

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

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF MATSON</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>020</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1951</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>99-0032630</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>510-628-4000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>483000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>020</u>	1c Effective date of plan <u>07/01/1951</u>		2b Employer Identification Number (EIN) <u>99-0032630</u>		2c Sponsor's telephone number <u>510-628-4000</u>		2d Business code (see instructions) <u>483000</u>	
1b Three-digit plan number (PN) ▶	<u>020</u>										
1c Effective date of plan <u>07/01/1951</u>											
2b Employer Identification Number (EIN) <u>99-0032630</u>											
2c Sponsor's telephone number <u>510-628-4000</u>											
2d Business code (see instructions) <u>483000</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MATSON, INC.</u> <u>555 12TH STREET</u> <u>OAKLAND, CA 94607</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	10/15/2014 Date	JASON TAYLOR Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	1700
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	579
b Retired or separated participants receiving benefits		6b	587
c Other retired or separated participants entitled to future benefits		6c	435
d Subtotal. Add lines 6a , 6b , and 6c		6d	1601
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	100
f Total. Add lines 6d and 6e		6f	1701
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF MATSON</u>	B Three-digit plan number (PN) ▶ <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>MATSON, INC.</u>	D Employer Identification Number (EIN) <u>99-0032630</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>149748663</u>
b Actuarial value	2b <u>148100408</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>673</u> <u>85505959</u>
b For terminated vested participants.....	3b <u>441</u> <u>20732867</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1060670</u>
(2) Vested benefits	3c(2) <u>49121494</u>
(3) Total active.....	3c(3) <u>586</u> <u>50182164</u>
d Total.....	3d <u>1700</u> <u>156420990</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.66 %</u>
6 Target normal cost.....	6 <u>2481798</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>10/07/2014</u>
Signature of actuary		Date
<u>JENNIFER S.J. LUM-OTA, FSA,EA,MAAA</u>		<u>14-04070</u>
Type or print name of actuary		Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u>		<u>808-533-6002</u>
Firm name		Telephone number (including area code)
<u>700 BISHOP ST., SUITE 1200</u> <u>HONOLULU, HI 96813</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3138794
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1115340
9 Amount remaining (line 7 minus line 8)	0	2023454
10 Interest on line 9 using prior year's actual return of <u>15.32</u> %		309993
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2674215
b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		280147
c Total available at beginning of current plan year to add to prefunding balance		2954362
d Portion of (c) to be added to prefunding balance		2954362
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	5287809

Part III Funding Percentages		
14 Funding target attainment percentage	14	91.30 %
15 Adjusted funding target attainment percentage	15	87.93 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.24 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/12/2013	414413				
07/14/2014	3032964				
09/10/2014	1720898				
			Totals ►	18(b)	5168275
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4691574
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:			
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	2481798
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment.....		13608391	3362269
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	5844067
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	5287809	5287809
36 Additional cash requirement (line 34 minus line 35).....		36	556258
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	4691574
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	4135316
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	4135316
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

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

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2013</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF MATSON	B Three-digit plan number (PN) ▶	020
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MATSON, INC.	D Employer Identification Number (EIN) 99-0032630	

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

b Name of sponsor of entity listed in (a): MATSON, INC.
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c EIN-PN 99-0268171-001	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 170027226
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF MATSON</u>		B Three-digit plan number (PN) <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MATSON, INC.</u>		D Employer Identification Number (EIN) <u>99-0032630</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3000000	4753862
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	146741041	170027226
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	149741041	174781088

Liabilities

g Benefit claims payable	1g	55492	
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	55492	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	149685549	174781088
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5168275	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5168275
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		30496407
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		35664682

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9615101	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		9615101
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	534408	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	419634	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		954042
j Total expenses. Add all expense amounts in column (b) and enter total	2j		10569143

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		25095539
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **DELOITTE & TOUCHE, LLP**

(2) EIN: **13-3891517**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>RETIREMENT PLAN FOR EMPLOYEES OF MATSON</u>	B Three-digit plan number (PN) ▶ <u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MATSON, INC.</u>	D Employer Identification Number (EIN) <u>99-0032630</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-3060382</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>2</u>

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: 73% Investment-Grade Debt: 14% High-Yield Debt: 4% Real Estate: 5% Other: 4%

