

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| 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:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input checked="" type="checkbox"/>                                                                                                                                                                                                       |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|-----|------------------------------------------------|--|--------------------------------------------------------------|--|------------------------------------------------------|--|------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                                      | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>1a</b> Name of plan<br>HORIZON LINES CAPITAL SAVINGS PLAN<br><br><br><b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br>HORIZON LINES, LLC<br><br><br>4064 COLONY ROAD<br>SUITE 200<br>CHARLOTTE, NC 28211 | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">002</td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/>03/01/2003</td> </tr> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/>56-2098440</td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/>704-973-7000</td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/>483000</td> </tr> </table> | <b>1b</b> Three-digit plan number (PN) ▶ | 002 | <b>1c</b> Effective date of plan<br>03/01/2003 |  | <b>2b</b> Employer Identification Number (EIN)<br>56-2098440 |  | <b>2c</b> Sponsor's telephone number<br>704-973-7000 |  | <b>2d</b> Business code (see instructions)<br>483000 |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                                            | 002                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>1c</b> Effective date of plan<br>03/01/2003                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>2b</b> Employer Identification Number (EIN)<br>56-2098440                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>2c</b> Sponsor's telephone number<br>704-973-7000                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |
| <b>2d</b> Business code (see instructions)<br>483000                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                          |     |                                                |  |                                                              |  |                                                      |  |                                                      |  |

**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<br>HERE                                                                                               | Filed with authorized/valid electronic signature. | 10/14/2014 | ROBIN MITCHELL                                               |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| SIGN<br>HERE                                                                                               |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| SIGN<br>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)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 611 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 533 |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 5   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                          |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 39  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 577 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 577 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 300 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 0   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                        |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2F 2H 2J 2T 3D 3H 3I                                                                                                                                                                                                                                    |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |     |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |     |

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

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

|                                                                                            |                                                                    |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>HORIZON LINES CAPITAL SAVINGS PLAN</u>                         | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>HORIZON LINES, LLC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>56-2098440</u> |

**Part I Service Provider Information (see instructions)**

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

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

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

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

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

04-2647786

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

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

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

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

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

STRATEGIC ADVISORS, INC.

04-2654524

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 27                     | ADVISOR                                                                                           | 19712                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 37 60 64 65            | RECORDKEEPER                                                                                      | 9048                                                                   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

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

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|-------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                      | 60                                      | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation     |                                         |                                           |
| COL/ACORN SELECT Z - COLUMBIA MGT<br>P.O.BOX 8081<br>BOSTON, MA 02266   | 0.40%                                   |                                           |
| (a) Enter service provider name as it appears on line 2                 |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                      | 60                                      | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation     |                                         |                                           |
| LD ABBETT SMCPVAL I - DST SYSTEMS,<br><br>43-1581814                    | 0.10%                                   |                                           |
| (a) Enter service provider name as it appears on line 2                 |                                         |                                           |
| FIDELITY INVESTMENTS INSTITUTIONAL                                      | 60                                      | 0                                         |
| (d) Enter name and EIN (address) of source of indirect compensation     |                                         |                                           |
| PIM TOTAL RT INST - BOSTON FINANCI<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.03%                                   |                                           |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                   | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation                                                                                                                          |
|---------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                        | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation       |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| RS SMALL CAP GRTH Y - BOSTON FINAN<br>P.O. BOX 8480<br>BOSTON, MA 02266   | 0.10%                                   |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                   |                                         | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                        | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation       |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| TCW SM CAP GRTH I - U.S. BANCORP F<br>P.O. BOX 701<br>MILWAUKEE, WI 53201 | 0.35%                                   |                                                                                                                                                                    |
| (a) Enter service provider name as it appears on line 2                   |                                         | (c) Enter amount of indirect compensation                                                                                                                          |
| FIDELITY INVESTMENTS INSTITUTIONAL                                        | 60                                      | 0                                                                                                                                                                  |
| (d) Enter name and EIN (address) of source of indirect compensation       |                                         | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
| TRP EQUITY INCOME - T. ROWE PRICE<br>52-2269240                           | 0.15%                                   |                                                                                                                                                                    |

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2                                                                                                                                                                                                                                                                                                                                                                                                                                              | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 60                                      | 0                                         |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation<br/><br/> WFA EMRG MKTS EQ I - BOSTON FINANC      P.O. BOX 8480<br/> BOSTON, MA 02266 </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.<br/><br/> 0.15% </div> </div>     |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2<br/><br/> FIDELITY INVESTMENTS INSTITUTIONAL </div> <div style="width: 20%;"> <b>(b)</b> Service Codes<br/>(see instructions)<br/><br/> 60 </div> <div style="width: 20%;"> <b>(c)</b> Enter amount of indirect compensation<br/><br/> 0 </div> </div>                                                                                         |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation<br/><br/> 3RD AV RE VALUE IS - BNY MELLON IN      P.O. BOX 9793<br/> PROVIDENCE, RI 02940 </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.<br/><br/> 0.40% </div> </div> |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(a)</b> Enter service provider name as it appears on line 2<br/><br/> </div> <div style="width: 20%;"> <b>(b)</b> Service Codes<br/>(see instructions)<br/><br/> </div> <div style="width: 20%;"> <b>(c)</b> Enter amount of indirect compensation<br/><br/> </div> </div>                                                                                                                                 |                                         |                                           |
| <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <b>(d)</b> Enter name and EIN (address) of source of indirect compensation<br/><br/> </div> <div style="width: 40%;"> <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.<br/><br/> </div> </div>                                                                                       |                                         |                                           |

