Retirement Trust	<u>29,132,857</u>	<u>20,030,619</u>
Total	<u>40,313,121</u>	<u>30,196,128</u>
Deductions		
Benefits paid to participants	16,813,052	10,850,302
Administrative expenses	<u>1,021,677</u>	<u>1,002,225</u>
Total	<u>17,834,729</u>	<u>11,852,527</u>
Net increase in net assets available for benefits	22,478,392	18,343,601
Net assets available for benefits:		
Beginning of year	<u>162,066,217</u>	<u>143,722,616</u>
End of year	<u><u>\$ 184,544,609</u></u>	<u><u>\$ 162,066,217</u></u>

The accompanying notes are an integral part of the financial statements.

Hawaiian Telcom Hourly Employees Pension Plan
Statements of Accumulated Plan Benefits
December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 38,363,353	\$ 30,921,971
Other participants	<u>128,682,530</u>	<u>140,887,795</u>
	167,045,883	171,809,766
Nonvested benefits	<u>9,279,627</u>	<u>10,498,358</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 176,325,510</u></u>	<u><u>\$ 182,308,124</u></u>

The accompanying notes are an integral part of the financial statements.

Hawaiian Telcom Hourly Employees Pension Plan
Statements of Changes in Accumulated Plan Benefits
For the Years Ended December 31, 2013 and 2012

	<u>2013</u>	<u>2012</u>
Actuarial present value of accumulated plan benefits at beginning of year	<u>\$ 182,308,124</u>	<u>\$ 165,454,625</u>
Increase (decrease) during the period attributable to:		
Benefits accumulated	-	955,147
Increase for interest due to the decrease in the discount period	13,477,374	12,476,308
Actuarial (gain)/loss	(7,266,873)	14,272,346
Assumption modification	4,619,937	-
Benefits paid	<u>(16,813,052)</u>	<u>(10,850,302)</u>
Net (decrease) increase	<u>(5,982,614)</u>	<u>16,853,499</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 176,325,510</u></u>	<u><u>\$ 182,308,124</u></u>

The accompanying notes are an integral part of the financial statements.

Hawaiian Telcom Hourly Employees Pension Plan
Notes to Financial Statements
For the Years Ended December 31, 2013 and 2012

1. Description of Plan

The Hawaiian Telcom Hourly Employees Pension Plan (the "Plan") is a defined benefit pension plan covering regular hourly union employees of Hawaiian Telcom Holdco, Inc. and subsidiaries (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The following brief description of the Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

The Company amended its union pension plan on January 24, 2012 to freeze benefits effective March 1, 2012.

Pension Benefits

Employees at the later of age 65 or five years of service are entitled to pension benefits equal to 1.65% of their final five-year average annual compensation for each year of service. The Plan permits early retirement with 15 or more years of service or after age 60. If employees terminate before five years of service, they forfeit the right to receive the portion of their accumulated plan benefits attributable to Company contributions. Employees may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination or they may elect to receive their benefits as a life annuity payable monthly.

The Pension Protection Act of 2006 prohibits companies in certain circumstances from accelerating pension benefits if their pension plan is not fully funded. Based on the funding level of the Plan during 2013 and 2012, lump sum payments were limited to 50% of the participant's accrued benefit.

Death Benefits

If the employee has one year of service and dies while an eligible employee, a death benefit equal to 50% of the employee's salary for the last full year of service will be paid. If the death is as a result of an accident on the job, the death benefit amounts to two times the employee's salary for the last full year of service. In addition, a death benefit equal to the value of the employee's accumulated pension benefits, as defined in the Plan agreement, is paid to the employee's beneficiary.

Disability Benefits

Active employees who become totally disabled receive a benefit of 1.25% of average final salary for each year of service, less any amount received by the employee under workers' compensation. If the annual retirement benefit using this formula is 25% or less of the employee's final average salary, then the disability retirement benefit is 1.25% of average final salary for each year of service as if service were to continue to age 60, less any amount received by the employee as workers' compensation. If an employee becomes disabled and eligible for disability retirement as the direct result of an accident that occurred while performing their job with the Company, the annual disability retirement benefit is 66-2/3% of average final salary minus any amount paid by workers' compensation.

Administrative Expenses

Administrative expenses of the Plan are paid by the Plan as provided in the Plan document.