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):

Retirement Plan for Employees of Matson

Employer ID No: 99-0032630
Plan Number: 020

Financial Statements as of
December 31, 2013 and 2012, and for the
Year Ended December 31, 2013, and
Independent Auditors' Report

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

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NOTE: All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee and
the Investment Committee of
the Retirement Plan for Employees of Matson:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Plan for Employees of Matson (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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's 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 7, which was certified by First Hawaiian Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained 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.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

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

Deloitte + Touche LLP

October 15, 2014

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
INVESTMENTS — Investment in Master Trust at fair value	\$ 170,027,226	\$ 146,685,549
RECEIVABLES — Contribution receivable from employer	<u>4,753,862</u>	<u>3,000,000</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 174,781,088</u>	<u>\$ 149,685,549</u>

See notes to financial statements.

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013

NET ASSETS AVAILABLE FOR BENEFITS — December 31, 2012	<u>\$ 149,685,549</u>
ADDITIONS:	
Net appreciation from investment in Master Trust	\$ 30,496,407
Employer contributions	<u>5,168,275</u>
Total additions	<u>35,664,682</u>
DEDUCTIONS:	
Benefit payments	(9,615,101)
Administration fees	<u>(954,042)</u>
Total deductions	<u>(10,569,143)</u>
INCREASE IN NET ASSETS	<u>25,095,539</u>
NET ASSETS AVAILABLE FOR BENEFITS — December 31, 2013	<u>\$ 174,781,088</u>

See notes to financial statements.

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2013 AND 2012, AND FOR THE YEAR ENDED DECEMBER 31, 2013

1. PLAN DESCRIPTION

The following description of the Retirement Plan for Employees of Matson (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General — The Plan sponsored by Matson, Inc. (the “Company”) is a defined benefit pension plan generally covering salaried non-bargaining unit employees of Matson Navigation Company, Inc.; Matson Terminals, Inc.; Matson Freight Agencies, Inc.; Matson Services Company, Inc.; Matson Logistics, Inc. (except those first employed after 2005); Matson Leasing Company, Inc.; and Matson Logistics Solutions, Inc. The Plan also covers (1) regular clerical employees covered by the collective bargaining agreement between Matson Navigation Company, Inc. and ILWU Local 142 and (2) retired Special Officer employees who had been covered by the collective bargaining agreement between Matson Terminals, Inc. and ILWU Local 160 (Special Officers). The Retirement Committee of the Management of the Company controls and manages the operation and administration of the Plan. First Hawaiian Bank (the “Trustee”) serves as the trustee of the Plan, and together with several investment managers, manages the Plan’s investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Pension Benefits — Generally, eligible employees become eligible to participate in the Plan after one year of service. Matson Logistics, Inc. employees first employed after 2005 are not eligible to participate in the Plan. Effective January 1, 1968, the Plan became noncontributory. The Plan’s normal retirement age is 65 (62 for Special Officer employees). There are provisions for early and postponed retirement with relative adjustments in benefits. Normal retirement benefits are based on years of service and compensation. Generally, employees become fully vested after five years of service under the traditional defined benefit pension formula (“traditional formula”) or three years of service for employees covered under the cash balance benefits. If employees terminate before the earlier of normal retirement age or five years of service (or three years for those with cash balance benefits), they forfeit the right to receive their accumulated plan benefits upon retirement.

Effective December 31, 2011, the Company froze benefit accruals under the traditional formula for salaried, non-bargaining unit employees hired before January 1, 2008, and transitioned them to the same cash balance formula for salaried non-bargaining unit employees hired on or after January 1, 2008. Retirement benefits under the cash balance formula are based on a fixed percentage of employee eligible compensation, plus interest. The Plan’s interest credit rate will vary from year to year based on the 10-year U.S. Treasury rate. Upon termination of employment, the vested account can be paid out in the form of a lump sum or as a monthly annuity.