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

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

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

**Part III** **Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:



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

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

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

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2013 or fiscal plan year beginning <b>01/01/2013</b> and ending <b>12/31/2013</b>                                                                                                                  |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><b>HORIZON LINES CAPITAL SAVINGS PLAN</b>                                                                                                                                                        |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <b>►</b> <b>002</b>                                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>HORIZON LINES, LLC</b>                                                                                                                                |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><br><b>56-2098440</b>                    |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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 |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       | 0                     | 0               |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    | 0                     | 0               |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    | 0                     | 0               |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    | 0                     | 0               |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    | 0                     | 0               |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    | 0                     | 0               |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> | 0                     | 0               |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b> | 0                     | 0               |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> | 0                     | 0               |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> | 0                     | 0               |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    | 0                     | 0               |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    | 0                     | 0               |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    | 0                     | 0               |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    | 1507945               | 1342929         |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    | 4081557               | 3950077         |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   | 0                     | 0               |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   | 0                     | 0               |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   | 0                     | 0               |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   | 15806627              | 20151515        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   | 0                     | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 3951135               | 5074507         |
| (2) Employer real property .....                                     | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 25347264              | 30519028        |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> | 0 | 0 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 0 | 0 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> | 0 | 0 |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0 | 0 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 25347264 | 30519028 |
|-----------------------------------------------------------|-----------|----------|----------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 54098      |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 1749460    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 238404     |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 2041962   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 0          |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 0          |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 0          |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> | 0          |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 54258      |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 0          |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 54258     |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 0          |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 0          |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 764974     |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 764974    |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            | 0         |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 572698     |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 470783     |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 101915    |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> | 0          |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | 1594155    |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 1594155   |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            | 88818     |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | 2b(7)  |            | 0         |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | 2b(8)  |            | 0         |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | 2b(9)  |            | 0         |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | 2b(10) |            | 2313886   |
| c Other income .....                                                                            | 2c     |            | 0         |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 6959968   |

**Expenses**

|                                                                                      |       |         |         |
|--------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                  |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 1752158 |         |
| (2) To insurance carriers for the provision of benefits .....                        | 2e(2) | 0       |         |
| (3) Other .....                                                                      | 2e(3) | 0       |         |
| (4) Total benefit payments. Add lines 2e(1) through (3) .....                        | 2e(4) |         | 1752158 |
| f Corrective distributions (see instructions) .....                                  | 2f    |         | 666     |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |         | 6319    |
| h Interest expense .....                                                             | 2h    |         | 0       |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) | 0       |         |
| (2) Contract administrator fees .....                                                | 2i(2) | 0       |         |
| (3) Investment advisory and management fees .....                                    | 2i(3) | 19712   |         |
| (4) Other .....                                                                      | 2i(4) | 9349    |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |         | 29061   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |         | 1788204 |

**Net Income and Reconciliation**

|                                                          |       |  |         |
|----------------------------------------------------------|-------|--|---------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 5171764 |
| l Transfers of assets:                                   |       |  |         |
| (1) To this plan .....                                   | 2l(1) |  | 0       |
| (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: MCGLADREY LLP

(2) EIN: 42-0714325

**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  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>c</b> 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  |         |
| <b>d</b> 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  |         |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 5000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |         |
| <b>g</b> 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  |         |
| <b>h</b> 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  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |         |
| <b>j</b> 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  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |         |
| <b>n</b> 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. ....                                      |     | X  |         |

**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)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                            |                                                                    |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>HORIZON LINES CAPITAL SAVINGS PLAN</u>                         | <b>B</b> Three-digit plan number (PN) ▶<br><u>002</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>HORIZON LINES, LLC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>56-2098440</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> |
| <b>2</b> 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):<br><br>EIN(s): <u>04-6568107</u> |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                             |                              |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                             |                              |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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): \_\_\_\_\_