**Hawaiian Telcom Hourly Employees Pension Plan
Notes to Financial Statements
For the Years Ended December 31, 2013 and 2012**

2. Summary of Significant Accounting Policies

The following are the significant accounting policies followed by the Plan:

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan utilizes various investment securities including U.S. government securities, corporate debt instruments, mutual funds, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Master Trust Arrangement

The assets of the Plan have been commingled with the assets of the Hawaiian Telcom Management Pension Plan (collectively referred to as the "Plans") in the Hawaiian Telcom Master Retirement Trust (the "Master Trust") for investment and administrative purposes. The Plans do not own specific Master Trust assets but rather maintain an undivided beneficial interest in such assets. Each plan's interest in the Master Trust is credited or charged for contributions, transfers and distributions. Although assets of both plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. Investment income is allocated to the Plans based on each plan's beneficial interest in the net assets of the Master Trust.

Master Trust Investment Valuation and Income Recognition

The Plan's investment in the Master Trust is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. The underlying investments include common stocks, equity funds and fixed income funds which are generally valued based on quoted market prices. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Accumulated Plan Benefits

Accumulated plan benefits are those future benefit payments attributable under the Plan's provisions for service that employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. The actuarial present

**Hawaiian Telcom Hourly Employees Pension Plan
Notes to Financial Statements
For the Years Ended December 31, 2013 and 2012**

value of accumulated plan benefits has been determined by an independent actuary and is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the benefit information date and the expected payment dates. The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective.

The significant actuarial assumptions used in determining accumulated plan benefits as of December 31, 2013 and 2012 are as follows:

Investment return: 7.25% and 7.75% at December 31, 2013 and 2012, respectively

Mortality: IRS PPA Static Mortality

Retirement: The rates at which participants retire range by age and years of service from a probability at age 30 at 0.0160 to age 70 at 1.0000.

The actuarial assumption as to the percentage of retirees selecting lump-sum benefits at retirement is 95%.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Subsequent Events

The Plan evaluated and gave recognition, if appropriate, to subsequent events which occurred after the financial statement date of December 31, 2013 through October 3, 2014, the date on which the financial statements were available to be issued.

3. Funding Policy

The Company's funding policy is to contribute funds to the trust for the Plan as necessary to provide for current service and for any unfunded projected benefit obligation over a reasonable period of time. To the extent that these requirements are covered by assets in the trust, the Company may elect not to make any contribution in a particular year. Company contributions amounted to \$11,180,264 and \$10,165,509 for the plan years ended December 31, 2013 and 2012, respectively. The Plan met the minimum funding requirements of ERISA as of December 31, 2013 and 2012.

4. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions set forth in ERISA.

Benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC"). In the event that the Plan terminates, the net assets of the Plan shall be allocated among the participants and beneficiaries in accordance with the priorities mandated by ERISA. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of

Hawaiian Telcom Hourly Employees Pension Plan
Notes to Financial Statements
For the Years Ended December 31, 2013 and 2012

benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

5. Master Trust Financial Information

At both December 31, 2013 and 2012, the Plan's interest in the net assets of the Master Trust was approximately 96%. The investments in the Master Trust as of December 31, 2013 and 2012 were as follows (investments that exceeded 5% of the Plan's net assets at December 31, 2013 and 2012 are separately identified in this schedule).

	2013		2012	
	Fair Value	Cost	Fair Value	Cost
Investments at fair value:				
Equity funds:				
Blackrock Europe, Australia and Far East Equity Index Fund	\$ 23,556,786	\$ 15,871,569	\$ 20,810,911	\$ 17,253,133
Blackrock Equity Index Fund A	76,922,964	41,707,795	63,696,052	45,320,574
Common stocks	18,636,078	14,716,550	16,418,849	14,486,705
Fixed income funds:				
Western Asset US Core Plus LLC	60,354,233	44,496,589	54,704,648	38,207,823
Blackrock Global Investors US Treasury Inflation-Protected Securities	7,888,244	6,032,188	8,291,577	5,720,864
Short term investment funds	1,007,832	1,007,832	437,406	437,406
Total investments	188,366,137	123,832,523	164,359,443	121,426,505
Accrued income	20,277	20,277	12,373	12,373
Total assets	<u>\$ 188,386,414</u>	<u>\$ 123,852,800</u>	<u>\$ 164,371,816</u>	<u>\$ 121,438,878</u>
Plan's interest in the Master Trust	<u>\$ 180,450,342</u>	<u>\$ 117,967,078</u>	<u>\$ 158,496,752</u>	<u>\$ 116,604,749</u>

The investment activity for the Master Trust for the years ended December 31, 2013 and 2012 is as follows.