Retirement benefits for retired special officer employees were generally based on a flat dollar amount times years of service.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties — The Plan's investment in the Matson Retirement and Pension Trust (the "Master Trust") utilizes various investment securities, including common stocks, fixed-income securities, money market funds, limited partnership interests, and insurance contracts. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

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

Valuation of Investment in Master Trust — The Plan's interest in the investments in the Master Trust is stated at fair value, which has been determined based on 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. See Note 5 for a description of the valuation methods. Purchase and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

Administrative Expenses — Administrative expenses of the Plan are paid by the Master Trust, as provided in the Plan document.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Contribution Receivable from Employer — Contributions made by the Company that are attributable to the plan year, but which were not paid as of year-end, have been recorded as a contribution receivable to the Plan.

Subsequent Events — For the year ended December 31, 2013, subsequent events were evaluated through October 15, 2014, the date the financial statements were available to be issued.

3. FUNDING POLICY

Contributions to the Plan are made solely by the Company. The Company's funding policy is to make contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2013.

4. INTEREST IN MASTER TRUST

The Plan's investment assets are held in a trust account by the Trustee, and consist of an undivided interest in an investment account of the Master Trust, a master trust established by the Company and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets with the assets of the Company's various pension plans for investment and administrative purposes. Although assets of multiple plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

The net assets and investments of the Master Trust at December 31, 2013 and 2012, are presented as follows:

	2013	2012
Investments — at fair value:		
Cash and money market funds	\$ 6,851,534	\$ 8,343,604
Equity securities	126,068,796	104,597,713
Fixed income securities	30,871,174	27,612,559
Real estate partnerships	8,577,134	7,830,647
Private equity partnerships	<u>284,426</u>	<u>545,145</u>
Total investments	172,653,064	148,929,668
Receivables — accrued income	<u>193,775</u>	<u>212,783</u>
Total assets of the Master Trust	<u>\$ 172,846,839</u>	<u>\$ 149,142,451</u>
Plan's interest in net assets of the Master Trust	<u>\$ 170,027,226</u>	<u>\$ 146,685,549</u>
Plan's interest in the net assets and investments of the Master Trust as a percentage of total assets	<u>98 %</u>	<u>98 %</u>

Master Trust investments that represent 5% or more of the Master Trust's net assets available for benefits as of December 31, 2013 and 2012 are as follows:

	2013	2012
Earnest Partners International Equity Fund	\$ 11,972,077	\$ 10,640,019
Emerging Market Fixed Income Fund	8,850,773	

The net investment gain (including gains and losses on investments bought and sold, as well as held during the year) in the Master Trust for the year ended December 31, 2013, is summarized below:

Interest, dividends and other income	<u>\$ 2,828,871</u>
Net appreciation in investments — at fair value:	
Equity securities	23,376,334
Fixed income securities	3,583,710
Real estate partnerships	1,153,427
Private equity partnerships	<u>1,638</u>
Net appreciation in investments — at fair value	<u>28,115,109</u>
Net investment gain in Master Trust	<u>\$ 30,943,980</u>
Plan's interest in net appreciation from investment in Master Trust	<u>\$ 30,496,407</u>

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Asset Valuation Techniques — Valuation technologies maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The 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.

Mutual Funds — Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Corporate Bonds — Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings. When quoted prices are not available for identical or similar bonds, the bond is valued under a discounted cash flows approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable, such as credit and liquidity risks or a broker quote, if available.

U.S. Government Securities — Valued using pricing models maximizing the use of observable inputs for similar securities.

Cash Equivalents — Held primarily in short-term money market commingled funds, which are valued at cost plus accrued interest.

Equity Securities — Domestic and international common stocks are valued by obtaining quoted prices on recognized and highly liquid exchanges.

Fixed-Income Securities — Corporate bonds and U.S. government treasury and agency securities are valued based upon the closing price reported in the active market in which the security is traded. U.S. government agency and corporate asset-backed securities may utilize models, such as a matrix pricing model, that incorporates other observable inputs, such as cash flow, security structure, or market information, when broker-dealer quotes are not available.

Real Estate and Private Equity Interests — The fair value of real estate and private equity funds are determined by the issuer based on the unit values of the funds. Unit values are determined by dividing the fund's net assets, as recorded in the fund's audited financial statements, by the number of units outstanding at the valuation date. Fair value for underlying investments in real estate is determined through independent property appraisals. Fair value of underlying investments in private equity assets is determined based on information provided by the general partner taking into consideration the purchase price of the underlying securities, developments concerning the investee company subsequent to the acquisition of the investment, financial data and projections of the investee company provided to the general partner, and such other factors as the general partner deems relevant.