## Fidelity Managed Income Portfolio

| Plan Name - Horizon Lines Capital Savings Plan                     |                                                                           |                    |                    |
|--------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------|--------------------|
| Form 5500 Reporting                                                |                                                                           |                    |                    |
| Current Assets at Fair Value Calculation                           |                                                                           |                    |                    |
| Step 1                                                             | Compute plan's contract value %                                           | 12/31/2013         | 12/31/12           |
| A                                                                  | Managed Income Portfolio ending balance on the Summary of Plan Operations | \$3,890,537.20     | \$3,964,754.17     |
| B                                                                  | Total Investments at Contract Value                                       | \$6,554,777,376.56 | \$6,851,474,791.17 |
| C                                                                  | The plan's contract value % (14 decimal places)                           | 0.05935422328625%  | 0.05786716423608%  |
| Step 2                                                             | Compute plan's fair value                                                 |                    |                    |
| A                                                                  | Investments at Fair Value                                                 | \$6,654,066,247.34 | \$7,045,286,953.81 |
| B                                                                  | Total Wrapper Rebid Value                                                 | \$1,023,690.07     | \$8,034,984.60     |
| C                                                                  | Net Assets at Fair Value                                                  | \$6,655,089,937.41 | \$7,053,321,938.41 |
| D                                                                  | Plan Investments at Fair Value                                            | \$3,949,469.34     | \$4,076,907.77     |
| E                                                                  | Wrapper Rebid Value                                                       | \$607.60           | \$4,649.62         |
| F                                                                  | Plan at Fair Value                                                        | \$3,950,076.94     | \$4,081,557.39     |
| Step 3                                                             | Contract/Fair Adjustment                                                  |                    |                    |
| A                                                                  | Adjustment -- ( Step 2F minus Step 1A)                                    | \$59,539.74        | \$116,803.22       |
| NOTE: Please see the Fidelity Auditor's Guide for more information |                                                                           |                    |                    |

### FIDELITY MANAGEMENT TRUST COMPANY TRUSTEE CERTIFICATION STATEMENT

#### Plan Name - Horizon Lines Capital Savings Plan

The information provided in this report is a summary of the financial activity for the trust trustees by Fidelity Management Trust Company ('FMTC') for the ('Plan') for the plan year ending 12/31/13 and 12/31/12 including all applicable contributions received by the trust through this date. This summary is subject to the terms and conditions of the Plan Document and Trust Agreement. FMTC, as trustee, hereby certifies to the existence of the plan assets which are under our control and reflected in this report. FMTC further certifies that the information in this report is complete and accurate. This statement is being furnished pursuant to 29 CFR 2520.103-5(d).



By: David R. Hupper

Title: SVP, Data Management, Authorized Signatory for FMTC

02/04/2014

# **Horizon Lines Capital Savings Plan**

Financial Report  
December 31, 2013

## Contents

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## **Independent Auditor's Report**

To the Savings Plan Administration Committee  
Horizon Lines Capital Savings Plan  
Charlotte, North Carolina

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Horizon Lines Capital Savings Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

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

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on conducting the 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan Administrator by the trustee is complete and accurate.

### **Disclaimer of Opinion**

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

### **Other Matter**

The supplemental schedule, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2013, is required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

The form and content of the information included in the financial statements, 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The supplemental schedule of assets (held at end of year) as of December 31, 2013, that accompanies the Plan's financial statements does not disclose the historical cost of certain nonparticipant directed plan assets held by the Plan trustee. Disclosure of this information is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. See Note 8 for further information regarding the nonparticipant directed plan assets.

A handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

New Bern, North Carolina  
October 13, 2014

## Horizon Lines Capital Savings Plan

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

|                                                                                                                                                               | 2013                 | 2012          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|---------------|
| <b>Assets</b>                                                                                                                                                 |                      |               |
| Investments at Fair Value (Notes 3, 4 and 8)                                                                                                                  | <b>\$ 29,176,099</b> | \$ 23,839,319 |
| Receivables                                                                                                                                                   |                      |               |
| Participants' contributions                                                                                                                                   | <b>26,376</b>        | 24,254        |
| Employer's contributions                                                                                                                                      | <b>946</b>           | 1,166         |
| Notes from participants (Note 3)                                                                                                                              | <b>1,342,929</b>     | 1,507,945     |
|                                                                                                                                                               | <b>1,370,251</b>     | 1,533,365     |
| <b>Net assets available for benefits at fair value</b>                                                                                                        | <b>30,546,350</b>    | 25,372,684    |
| Adjustment From Fair Value to Contract Value for<br>Interest in Common Collective Trust Relating to<br>Fully Benefit-Responsive Investment Contracts (Note 3) | <b>(59,540)</b>      | (116,803)     |
| <b>Net assets available for benefits</b>                                                                                                                      | <b>\$ 30,486,810</b> | \$ 25,255,881 |

See Notes to Financial Statements.

## Horizon Lines Capital Savings Plan

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

|                                                                |               |
|----------------------------------------------------------------|---------------|
| <hr/>                                                          |               |
| Additions to Net Assets Attributed to                          |               |
| Investment income (Note 3):                                    |               |
| Net appreciation in fair value of investments                  | \$ 4,009,956  |
| Dividends                                                      | 911,055       |
|                                                                | <hr/>         |
|                                                                | 4,921,011     |
| Interest income on notes receivable from participants (Note 3) | 54,258        |
| Contributions:                                                 |               |
| Participants                                                   | 1,751,582     |
| Employers                                                      | 53,878        |
| Rollovers                                                      | 238,404       |
| <b>Total additions</b>                                         | <hr/>         |
|                                                                | 7,019,133     |
| <hr/>                                                          |               |
| Deductions From Net Assets Attributed to                       |               |
| Benefits paid to participants                                  | 1,759,143     |
| Administrative expenses (Note 5)                               | 29,061        |
| <b>Total deductions</b>                                        | <hr/>         |
|                                                                | 1,788,204     |
| <hr/>                                                          |               |
| <b>Net increase in net assets available for benefits</b>       | 5,230,929     |
| <hr/>                                                          |               |
| Net Assets Available for Benefits                              |               |
| Beginning of year                                              | 25,255,881    |
|                                                                | <hr/>         |
| End of year                                                    | <hr/>         |
|                                                                | \$ 30,486,810 |

See Notes to Financial Statements.