	2013	2012
Net appreciation (depreciation) in fair value of investments:		
Equity funds	\$ 24,683,783	\$ 12,081,958
Common stocks	5,808,762	2,722,685
Fixed income funds	(968,653)	5,562,967
	29,523,892	20,367,610
Interest income	754,224	324,836
Investment income of Hawaiian Telcom Master Retirement Trust	<u>\$ 30,278,116</u>	<u>\$ 20,692,446</u>
Plan's interest in the net investment income from the Master Trust	<u>\$ 29,132,857</u>	<u>\$ 20,030,619</u>

Hawaiian Telcom Hourly Employees Pension Plan
Notes to Financial Statements
For the Years Ended December 31, 2013 and 2012

Fair Value Measurements

In accordance with accounting standards for fair value measurements, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. There were no Level 3 investments as of December 31, 2013 and 2012. The following table sets forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value on a recurring basis.

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Total
December 31, 2013			
Common stocks, domestic large cap			
Industrial diversified	\$ 8,903,285	\$ -	\$ 8,903,285
Consumer diversified	5,905,193	-	5,905,193
Financial diversified	3,827,600	-	3,827,600
	<u>18,636,078</u>	<u>-</u>	<u>18,636,078</u>
Equity funds - large cap index	-	100,479,750	100,479,750
Fixed income funds - diversified bond	-	68,242,477	68,242,477
Short term investment funds	-	1,007,832	1,007,832
	<u>\$ 18,636,078</u>	<u>\$ 169,730,059</u>	<u>\$ 188,366,137</u>
December 31, 2012			
Common stocks, domestic large cap			
Industrial diversified	\$ 7,921,555	\$ -	\$ 7,921,555
Consumer diversified	5,094,318	-	5,094,318
Financial diversified	3,402,976	-	3,402,976
	<u>16,418,849</u>	<u>-</u>	<u>16,418,849</u>
Equity funds - large cap index	-	84,506,963	84,506,963
Fixed income funds - diversified bond	-	62,996,225	62,996,225
Short term investment funds	-	437,406	437,406
	<u>\$ 16,418,849</u>	<u>\$ 147,940,594</u>	<u>\$ 164,359,443</u>

Hawaiian Telcom Hourly Employees Pension Plan
Notes to Financial Statements
For the Years Ended December 31, 2013 and 2012

6. Information Certified by the Plan's Trustee (Unaudited)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information as of December 31, 2013 and 2012 and for the years ended December 31, 2013 and 2012, certified by Northern Trust Company as complete and accurate.

	2013	2012
Plan interest in Master Trust (and related Master Trust investment portfolio)	\$ 180,450,342	\$ 158,496,752
Interest in Master Trust net investment income (and related Master Trust investment activity)	\$ 29,132,857	\$ 20,030,619
Note 5 -- all investment balances and investment information excluding the classification of investments by level		

7. Federal Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated August 15, 2012 stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Management is required to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
As of January 1, 2013

See "Statement of Actuarial Assumptions/Methods" for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Hawaiian Telcom Hourly Employees Pension Plan
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Plan Sponsor: Hawaiian Telcom
eVal VRS: HT Hourly 1-1-2013 Funding v2
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

Applicable month	September
Yield curve basis	3-Segment Rates

Interest rates:

First segment rate	5.23%
Second segment rate	6.51%
Third segment rate	7.16%
Effective interest rate	6.47%

Annual rates of increase

Compensation:	5.0% per year for ages less than 40 and 3.5% per year for ages 40 and over
Future Social Security wage bases	N/A
Statutory limits on compensation	N/A

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SCHEDULE SB ATTACHMENTS

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality For all participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Termination Representative rates are shown below:

Percentage leaving during the year		
Attained Age	Males	Females
25	8.0%	8.0%
30	5.8%	5.8%
35	4.0%	4.0%
40	2.6%	2.6%
45	1.6%	1.6%
50	0.7%	0.7%
55	0.3%	0.3%
60	0.0%	0.0%

Disability The rates at which participants become disabled by age and gender are shown below:

Percentage becoming disabled during the year		
Age	Males	Females
25	0.089%	0.100%
30	0.105%	0.116%
35	0.137%	0.232%
40	0.202%	0.305%
45	0.356%	0.463%
50	0.662%	0.729%
55	1.187%	1.068%
60	1.671%	1.253%

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SCHEDULE SB ATTACHMENTS

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and service are shown below.