The following table set forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value on a recurring basis at December 31, 2013:

Master Trust Assets				
Fair Value Measurements at December 31, 2013				
	Total	Level 1	Level 2	Level 3
Cash and money market funds	\$ 6,851,534	\$ 6,851,534	\$ -	\$ -
Equity securities:				
U.S. large cap	64,214,974	64,214,974		
U.S. mid/small cap	35,651,647	35,651,647		
International large cap	19,017,408	19,017,408		
International mid cap	7,184,767	7,184,767		
Fixed-income securities:				
U.S. treasuries	629,659		629,659	
Municipal bonds	99,480		99,480	
Investment grade U.S. bonds	1,887,433		1,887,433	
High yield U.S. corp. bonds	6,701,127		6,701,127	
Emerging markets fixed income	8,850,773	8,850,773		
Mortgage-backed securities	12,702,702		12,702,702	
Other types of investments:				
Real estate partnerships	8,577,134			8,577,134
Private equity partnerships	284,426			284,426
Total investments	<u>\$ 172,653,064</u>	<u>\$ 141,771,103</u>	<u>\$ 22,020,401</u>	<u>\$ 8,861,560</u>

The following table set forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value on a recurring basis at December 31, 2012:

Master Trust Assets				
Fair Value Measurements at December 31, 2012				
	Total	Level 1	Level 2	Level 3
Money market funds	\$ 8,343,604	\$ 8,343,604	\$ -	\$ -
Equity securities:				
U.S. large cap	60,964,440	60,964,440		
U.S. mid/small cap	22,930,815	22,930,815		
International large cap	16,438,863	16,438,863		
International mid cap	4,263,595	4,263,595		
Fixed-income securities:				
U.S. treasuries	386,636		386,636	
Municipal bonds	150,416		150,416	
Investment grade U.S. bonds	2,217,215		2,217,215	
High yield U.S. corp. bonds	10,647,293		10,647,293	
Mortgage-backed securities	14,210,999		14,210,999	
Other types of investments:				
Real estate partnerships	7,830,647			7,830,647
Private equity partnerships	545,145			545,145
Total investments	<u>\$ 148,929,668</u>	<u>\$ 112,941,317</u>	<u>\$ 27,612,559</u>	<u>\$ 8,375,792</u>

Transfers between Levels — The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2013 and 2012, there were no transfers in and out of Level 1, 2, and 3.

A reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) for the years ended December 31, 2013 and 2012, is as follows:

	Limited Partnership Interests	Unallocated Insurance Contracts	Real Estate Partnerships	Total
Beginning balance — January 1, 2012	\$ 1,656,199	\$ 1,373,753	\$ 14,446,711	\$ 17,476,663
Unrealized (losses) gains	(124,882)		250,934	126,052
Realized gains			145,602	145,602
Purchases, sales, and other settlements:				
Transfers (1)	(986,172)	(1,373,753)	(6,976,348)	(9,336,273)
Sales			(36,252)	(36,252)
Ending balance — December 31, 2012	545,145	-	7,830,647	8,375,792
Unrealized (losses) gains	(38,272)		833,990	795,718
Realized gains	39,910		319,437	359,347
Purchases, sales, and other settlements — sales	(262,357)		(406,940)	(669,297)
Ending balance — December 31, 2013	<u>\$ 284,426</u>	<u>\$ -</u>	<u>\$ 8,577,134</u>	<u>\$ 8,861,560</u>

(1) Transfers represent investments allocated to Alexander & Baldwin, Inc. Master Trust

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements — In estimating the fair value of insurance contract investments in Level 3, the Investment Committee uses a third-party pricing service. In substantiating the reasonableness of the pricing data provided by the third party, the Investment Committee evaluates a variety of factors, including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

Fair Value of Investments That Calculate Net Asset Value — Below is a summary of the Plan's Master Trust investments at December 31, 2013 and 2012, where fair value is estimated based on the net asset value:

Investment	Fair Value Estimated Using Net Asset Value per Share December 31, 2013			
	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Real estate partnerships (a)	\$ 8,577,134	\$ -	Quarterly	45–90 days
Private equity partnerships (b)	<u>284,426</u>	<u></u>		
Total	<u>\$ 8,861,560</u>	<u>\$ -</u>		