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

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#### Note 1. Plan Description

The following description of Horizon Lines Capital Savings Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

**General:** The Plan is a defined contribution plan covering employees of each bargaining class (represented by bargaining unit for collective bargaining purposes) of Horizon Lines LLC, Horizon Lines of Alaska, LLC, Sea Logix, LLC, Horizon Logistics, LLC, Hawaii Stevedores, Inc. and Aero Logistics (the Companies). In accordance with Internal Revenue Code (IRC) Section 414(b), the Companies are a controlled group of corporations whereby all employees of each company shall be treated as employed by a single employer. The Plan Administrator is responsible for oversight of the Plan. The Administration Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Plan Administrator. Fidelity Management Trust Company serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions:** Participants may contribute up to 50% of pretax annual compensation, as defined by the Plan. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers). The Companies shall make additional contributions for each active participant who is a member of a bargaining unit that has collectively bargained for such additional contribution. The Companies contribute additional employer contributions according to the specifications of each contract for each union that has collectively bargained to participate in this Plan. Additional profit sharing amounts may be contributed at the option of the Companies' Boards of Directors and are invested in a portfolio of investments as directed by the participant. Contributions are subject to certain limitations.

**Participant accounts:** Each participant's account is credited with the participant's contributions, the Companies' employer discretionary and/or additional contributions and allocations of Plan earnings/losses, and charged with an allocation of administrative fees. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

**Vesting:** Participants are vested immediately in their contributions, the Companies' non-elective employer contributions and actual earnings thereon.

**Investment options:** Upon enrollment in the Plan, a participant may direct contributions to selected investments as made available and determined by the Plan Administrator in 1% increments. CSX Lines common stock that is purchased as employer contributions, for employees of the certain bargaining class that receives this employer contribution per its collective bargaining agreement, is a nonparticipant-directed investment. Participants may change their investment options daily.

**Payment of benefits:** The Plan permits withdrawals when a participant terminates employment, retires, or becomes disabled or deceased. In-service withdrawals are also permitted for certain financial hardships or when a participant attains age 59½. Benefits are payable in lump-sum payments with certain exceptions allowed.

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

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#### Note 1. Plan Description (Continued)

**Notes receivable from participants:** Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their account balance or \$50,000. Loan terms range up to five years or up to ten years for the purchase of a primary residence. The loans are collateralized by the balance in the participant's vested account and bear interest at a rate determined by the Plan Administrator. These rates range from 4.25% – 9.25% on loans outstanding at December 31, 2013, and mature through 2022. Principal and interest are paid ratably through payroll deductions.

**Plan amendment:** Effective August 15, 2013, the Plan was amended to increase the cash-out provision limit from less than \$1,000 to \$5,000 and permit automatic rollover of a participant's account into an individual retirement plan designated by the Plan Administrator without the participant's consent and before the participant's normal retirement age, if a participant's account balance is less than \$5,000. The Plan was also amended to limit the number of outstanding participant loans allowed from two to one at a time.

#### Note 2. Summary of Significant Accounting Policies

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

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

The Plan has funds invested in the Fidelity Managed Income Portfolio, a common collective trust fund, which is invested in investment contracts. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

**Notes receivable from participants:** Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

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#### Note 2. Summary of Significant Accounting Policies (Continued)

**Use of estimates:** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires the Plan's management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Contributions:** Contributions from Plan participants and the nonelective employer contribution from the Plan sponsor are recorded in the year in which the participant contributions are withheld from amounts paid. Profit-sharing contributions are recognized upon authorization as the underlying compensation is recognized. All participant and employer contributions are participant-directed with the exception of CSX Lines common stock, which is a nonparticipant-directed investment.

**Payment of benefits:** Benefits are recorded when paid.

**Expenses:** Certain expenses of maintaining the Plan are paid directly by the Sponsor and are excluded from these financial statements. Administrative expenses include fees related to the administration of notes receivable that are charged directly to the participant's account and certain recordkeeping fees paid by the Plan. Investment related expenses are included in net appreciation of fair value of investments.

**Subsequent events:** The Plan has evaluated subsequent events (events occurring after December 31, 2013) through October 13, 2014, the date the financial statements were available to be issued.

**Income taxes:** GAAP require Plan management to evaluate tax positions taken by the Plan, and recognize a tax liability (or asset) if the Plan has taken any uncertain tax positions that more likely than not would not be sustained upon examination by a tax authority. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2010.

**Accounting pronouncements adopted:** In October 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2012-04, *Technical Corrections and Improvements*. The amendments in this Update cover a wide range of Topics in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The adoption of this Update was not significant to these financials.