Percentage retiring during the year		
Age	25 years of service and under	25 years of service and over
30 – 34	1.6%	1.6%
35 – 39	1.2%	1.2%
40 – 44	0.8%	0.8%
45 – 49	0.5%	0.5%
50 – 54	0.2%	0.2%
55	1.9%	6.0%
56	2.1%	10.0%
57	2.2%	14.0%
58	2.5%	20.0%
59	2.8%	25.0%
60	30.0%	30.0%
61	25.0%	25.0%
62	40.0%	40.0%
63	30.0%	30.0%
64	35.0%	35.0%
65	90.0%	90.0%
66 – 69	20.0%	20.0%
70	100.0%	100.0%

In addition, 50% of participants are assumed to retire at the first valuation age they are eligible for unreduced benefits due to attainment of age 55 and 25 years of service.

Benefit commencement date:

Preretirement death benefit Immediate if 15 or more years of vesting service, otherwise age 65

Deferred vested benefit The later of age 65 or termination of employment

Disability benefit Upon disablement if not eligible for employer provided long term disability, otherwise age 65

Retirement benefit Upon termination of employment

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SCHEDULE SB ATTACHMENTS

Form of payment	<p>95% of participants are assumed to elect a lump sum and 5% are assumed to elect an annuity. Lump sums were valued using the substitution of annuity form under IRS Regulation 1.430(d)-1(f)(4) without application of generation mortality.</p> <p>Present values were adjusted to reflect the estimated increase in value associated with using an interest rate basis different from that prescribed under IRC §417(e)(3).</p>
Percent married	<p>90% of males; 50% of females. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.</p>
Spouse age	<p>Wife three years younger than husband.</p>
Covered pay	<p>Unless otherwise noted, plan compensation is earnings provided by the employer for the prior year adjusted by the compensation increase rate.</p>
Administrative expenses	<p>\$500,000</p>
At-risk assumptions	<p>For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the lump sum form of payment.</p>
Timing of benefit payments	<p>Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.</p>

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Plan Sponsor: Hawaiian Telcom
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Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year). The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Hawaiian Telcom and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in assumptions and methods since prior valuation	The administrative expense assumption was changed from \$462,000 in 2012 to \$500,000 in 2013.

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Plan Sponsor: Hawaiian Telcom
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Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Hawaiian Telcom Communications, Inc.

Plan

Hawaiian Telcom Hourly Employees Pension Plan

Effective Date and Most Recent Amendment

The Plan was originally effective July 1, 1931. Plan was spun off from Verizon Communications, Inc. effective May 2, 2005. The last amendment reflected herein is for the plan freeze effective 2/29/2012.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Date of hire for all regular, hourly union employees. The Plan was closed to individuals becoming employed or re-employed by the Company on or after September 13, 2008.

Credited Service

One year for each calendar year the employee is credited with 2,080 hours. If the employee is credited with less than 2,080 hours during a calendar year, credited service for the year is equal to the number of hours credited during the year divided by 2,080. Credited service earned under the Hourly Employees Retirement System of GTE Hawaiian Telephone Company Incorporated is included. For benefit accrual purposes Credited Service is frozen at 2/29/2012.

Vesting Service

One year for each calendar year the employee is credited with 1,000 hours. If the employee is credited with less than 1,000 hours during a calendar year, vesting service for the year is equal to the number of hours credited during the year divided by 2,080. Vesting service earned under the Hourly Employees Retirement System of GTE Hawaiian Telephone Company Incorporated is included.

Plan Name:	Hawaiian Telcom Hourly Employees Pension Plan
EIN / PN:	16-1710376 / 001
Plan Sponsor:	Hawaiian Telcom
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Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Final Average Compensation/Salary

The average of salary during the five highest consecutive calendar years out of the last ten calendar years, or, if greater, the highest 60 consecutive months. Compensation for service after 2/29/2012 is excluded.