Investment	Fair Value Estimated Using Net Asset Value per Share December 31, 2012			
	Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Real estate partnerships (a)	\$ 7,830,647	\$ -	Quarterly	45–90 days
Private equity partnerships (b)	<u>545,145</u>	<u> </u>		
Total	<u>\$ 8,375,792</u>	<u>\$ -</u>		

- (a) This class includes investments in limited partnership interests that invest in U.S. commercial real estate assets. The fair values of the investments in this class have been estimated using the net asset value of the Plan's limited partnership interest in underlying assets of the investment. Distributions from the investment will be received following a withdrawal request by the Plan. The fair values of each individual property are based on independent property appraisals and it is probable that all of the investments in this class will be sold at an amount different from the net asset value of the Plan's partnership interest.
- (b) This class includes private equity partnership interests that primarily invest in domestic technology companies. These investments cannot be redeemed. Instead, the nature of the investments in this class is that distributions are received through the liquidation of the underlying assets of the fund. As of December 31, 2013, it is probable that all of the investments in this class will be sold at an amount different from the net asset value of the Plan's ownership interest. The fair values of the investments in this class have been estimated using recent observable transaction information for similar investments, nonbinding bids received from potential buyers of the investments, developments concerning the investee company subsequent to the acquisition of the investment, financial data and projections of the investee company provided to the general partner, and such other factors as the general partner deems relevant.

6. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to: (1) retired or terminated employees or their beneficiaries; (2) beneficiaries of employees who have died; and (3) present employees or their beneficiaries. Benefits under the Plan are based on employees' compensation and service. The accumulated plan benefits for salaried non-bargaining active employees are based on their frozen final pay formula benefit as of December 31, 2011, plus their cash balance benefit. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The following table presents the actuarial present value of accumulated plan benefits at December 31, 2013 and 2012, and changes in accumulated plan benefits for the year ended December 31, 2013:

	2013	2012
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 76,642,699	\$ 75,767,770
Other participants	<u>59,682,007</u>	<u>57,101,540</u>
Total vested benefits	136,324,706	132,869,310
Nonvested benefits	<u>797,135</u>	<u>823,481</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 137,121,841</u></u>	<u><u>\$ 133,692,791</u></u>
Actuarial present value of accumulated plan benefits — January 1, 2013	\$ 133,692,791	
Increase (decrease) during the year attributable to:		
Increase for interest due to the decrease in the discount period	10,599,980	
Benefits paid	(9,615,101)	
Present value of benefits accumulated	1,948,820	
Actuarial assumption changes	<u>495,351</u>	
Actuarial present value of accumulated plan benefits — December 31, 2013	<u><u>\$ 137,121,841</u></u>	

Significant actuarial assumptions used in the actuarial present value of accumulated benefits at December 31, 2013 and 2012, are as follows:

- Mortality used in December 31, 2013 valuation: RP-2000 Mortality Table projected using Scale AA from 2000 to seven years after 2014 for annuitants and fifteen years after 2014 for non-annuitants
- Mortality used in December 31, 2012 valuation: RP-2000 Mortality Table projected using Scale AA from 2000 to seven years after 2013 for annuitants and fifteen years after 2013 for non-annuitants
- Retirement age assumptions (representative annual rates of retirement were used)
- Investment return: 8.25% per annum

The foregoing actuarial assumptions are based on the presumption that the Plan will continue indefinitely. If the Plan were to terminate, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that certain changes in these estimates and assumptions could be material to the financial statements.

7. INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2013 and 2012, and for the year ended December 31, 2013, included in the Plan's financial statements that was prepared by or derived from information prepared by the Trustee of the Plan and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate.

	2013	2012
Statements of net assets available for benefits — investment in Master Trust	\$ 170,027,226	\$ 146,685,549
Statement of changes in net assets available for benefits — net appreciation from investment in Master Trust	30,496,407	

Notes 4 and 5: All investment balances and investment information have been certified by the Trustee, excluding the classification of investments by level in Note 5.

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

9. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain investments in the Master Trust are invested in securities managed by the Trustee, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are included as a reduction of the return on each fund.

10. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the employer, by letter dated June 4, 2013, that the Plan and related trust are designed in accordance with the applicable regulations of the Internal Revenue Code (IRC). The Plan has been amended since it was submitted to the Internal Revenue Service with the request for the determination letter. However, the Administrative Committee and the Investment Committee believe the Plan is currently designed and operated in compliance with the applicable requirements of the IRC, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

* * * * *

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

Retirement Plan for Employees of Matson:

Data Code Number	Covered Groups
2	Matson Shoreside
12	Matson Clerical BU (Honolulu)
33*	MTI Security Officers
2,12,33	- Merged Matson

* MTI Security Officers group has no active or inactive members with deferred benefits.

Prescribed Funding Assumptions and Methods

Funding Interest Rates for Minimum Funding Purposes: Segment Rates with four-month lookback as constrained by MAP-21 and Highway and Transportation Funding Act of 2014 (HATFA):

First Segment Rate	5.23%
Second Segment Rate	6.51%
Third Segment Rate	7.16%

In accordance with MAP-21 and HATFA, the first, second and third Segment Rates above have been constrained to a 90% - 110% corridor around the average Segment Rates for the 25-year period ending September 30, 2012 for minimum funding, but not for benefit restrictions and maximum tax-deductible purposes. Prior to the application of the MAP-21 and HATFA corridor, the Segment Rates were 1.75%, 4.62% and 5.72%, respectively.

Effective Interest Rate: 6.66%

Funding Interest Rates for Benefit Restriction Purposes (AFTAP): Segment Rates with four-month lookback as constrained by MAP-21 but not HATFA:

First Segment Rate	4.94%
Second Segment Rate	6.15%
Third Segment Rate	6.76%

In accordance with MAP-21, the first, second and third Segment Rates above have been constrained to an 85% - 115% corridor around the average Segment Rates for the 25-year period ending September 30, 2012 for benefit restriction (AFTAP) purposes.

Effective Interest Rate: 6.31%

Funding Mortality: Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial Cost Method: The Funding Target is the present value of accrued benefits based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative expenses to be paid from plan assets during the year.

Interest Rate for Cash Balance Conversion to Annuities: Prescribed interest rates pursuant to IRS Regulation 1.430(d)-1(f)(5)(ii).

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

Non-Prescribed Funding Assumptions and Methods

Salary Increase: 3.00%

Social Security Taxable
Wage Base Increase: 3.50%

Cash Balance Interest Credit Rate: 1.65% (the current plan year's actual interest credit rate, i.e., arithmetic average of month-end 10-year Constant Maturities rate for the months of August, September and October that immediately precede the plan year.)

Mortality for Cash Balance
Conversion to Annuities: IRC §417(e) mortality used for the plan year beginning on the valuation date.

Expenses: Expected plan administrative expenses equal to prior year's non-investment administrative expenses paid from plan assets (\$884,014) are added to Target Normal Cost.

Frequency of Optional
Payment Forms for

Traditional Pension Benefits: For **Matson Shoreside members**, 50% of members are assumed to elect a Single Life Annuity and 50% of members are assumed to elect a 50% Joint and Survivor Annuity with spouse. For **Matson Clerical BU (Honolulu) members**, 70% of members are assumed to elect a Single Life Annuity and 30% of members are assumed to elect a 50% Joint and Survivor Annuity with spouse.

Cash Balance Benefits: At retirement: 50% of members are assumed to elect an immediate lump sum; 25% of members are assumed to elect a Single Life Annuity; and 25% of members are assumed to elect a 50% Joint and Survivor Annuity with spouse.

At termination before age 55: 80% of members are assumed to elect an immediate lump sum; 10% of members are assumed to elect a Single Life Annuity beginning at age 62; and 10% of members are assumed to elect a 50% Joint and Survivor Annuity with spouse beginning at age 62.

At death before retirement: 100% of beneficiaries are assumed to elect an immediate lump sum.

Marital Percentage: For **Matson Shoreside members**, 80% of the members are assumed to be married, and males are assumed to be two years older than their spouses. For **Matson Clerical BU (Honolulu) members**, 70% of the members are assumed to be married, and males are assumed to be two years older than their spouses. **MTI Security Officers group** has no active or inactive members with deferred benefits.