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

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#### **Note 3. Information Certified or Provided by Fidelity Management Trust Company (Trustee)**

The following is a summary of the Plan's asset information as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOLs) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedule related to the following assets:

|                                                                                                                                                | December 31,         |                      |
|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------|
|                                                                                                                                                | 2013                 | 2012                 |
| Investments                                                                                                                                    |                      |                      |
| Registered investment companies                                                                                                                | \$ 20,151,515        | \$ 15,806,627        |
| Common stock*                                                                                                                                  | 5,074,507            | 3,951,135            |
| Common collective trust fund                                                                                                                   | 3,950,077            | 4,081,557            |
|                                                                                                                                                | <u>\$ 29,176,099</u> | <u>\$ 23,839,319</u> |
| Adjustment from fair value to contract value for interest in common collective trust relating to fully benefit-responsive investment contracts | <u>\$ (59,540)</u>   | <u>\$ (116,803)</u>  |
| Notes receivable from participants                                                                                                             | <u>\$ 1,342,929</u>  | <u>\$ 1,507,945</u>  |

\* Nonparticipant-directed (see Note 8)

Fidelity Management Trust Company also certified to the completeness and accuracy of \$4,009,956 of net appreciation in fair value of investments, \$2,313,886 of which is related to registered investment companies and \$1,696,070 of which is related to common stock, and \$965,313 of interest and dividends related to the aforementioned assets for the year ended December 31, 2013.

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

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#### Note 4. Fair Value Measurements

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

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Registered investment companies (mutual funds): Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust fund: Valued based on the NAV of units of the common collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

#### Note 4. Fair Value Measurements (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012. The following table presents separately those assets that represent 5% or more of the Plan's net assets:

| Description                        | Assets at Fair Value as of December 31, 2013 |              |         |               |
|------------------------------------|----------------------------------------------|--------------|---------|---------------|
|                                    | Level 1                                      | Level 2      | Level 3 | Total         |
| Registered investment companies    |                                              |              |         |               |
| Small cap                          | \$ 1,045,063                                 | \$ -         | \$ -    | \$ 1,045,063  |
| Mid cap                            | 1,237,306                                    | -            | -       | 1,237,306     |
| Large cap                          |                                              |              |         |               |
| Fidelity Contrafund K              | 1,670,134                                    | -            | -       | 1,670,134     |
| Other                              | 1,685,266                                    | -            | -       | 1,685,266     |
| International                      |                                              |              |         |               |
| Fidelity International Discovery K | 1,875,829                                    | -            | -       | 1,875,829     |
| Other                              | 121,079                                      | -            | -       | 121,079       |
| Specialty                          | 628,434                                      | -            | -       | 628,434       |
| Blended                            |                                              |              |         |               |
| Fidelity Freedom K 2020            | 2,127,515                                    | -            | -       | 2,127,515     |
| Fidelity Freedom K 2025            | 1,961,753                                    | -            | -       | 1,961,753     |
| Fidelity Freedom K 2050            | 1,681,681                                    | -            | -       | 1,681,681     |
| Other                              | 3,508,499                                    | -            | -       | 3,508,499     |
| Fixed income                       |                                              |              |         |               |
| PIMCO Total Return Fund            | 2,116,708                                    | -            | -       | 2,116,708     |
| Other                              | 492,248                                      | -            | -       | 492,248       |
| Common stock                       |                                              |              |         |               |
| CSX Lines                          | 5,074,507                                    | -            | -       | 5,074,507     |
| Common collective trust fund       |                                              |              |         |               |
| Stable value                       |                                              |              |         |               |
| Fidelity Managed Income Portfolio  | -                                            | 3,950,077    | -       | 3,950,077     |
|                                    | \$ 25,226,022                                | \$ 3,950,077 | \$ -    | \$ 29,176,099 |

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

#### Note 4. Fair Value Measurements (Continued)

| Description                       | Assets at Fair Value as of December 31, 2012 |                     |             |                      |
|-----------------------------------|----------------------------------------------|---------------------|-------------|----------------------|
|                                   | Level 1                                      | Level 2             | Level 3     | Total                |
| Registered investment companies   |                                              |                     |             |                      |
| Small cap                         | \$ 460,158                                   | \$ -                | \$ -        | \$ 460,158           |
| Mid cap                           | 797,103                                      | -                   | -           | 797,103              |
| Large cap                         | 2,325,801                                    | -                   | -           | 2,325,801            |
| International                     | 1,393,051                                    | -                   | -           | 1,393,051            |
| Specialty                         | 467,581                                      | -                   | -           | 467,581              |
| Blended                           |                                              |                     |             |                      |
| Fidelity Freedom K 2020           | 1,992,669                                    | -                   | -           | 1,992,669            |
| Fidelity Freedom K 2025           | 1,901,005                                    | -                   | -           | 1,901,005            |
| Fidelity Freedom K 2050           | 1,360,874                                    | -                   | -           | 1,360,874            |
| Other                             | 2,757,523                                    | -                   | -           | 2,757,523            |
| Fixed income                      |                                              |                     |             |                      |
| PIMCO Total Return Fund           | 1,896,694                                    | -                   | -           | 1,896,694            |
| Other                             | 454,168                                      | -                   | -           | 454,168              |
| Common stock                      |                                              |                     |             |                      |
| CSX Lines                         | 3,951,135                                    | -                   | -           | 3,951,135            |
| Common collective trust fund      |                                              |                     |             |                      |
| Stable value                      |                                              |                     |             |                      |
| Fidelity Managed Income Portfolio | -                                            | 4,081,557           | -           | 4,081,557            |
|                                   | <u>\$ 19,757,762</u>                         | <u>\$ 4,081,557</u> | <u>\$ -</u> | <u>\$ 23,839,319</u> |