Normal Retirement Benefit

Normal Retirement Date: The later of age 65 or the fifth anniversary of the date of hire.

Benefit Formula: 1.65% of Final Average Compensation times Credited Service reduced by an annuity provided by the employee's Accumulated Contributions, if any.

Normal Form of Benefit: If married – reduced benefits in the form of a 50% joint and survivor annuity with the spouse as contingent annuitant.

Early Retirement Benefit

Eligibility: 15 years of Credited Service or retirement on or after age 60.

Benefit: The accrued normal retirement benefit reduced as follows:

Unreduced at age 55 and 25 years of Credited Service or age 60 and 15 years of Credited Service.

Reduced 3% per year from age 60 if age 55 and 15 years of Credited Service, otherwise reduced from 5% from age 60 to 46, then reduced actuarially from age 46.

Disability Benefit

Non-job related: $1.25\% \times \text{credited service} \times \text{Final Average Compensation}$ less benefit provided by employee contribution less benefits from Workers' Compensation. If $1.25\% \times \text{credited services}$ is less than 25% then use minimum of 25% or $1.25\% \times \text{credited services}$ projected to age 60

Job related: $66\frac{2}{3}\% \times \text{Final Average Compensation}$ less benefit provided by employee contribution less Workers' Compensation.

Vested Benefits Upon Termination of Service

Vesting: Five years of Vesting Service.

Termination Benefit: The accrued normal retirement benefit payable at age 65.

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SCHEDULE SB ATTACHMENTS

Death Benefits for Participants in Active Service

Eligibility: Five years of Vesting Service.

Benefit: Survivor portion payable under an actuarially reduced 65% joint and survivor annuity had the participant terminated employment on date of death further reduced to reflect early commencement of benefit plus,

For ordinary death of active employee (or within first 30 days of retirement) 50% of final annual salary.

For accidental (on-the-job) death, two times annual salary.

Optional Forms of Retirement Income in Lieu of Normal Form

Single life annuity	50% joint and survivor annuity
100% joint and survivor annuity	33 1/3% joint and survivor annuity
75% joint and survivor annuity	Lump sum distribution
66 2/3% joint and survivor annuity	

Changes in Plan Provisions since Last Actuarial Valuation

The plan was frozen effective 2/29/2012.

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Plan Sponsor: Hawaiian Telcom
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Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions as of January 1, 2013

Other than the prescribed changes in the discount rate and mortality, the following change in assumptions was made as part of this valuation:

- The administrative expense assumption was changed from \$462,000 in 2012 to to \$500,000 in 2013.

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Plan Sponsor: Hawaiian Telcom
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SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Hawaiian Telcom Communications, Inc.
EIN/PN	16-1710376/001
Plan Name	Hawaiian Telcom Hourly Employees Pension Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Leonard Smothermon
Enrollment Number	14-04893

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

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EIN / PN:	16-1710376 / 001
Plan Sponsor:	Hawaiian Telcom
eVal VRS:	HT Hourly 1-1-2013 Funding v2
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2013

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2013	6,536,917	7	6,536,917	1,100,200
2	Shortfall	01/01/2012	3,728,534	6	3,326,522	632,824
3	Shortfall	01/01/2011	17,369,750	5	12,937,676	2,857,835
4	Shortfall	01/01/2010	4,888,393	4	3,053,411	822,678
5	Shortfall	01/01/2009	21,927,637	3	11,102,554	3,891,032
Total					36,957,080	9,304,569

Plan Name: Hawaiian Telcom Hourly Employees Pension Plan
 EIN / PN: 16-1710376 / 001
 Plan Sponsor: Hawaiian Telcom
 eVal VRS: HT Hourly 1-1-2013 Funding v1 – Funding Stabilization – v3
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		5		8		0		0		0		0		0		0		0	
30 - 34	0		16		29		5		0		0		0		0		0		0	
35 - 39	1		5		31		27		8		0		0		0		0		0	
40 - 44	0		6		20		36		17		26		0		0		0		0	
45 - 49	0		2		19		23		11		58		10		0		0		0	
50 - 54	0		2		8		13		10		58		26		42		2		0	
55 - 59	0		0		9		10		5		13		12		52		12		0	
60 - 64	0		0		6		1		0		6		5		7		1		4	
65 - 69	0		0		3		1		0		0		0		0		0		4	
70 & Over	0		0		0		0		0		0		0		0		0		2	