Mortality: The mortality table is applied on a static basis. Separate annuitant and non-annuitant tables were used.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

Turnover Rates:

Representative annual rates of turnover are:

Rates		
Age	Matson Shoreside	Matson Clerical BU (Honolulu)
20	.1746	.0925
25	.1851	.0775
30	.1219	.0625
35	.0878	.0500
40	.0700	.0375
45	.0621	.0250
50	.0563	.0125
55	.0000	.0000

MTI Security Officers group has no active members.

Disability Rates:

None

Retirement Rates:

Annual rates of retirement for **Matson Shoreside** and **Matson Clerical BU (Honolulu)** active members eligible for an immediate benefit are:

Age	Rate
55	.00
56	.00
57	.02
58	.02
59	.02
60	.04
61	.05
62	.05
63	.15
64	.12
65	.20
66	.30
67	.50
68	.30
69	.20
70	.20
71 & over	1.00

MTI Security Officers group has no active members.

In addition, for purposes of determining At-Risk Funding Target and At-Risk Target Normal Cost, employees eligible to retire and receive a benefit in the next 11 years are assumed to retire when first eligible (but not before the end of the current plan year) and elect to receive the form of benefit producing the highest present value.

Retirement age for inactive members with deferred benefits:

Matson Shoreside	Age 62
Matson Clerical BU (Honolulu)	Age 60
MTI Security Officers	N/A

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

Asset Valuation Method: Actuarial Value of Assets is market value as of the valuation date, including discounted receivable contributions, reduced by 2/3 and 1/3 of the gain/(loss) for each of the prior 2 years, respectively. The gain/(loss) for each period is determined as the actual return on market value during the period less the expected return on market value based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value, including discounted receivable contributions.

The expected return on plan assets for the applicable measurement periods was 8.25% per annum, limited by PPA to the applicable third segment rate as follows:

2012 measurement period: 7.52%
2011 measurement period: 6.57%

Summary of Changes from the January 1, 2012 Valuation

- The 3-segment interest rates with four-month lookback used for minimum funding and benefit restriction purposes were updated to the current valuation date. 2012 valuation used 3-segment interest rates (with four-month lookback), constrained by MAP-21, of 5.54% (first segment rate), 6.85% (second segment rate) and 7.52% (third segment rate).
- The mortality tables used for funding purposes were updated with projections specified by IRS Regulation 1.430(h)(3)-1.
- 2012 valuation assumed future salary increase of 4.00% per year. and future Social Security Taxable Wage Base increase of 4.00% per year.
- For Matson Shoreside group, 2012 valuation used actual 2012 interest credit rate of 2.11% as the assumed interest credit rate for all future years.
- For Matson Shoreside group, IRC §417(e) mortality, used to convert Cash Balance Accounts into equivalent annuities, was updated to IRC §417(e) mortality used for the plan year beginning on the valuation date. 2012 valuation used the 2012 Applicable Mortality Table (IRC §417(e) mortality for 2012 plan year).
- The amount of expenses added to the Target Normal Cost was updated to the current valuation date. 2012 valuation used non-investment administrative expenses (paid from plan assets) of \$729,794.

Changes in assumptions were either made in accordance with applicable law and regulations or to better reflect the actuary's best estimate of anticipated experience under the plan.

Schedule SB, Part V – Summary of Plan Provisions
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

Retirement Plan for Employees of Matson:

<u>Data Code Number</u>	<u>Covered Groups</u>
2	Matson Shoreside
12	Matson Clerical BU (Honolulu)
33	MTI Security Officers
2,12,33	Merged Matson

Changes Since

Last Valuation: None.

Matson Salaried NBU Members

Eligibility

All salaried non-bargaining unit employees become members on the first day of the month coinciding with or next following completion of one year of service. (Former employees of Aquitaine Assets Ltd. or Aquitaine L.L.C. or TransAmerica Transportation Service LLC will not be eligible to participate in the plan unless they become an eligible employee.) Effective January 1, 2006, those salaried non-bargaining unit employees who are first employed by Matson Logistics, Inc. (formerly known as Matson Integrated Logistics) on or after January 1, 2006 will not be eligible to participate in the plan. Special rules apply for those salaried non-bargaining employees who transfer employment to or from Matson Logistics, Inc.