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

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#### Note 4. Fair Value Measurements (Continued)

The following table sets forth additional disclosures of the Plan's Level 2 investments whose fair value is estimated using NAV per share (or its equivalent) as of December 31, 2013 and 2012:

| Investment                            | Fair Value Estimated Using NAV Per Share |              |                        |                         |                             |
|---------------------------------------|------------------------------------------|--------------|------------------------|-------------------------|-----------------------------|
|                                       | Fair Value                               |              | Unfunded<br>Commitment | Redemption<br>Frequency | Redemption<br>Notice Period |
|                                       | December 31,<br>2013                     | 2012         |                        |                         |                             |
| Common Collective Trust Fund          |                                          |              |                        |                         |                             |
| Fidelity Managed Income Portfolio (a) | \$ 3,950,077                             | \$ 4,081,557 | \$ -                   | Immediate               | None                        |

(a)The objective of the stable value fund is to provide preservation of principal, maintain a stable interest rate, and provide daily liquidity at contract value for participant withdrawals and transfers.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

The Plan evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2013, there were no significant transfers in or out of Levels 1, 2, or 3.

#### Note 5. Related Party Transactions

Fidelity Management Trust Company is the trustee of the Plan; therefore, transactions with the trustee qualify as party-in-interest transactions. Fees and commissions paid by the Plan to the trustee totaled \$9,048 for the year ended December 31, 2013. The Companies also paid certain administrative expenses of the Plan.

#### Note 6. Plan Termination

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

#### Note 7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated March 26, 2012, stating that the Plan is qualified under Section 401(k) 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 has been amended since receiving this determination letter. The Plan Administrator believes the Plan is currently designed and 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.

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

#### Note 8. Nonparticipant-Directed Investment

The following information included in these financial statements was certified by Fidelity Management Trust Company, trustee of the Plan.

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investment is as follows:

|                                          | December 31, |              |
|------------------------------------------|--------------|--------------|
|                                          | 2013         | 2012         |
| Investments at Fair Value                |              |              |
| CSX Lines                                | \$ 5,074,507 | \$ 3,951,135 |
|                                          |              |              |
|                                          |              | Year Ended   |
|                                          |              | December 31, |
|                                          |              | 2013         |
| Changes in Net Assets                    |              |              |
| Net realized and unrealized appreciation |              |              |
| in fair value                            |              | \$ 1,696,070 |
| Benefits paid directly to participants   |              | (519,905)    |
| Loan withdrawals                         |              | (52,762)     |
| Expenses                                 |              | (31)         |
|                                          |              | \$ 1,123,372 |

#### Note 9. Reconciliation of the Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

|                                                                | December 31,         |                      |
|----------------------------------------------------------------|----------------------|----------------------|
|                                                                | 2013                 | 2012                 |
| Net assets available for benefits per the financial statements | \$ 30,486,810        | \$ 25,255,881        |
| Differences in                                                 |                      |                      |
| Investments – participant loans                                | 1,342,929            | 1,507,945            |
| Receivables – notes receivable from participants               | (1,342,929)          | (1,507,945)          |
| Receivables – contribution receivables                         | (27,322)             | (25,420)             |
| Adjustment from contract value to fair value for               |                      |                      |
| interest in common collective trust relating to                |                      |                      |
| fully benefit-responsive investment contracts                  | 59,540               | 116,803              |
| <b>Net assets per the Form 5500</b>                            | <b>\$ 30,519,028</b> | <b>\$ 25,347,264</b> |

## Horizon Lines Capital Savings Plan

### Notes to Financial Statements

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#### Note 9. Reconciliation of the Financial Statements to Form 5500

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to the Form 5500:

|                                                                                                                                                       | Year Ended<br>December 31, 2013 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| Net increase in net assets available for benefits per the financial statements                                                                        | \$ 5,230,929                    |
| Differences in                                                                                                                                        |                                 |
| Receivables – 2012 contribution receivable                                                                                                            | 25,420                          |
| Receivables – 2013 contribution receivable                                                                                                            | (27,322)                        |
| Adjustment from contract value to fair value for<br>interest in common collective trust relating to<br>fully benefit-responsive investment contracts: |                                 |
| 2012                                                                                                                                                  | (116,803)                       |
| 2013                                                                                                                                                  | 59,540                          |
| <b>Net income per the Form 5500</b>                                                                                                                   | <b>\$ 5,171,764</b>             |