Plan Name: Hawaiian Telcom Hourly Employees Pension Plan
 EIN / PN: 16-1710376 / 001
 Plan Sponsor: Hawaiian Telcom
 eVal VRS: HT Hourly 1-1-2013 Funding v2
 Valuation Date: January 1, 2013

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

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

► **Round off amounts to nearest dollar.**► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Hawaiian Telcom Hourly Employees Pension Plan	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Hawaiian Telcom Communications, Inc.	D Employer Identification Number (EIN) 16-1710376
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value		2a	162,114,757
b Actuarial value		2b	157,926,268
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	157	34,179,837
b For terminated vested participants	3b	129	8,235,224
c For active participants:			
(1) Non-vested benefits	3c(1)		11,734,633
(2) Vested benefits	3c(2)		140,733,654
(3) Total active	3c(3)	677	152,468,287
d Total	3d	963	194,883,348
4 If the plan is in at-risk status, check the box and complete lines (a) and (b). ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.47 %
6 Target normal cost		6	500,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Leonard Smothermon 	09/26/2014
Signature of actuary		Date
Leonard E Smothermon		14-04893
Type or print name of actuary		Most recent enrollment number
Towers Watson Delaware Inc.		(808) 535-0500
Firm name		Telephone number (including area code)
737 Bishop Street, Suite 2700		
Honolulu HI 96813		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>14.04</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		479
b Interest on (a) using prior year's effective interest rate of <u>6.83</u> % except as otherwise provided (see instructions)		32
c Total available at beginning of current plan year to add to prefunding balance		511
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	81.03 %
15 Adjusted funding target attainment percentage	15	79.49 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	79.66 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2013	2,417,822				
07/15/2013	2,417,822				
10/15/2013	2,188,034				
01/15/2014	2,341,226				
07/15/2014	906,614				
09/15/2014	908,746				
Totals ►			18(b)	11,180,264	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	10,627,802

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.23 %	2nd segment: 6.51 %	3rd segment: 7.16 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 58
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	500,000	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	36,957,080	9,304,569	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	9,804,569	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	9,804,569	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	10,627,802	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	823,233	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Hawaiian Telcom Communications, Inc.
EIN/PN	16-1710376/001
Plan Name	Hawaiian Telcom Hourly Employees Pension Plan
Valuation Date	January 1, 2013
Enrolled Actuary	Leonard Smothermon
Enrollment Number	14-04893

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Hawaiian Telcom Hourly Employees Pension Plan
EIN / PN:	16-1710376 / 001
Plan Sponsor:	Hawaiian Telcom
eVal VRS:	HT Hourly 1-1-2013 Funding v2
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
As of January 1, 2013

See "Statement of Actuarial Assumptions/Methods" for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Hawaiian Telcom Hourly Employees Pension Plan
EIN / PN: 16-1710376 / 001
Plan Sponsor: Hawaiian Telcom
eVal VRS: HT Hourly 1-1-2013 Funding v2
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

Applicable month	September
Yield curve basis	3-Segment Rates

Interest rates:

First segment rate	5.23%
Second segment rate	6.51%
Third segment rate	7.16%
Effective interest rate	6.47%

Annual rates of increase

Compensation:	5.0% per year for ages less than 40 and 3.5% per year for ages 40 and over
Future Social Security wage bases	N/A
Statutory limits on compensation	N/A

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Valuation Date: January 1, 2013

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Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality For all participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Termination Representative rates are shown below:

Percentage leaving during the year		
Attained Age	Males	Females
25	8.0%	8.0%
30	5.8%	5.8%
35	4.0%	4.0%
40	2.6%	2.6%
45	1.6%	1.6%
50	0.7%	0.7%
55	0.3%	0.3%
60	0.0%	0.0%

Disability The rates at which participants become disabled by age and gender are shown below:

Percentage becoming disabled during the year		
Age	Males	Females
25	0.089%	0.100%
30	0.105%	0.116%
35	0.137%	0.232%
40	0.202%	0.305%
45	0.356%	0.463%
50	0.662%	0.729%
55	1.187%	1.068%
60	1.671%	1.253%

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Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and service are shown below.

Age	Percentage retiring during the year	
	25 years of service and under	25 years of service and over
30 – 34	1.6%	1.6%
35 – 39	1.2%	1.2%
40 – 44	0.8%	0.8%
45 – 49	0.5%	0.5%
50 – 54	0.2%	0.2%
55	1.9%	6.0%
56	2.1%	10.0%
57	2.2%	14.0%
58	2.5%	20.0%
59	2.8%	25.0%
60	30.0%	30.0%
61	25.0%	25.0%
62	40.0%	40.0%
63	30.0%	30.0%
64	35.0%	35.0%
65	90.0%	90.0%
66 – 69	20.0%	20.0%
70	100.0%	100.0%

In addition, 50% of participants are assumed to retire at the first valuation age they are eligible for unreduced benefits due to attainment of age 55 and 25 years of service.

Benefit commencement date:

Preretirement death benefit Immediate if 15 or more years of vesting service, otherwise age 65

Deferred vested benefit The later of age 65 or termination of employment

Disability benefit Upon disablement if not eligible for employer provided long term disability, otherwise age 65

Retirement benefit Upon termination of employment

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 Valuation Date: January 1, 2013

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Form of payment	<p>95% of participants are assumed to elect a lump sum and 5% are assumed to elect an annuity. Lump sums were valued using the substitution of annuity form under IRS Regulation 1.430(d)-1(f)(4) without application of generation mortality.</p> <p>Present values were adjusted to reflect the estimated increase in value associated with using an interest rate basis different from that prescribed under IRC §417(e)(3).</p>
Percent married	<p>90% of males; 50% of females. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.</p>
Spouse age	<p>Wife three years younger than husband.</p>
Covered pay	<p>Unless otherwise noted, plan compensation is earnings provided by the employer for the prior year adjusted by the compensation increase rate.</p>
Administrative expenses	<p>\$500,000</p>
At-risk assumptions	<p>For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the lump sum form of payment.</p>
Timing of benefit payments	<p>Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.</p>

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Plan Sponsor: Hawaiian Telcom
eVal VRS: HT Hourly 1-1-2013 Funding v2
Valuation Date: January 1, 2013

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Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the prior plan year). The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Hawaiian Telcom and, based on that review, is not aware of any significant benefits required to be valued that were not.
Change in assumptions and methods since prior valuation	The administrative expense assumption was changed from \$462,000 in 2012 to \$500,000 in 2013.

Plan Name: Hawaiian Telcom Hourly Employees Pension Plan
EIN / PN: 16-1710376 / 001
Plan Sponsor: Hawaiian Telcom
eVal VRS: HT Hourly 1-1-2013 Funding v2
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Hawaiian Telcom Communications, Inc.

Plan

Hawaiian Telcom Hourly Employees Pension Plan

Effective Date and Most Recent Amendment

The Plan was originally effective July 1, 1931. Plan was spun off from Verizon Communications, Inc. effective May 2, 2005. The last amendment reflected herein is for the plan freeze effective 2/29/2012.

Plan Year

The twelve-month period ending December 31.

Coverage and Participation

Date of hire for all regular, hourly union employees. The Plan was closed to individuals becoming employed or re-employed by the Company on or after September 13, 2008.

Credited Service

One year for each calendar year the employee is credited with 2,080 hours. If the employee is credited with less than 2,080 hours during a calendar year, credited service for the year is equal to the number of hours credited during the year divided by 2,080. Credited service earned under the Hourly Employees Retirement System of GTE Hawaiian Telephone Company Incorporated is included. For benefit accrual purposes Credited Service is frozen at 2/29/2012.

Vesting Service

One year for each calendar year the employee is credited with 1,000 hours. If the employee is credited with less than 1,000 hours during a calendar year, vesting service for the year is equal to the number of hours credited during the year divided by 2,080. Vesting service earned under the Hourly Employees Retirement System of GTE Hawaiian Telephone Company Incorporated is included.

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Plan Sponsor: Hawaiian Telcom
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Final Average Compensation/Salary

The average of salary during the five highest consecutive calendar years out of the last ten calendar years, or, if greater, the highest 60 consecutive months. Compensation for service after 2/29/2012 is excluded.