## Horizon Lines Capital Savings Plan

### Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2013

Employer Identification Number: 56-2098440

Plan Number: 002

| (a) | (b)                                                     | (c)                                                                                                        | (d)    | (e)               |
|-----|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------|--------|-------------------|
|     | Identity of Issue, Borrower<br>Lessor, or Similar Party | Description of Investment<br>Including Maturity Date, Rate of Interest,<br>Collateral, Par, Maturity Value | Cost** | Current<br>Value  |
|     |                                                         | Mutual funds, registered investment companies                                                              |        |                   |
|     | PIMCO                                                   | PIMCO Total Return Fund                                                                                    | \$     | 2,116,708         |
|     | Artisan                                                 | Artisan Mid Cap Value                                                                                      |        | 584,194           |
|     | COL/Acorn                                               | COL/Acorn Select                                                                                           |        | 262,435           |
|     | Lord Abbett                                             | Lord Abbett Small Cap Value I                                                                              |        | 629,171           |
|     | 3rd Avenue                                              | 3rd Avenue Real Estate                                                                                     |        | 628,434           |
|     | * Fidelity                                              | Fidelity Fund K                                                                                            |        | 72,363            |
|     | * Fidelity                                              | Fidelity Contrafund K                                                                                      |        | 1,670,134         |
|     | * Fidelity                                              | Fidelity Capital & Income                                                                                  |        | 492,248           |
|     | * Fidelity                                              | Fidelity International Discovery K                                                                         |        | 1,875,829         |
|     | * Fidelity                                              | Fidelity Freedom Income K                                                                                  |        | 530,043           |
|     | * Fidelity                                              | Fidelity Freedom K 2010                                                                                    |        | 265,366           |
|     | * Fidelity                                              | Fidelity Freedom K 2020                                                                                    |        | 2,127,515         |
|     | * Fidelity                                              | Fidelity Freedom K 2030                                                                                    |        | 737,945           |
|     | * Fidelity                                              | Fidelity Spartan Extend Market Index                                                                       |        | 390,677           |
|     | * Fidelity                                              | Fidelity Spartan US Equity Index                                                                           |        | 754,120           |
|     | * Fidelity                                              | Fidelity Freedom K 2040                                                                                    |        | 392,366           |
|     | * Fidelity                                              | Fidelity Freedom K 2015                                                                                    |        | 513,122           |
|     | * Fidelity                                              | Fidelity Freedom K 2025                                                                                    |        | 1,961,753         |
|     | * Fidelity                                              | Fidelity Freedom K 2035                                                                                    |        | 449,956           |
|     | * Fidelity                                              | Fidelity Freedom K 2045                                                                                    |        | 586,580           |
|     | * Fidelity                                              | Fidelity Freedom K 2050                                                                                    |        | 1,681,681         |
|     | * Fidelity                                              | Fidelity Freedom K 2000                                                                                    |        | 12,054            |
|     | * Fidelity                                              | Fidelity Freedom K 2055                                                                                    |        | 21,065            |
|     | RS                                                      | RS Small Cap Growth Fund                                                                                   |        | 415,893           |
|     | T. Rowe                                                 | T. Rowe Price Equity Income                                                                                |        | 858,783           |
|     | Vanguard                                                | Vanguard Total International Stock                                                                         |        | 29,266            |
|     | Wells Fargo                                             | Wells Fargo Advantage Emerging Markets Fund                                                                |        | 91,814            |
|     |                                                         |                                                                                                            |        | <u>20,151,515</u> |

(Continued)

# Horizon Lines Capital Savings Plan

## Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (Continued)

December 31, 2013

Employer Identification Number: 56-2098440

Plan Number: 002

| (a)             | (b)                                                     | (c)                                                                                                        | (d)    | (e)                         |
|-----------------|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------|--------|-----------------------------|
|                 | Identity of Issue, Borrower<br>Lessor, or Similar Party | Description of Investment<br>Including Maturity Date, Rate of Interest,<br>Collateral, Par, Maturity Value | Cost** | Current<br>Value            |
|                 |                                                         | Common collective trust fund                                                                               |        |                             |
| * Fidelity      |                                                         | Fidelity Managed Income Portfolio                                                                          |        | <u>\$ 3,950,077</u>         |
|                 |                                                         | Common stock**                                                                                             |        |                             |
| * Horizon Lines |                                                         | CSX Lines (1)                                                                                              |        | <u>5,074,507</u>            |
|                 |                                                         | Participant loans                                                                                          |        |                             |
| * Participants  |                                                         | 4.25%–9.25%; maturing through 2022                                                                         |        | <u>1,342,929</u>            |
|                 |                                                         |                                                                                                            |        | <u><u>\$ 30,519,028</u></u> |

\* Designates party-in-interest

\*\* All investments, other than common stock, are participant-directed; common stock cost information is not available.

The above information has been certified by Fidelity Management Trust Company, the trustee, to be complete and accurate.

## SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2013

| <u>Fund Name</u>         | <u>Share Balance<br/>12/31/2013</u> | <u>Historical Cost</u> | <u>Price</u> | <u>Total Market Value</u> |
|--------------------------|-------------------------------------|------------------------|--------------|---------------------------|
| WFA EMRG MKTS EQ I       | 4,167.662                           | \$90,709.15            | \$22.03      | \$91,813.59               |
| VANG TOT INTL STK S      | 870.999                             | \$27,392.48            | \$33.60      | \$29,265.57               |
| PIM TOTAL RT INST        | 198,008.237                         | \$2,175,619.29         | \$10.69      | \$2,116,708.05            |
| TRP EQUITY INCOME        | 26,150.509                          | \$688,309.15           | \$32.84      | \$858,782.72              |
| TCW SM CAP GRTH I        | 0.000                               | \$0.00                 | \$33.85      | \$0.00                    |
| LD ABBETT SMCVAL I       | 17,404.440                          | \$553,378.98           | \$36.15      | \$629,170.51              |
| COL/ACORN SELECT Z       | 9,821.665                           | \$243,187.71           | \$26.72      | \$262,434.89              |
| 3RD AV RE VALUE IS       | 21,805.478                          | \$575,187.14           | \$28.82      | \$628,433.88              |
| RS SMALL CAP GRTH Y      | 6,393.434                           | \$411,850.07           | \$65.05      | \$415,892.88              |
| ARTISAN MD CP VAL IS     | 21,636.822                          | \$520,536.83           | \$27.00      | \$584,194.19              |
| CSX STOCK                |                                     | \$0.00                 |              |                           |
| CSX STOCK                | 176,301.496                         | \$2,005,286.49         | \$28.77      | \$5,072,194.04            |
| STOCK PURCHASE ACCOUNT*  | 0.000                               | \$0.00                 | \$0.00       | \$2,313.00                |
| FID CAPITAL & INCOME     | 49,923.741                          | \$461,658.97           | \$9.86       | \$492,248.09              |
| MIP CL 1                 | 3,890,537.200                       | \$3,890,537.20         | \$1.00       | \$3,890,537.20            |
| SPTN EXT MKT IDX ADV     | 7,313.311                           | \$306,816.78           | \$53.42      | \$390,677.07              |
| SPTN 500 INDEX ADV       | 11,515.048                          | \$614,139.06           | \$65.49      | \$754,120.49              |
| FID CONTRAFUND K         | 17,384.550                          | \$1,360,467.85         | \$96.07      | \$1,670,133.72            |
| FID EMERGING MKTS K      | 0.000                               | \$0.00                 | \$24.09      | \$0.00                    |
| FID FUND K               | 1,697.465                           | \$62,840.75            | \$42.63      | \$72,362.93               |
| FID INTL DISCOVERY K     | 46,431.411                          | \$1,458,880.07         | \$40.40      | \$1,875,829.00            |
| FID FREEDOM K INCOME     | 44,318.091                          | \$525,411.10           | \$11.96      | \$530,044.37              |
| FID FREEDOM K 2000       | 986.387                             | \$11,872.02            | \$12.22      | \$12,053.65               |
| FID FREEDOM K 2010       | 18,914.162                          | \$249,606.40           | \$14.03      | \$265,365.69              |
| FID FREEDOM K 2015       | 36,033.864                          | \$478,339.51           | \$14.24      | \$513,122.22              |
| FID FREEDOM K 2020       | 142,978.191                         | \$1,964,588.17         | \$14.88      | \$2,127,515.48            |
| FID FREEDOM K 2025       | 126,483.093                         | \$1,764,237.02         | \$15.51      | \$1,961,752.77            |
| FID FREEDOM K 2030       | 46,528.685                          | \$658,227.03           | \$15.86      | \$737,944.94              |
| FID FREEDOM K 2035       | 27,469.859                          | \$392,180.24           | \$16.38      | \$449,956.29              |
| FID FREEDOM K 2040       | 23,823.102                          | \$349,931.09           | \$16.47      | \$392,366.49              |
| FID FREEDOM K 2045       | 34,915.493                          | \$506,384.42           | \$16.80      | \$586,580.28              |
| FID FREEDOM K 2050       | 99,684.677                          | \$1,436,548.03         | \$16.87      | \$1,681,680.50            |
| FID FREEDOM K 2055       | 1,745.221                           | \$19,395.63            | \$12.07      | \$21,064.82               |
| OUTSTANDING LOAN BALANCE |                                     |                        |              | \$1,342,929.18            |
|                          |                                     |                        |              | -----                     |
|                          |                                     | NET ASSETS 12/31/2013: |              | \$30,459,488.50           |
|                          |                                     |                        |              | =====                     |

Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See Chapter 7 of the Fidelity Auditor's Guide for financial statement presentation and disclosure information.

## SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2013

| <u>Fund Name</u> | <u>Share Balance</u><br><u>12/31/2013</u> | <u>Historical Cost</u> | <u>Price</u> | <u>Total Market Value</u> |
|------------------|-------------------------------------------|------------------------|--------------|---------------------------|
|------------------|-------------------------------------------|------------------------|--------------|---------------------------|

\* The stock purchase account may consist of the stock fund and or the Fidelity Cash Reserves is a money market fund that is used as a plan-level account in the recordkeeping of the purchase and sales of fractional share of employer stock. Participants cannot invest their account balances in this fund. Please refer to the Auditor's Guide for information about the employer stock purchase account.