Normal Retirement Benefit

Normal Retirement Date: The later of age 65 or the fifth anniversary of the date of hire.

Benefit Formula: 1.65% of Final Average Compensation times Credited Service reduced by an annuity provided by the employee's Accumulated Contributions, if any.

Normal Form of Benefit: If married – reduced benefits in the form of a 50% joint and survivor annuity with the spouse as contingent annuitant.

Early Retirement Benefit

Eligibility: 15 years of Credited Service or retirement on or after age 60.

Benefit: The accrued normal retirement benefit reduced as follows:

Unreduced at age 55 and 25 years of Credited Service or age 60 and 15 years of Credited Service.

Reduced 3% per year from age 60 if age 55 and 15 years of Credited Service, otherwise reduced from 5% from age 60 to 46, then reduced actuarially from age 46.

Disability Benefit

Non-job related: $1.25\% \times \text{credited service} \times \text{Final Average Compensation}$ less benefit provided by employee contribution less benefits from Workers' Compensation. If $1.25\% \times \text{credited services}$ is less than 25% then use minimum of 25% or $1.25\% \times \text{credited services}$ projected to age 60

Job related: $66\frac{2}{3}\% \times \text{Final Average Compensation}$ less benefit provided by employee contribution less Workers' Compensation.

Vested Benefits Upon Termination of Service

Vesting: Five years of Vesting Service.

Termination Benefit: The accrued normal retirement benefit payable at age 65.

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Death Benefits for Participants in Active Service

Eligibility: Five years of Vesting Service.

Benefit: Survivor portion payable under an actuarially reduced 65% joint and survivor annuity had the participant terminated employment on date of death further reduced to reflect early commencement of benefit plus,

For ordinary death of active employee (or within first 30 days of retirement) 50% of final annual salary.

For accidental (on-the-job) death, two times annual salary.

Optional Forms of Retirement Income in Lieu of Normal Form

Single life annuity	50% joint and survivor annuity
100% joint and survivor annuity	33 1/3% joint and survivor annuity
75% joint and survivor annuity	Lump sum distribution
66 2/3% joint and survivor annuity	

Changes in Plan Provisions since Last Actuarial Valuation

The plan was frozen effective 2/29/2012.

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Plan Sponsor: Hawaiian Telcom
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Valuation Date: January 1, 2013

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Schedule SB, Line 24 Change in Actuarial Assumptions as of January 1, 2013

Other than the prescribed changes in the discount rate and mortality, the following change in assumptions was made as part of this valuation:

- The administrative expense assumption was changed from \$462,000 in 2012 to to \$500,000 in 2013.

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Plan Sponsor: Hawaiian Telcom
eVal VRS: HT Hourly 1-1-2013 Funding v2
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Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		5		8		0		0		0		0		0		0		0	
30 - 34	0		16		29		5		0		0		0		0		0		0	
35 - 39	1		5		31		27		8		0		0		0		0		0	
40 - 44	0		6		20		36		17		26		0		0		0		0	
45 - 49	0		2		19		23		11		58		10		0		0		0	
50 - 54	0		2		8		13		10		58		26		42		2		0	
55 - 59	0		0		9		10		5		13		12		52		12		0	
60 - 64	0		0		6		1		0		6		5		7		1		4	
65 - 69	0		0		3		1		0		0		0		0		0		4	
70 & Over	0		0		0		0		0		0		0		0		0		2	

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 Plan Sponsor: Hawaiian Telcom
 eVal VRS: HT Hourly 1-1-2013 Funding v2
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2013

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2013	6,536,917	7	6,536,917	1,100,200
2	Shortfall	01/01/2012	3,728,534	6	3,326,522	632,824
3	Shortfall	01/01/2011	17,369,750	5	12,937,676	2,857,835
4	Shortfall	01/01/2010	4,888,393	4	3,053,411	822,678
5	Shortfall	01/01/2009	21,927,637	3	11,102,554	3,891,032
Total					36,957,080	9,304,569

Plan Name: Hawaiian Telcom Hourly Employees Pension Plan
EIN / PN: 16-1710376 / 001
Plan Sponsor: Hawaiian Telcom
eVal VRS: HT Hourly 1-1-2013 Funding v1 – Funding Stabilization – v3
Valuation Date: January 1, 2013