All covered salaried non-bargaining unit employees (described above) hired or rehired prior to January 1, 2008 and who became salaried non-bargaining unit eligible employees prior to January 1, 2008 (excluding salaried NBU employees who were rehired on or after January 1, 2008), are eligible for "Traditional" Pension Benefit accruals for service through December 31, 2011 and Cash Balance Account Benefit accruals for service after December 31, 2011. (Upon termination of employment, affected participants will receive the sum of their frozen "Traditional" Pension Benefit and Cash Balance Account Benefit.)

Covered salaried non-bargaining unit employees hired or rehired on or after January 1, 2008, or who become salaried non-bargaining eligible employees on or after January 1, 2008, are eligible for Cash Balance Account Benefits.

Normal Retirement Benefit

a) Eligibility: Age 65.

b) Amount of "Traditional" Pension Benefit: The monthly benefit is the greater of (1) or (2):

(1) (a) 1.45% of FAMC up to monthly Covered Compensation plus 1.85% of FAMC in excess of monthly Covered Compensation, times years of Credited Benefit Service up to 25,

plus

(b) .725% of FAMC up to monthly Covered Compensation plus .925% of FAMC in excess of monthly Covered Compensation, times years of Credited Benefit Service in excess over 25 (maximum 25),

plus

(c) .725% of FAMC times years of Credited Benefit Service over 50.

Schedule SB, Part V – Summary of Plan Provisions
Retirement Plan for Employees of Matson
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Final Average Monthly Compensation (FAMC) is the highest sixty-consecutive-month average of compensation during the 120 months prior to January 1, 2012 during which the employee was an eligible employee, including base, overtime and one-year annual bonuses.

Credited Benefit Service consists of all periods of eligible employment prior to January 1, 2012, plus eligible service with Matcinal Corporation or American President Lines, Ltd.

- (2) The accrued benefit determined on December 31, 1988 under the plan provisions in effect on that date.

c) Amount of Cash Balance Account Benefit: The sum of (1) Pay Credits and (2) Interest Credits:

- (1) Pay Credit is the amount credited as of the last day of each Plan Year to the Cash Balance Account. Pay Credit for a Plan Year is equal to 5% of the member's Compensation paid during the Plan Year while an eligible employee. An additional Pay Credit of 5% of Compensation (earned while an eligible employee) will be credited for the Plan Year preceding the Plan Year the eligible employee becomes a member.
- (2) Interest Credit for a Plan Year is equal to the member's Cash Balance Account as of January 1 of such Plan Year multiplied by the Interest Credit Rate for the Plan Year. Interest Credits are credited as of the last day of the Plan Year, or if earlier, the last day of the month preceding the member's Annuity Starting Date and on a simple interest basis.
- (3) Interest Credit Rate for a Plan Year is the arithmetic average of the month-end 10-year Treasury Constant Maturities rate for the months of August, September, and October of the prior Plan Year.

Member's Cash Balance Account is converted into an equivalent monthly single life annuity that is of equivalent actuarial value to Cash Balance Account as of the last day of the month preceding member's annuity starting date.

Early Retirement Benefit

- a) Eligibility: Age 55 and 5 years of service.
- b) Amount of "Traditional" Pension Benefit: The Normal Retirement Benefit for service to the Early Retirement Date multiplied by the following early retirement factor:

<u>Age</u>	<u>If Terminated Before Age 55</u>	<u>If Terminated At or After Age 55</u>
55	.50	.64
56	.54	.70
57	.58	.76
58	.62	.82
59	.66	.88
60	.70	.94
61	.76	.97
62	.82	1.00
63	.88	1.00
64	.94	1.00

- c) Amount of Cash Balance Account Benefit: Cash Balance Account converted into an equivalent monthly single life annuity that is of equivalent actuarial value to the Cash Balance Account as of the last day of the month preceding member's annuity starting date.

Deferred Retirement Benefit

- a) Eligibility: Employed beyond age 65.

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- b) Amount of Benefit: Member continues to accrue benefits beyond Normal Retirement Date. Benefits commencing after the April 1 following the calendar year in which the member attains age 70½ are actuarially increased as required by law.

Disability

If an active member eligible for "Traditional" Pension Benefits is disabled and receiving benefits under the employer's long term disability plan, he will continue to accrue pension benefits up through December 31, 2011 based upon his rate of compensation when he became disabled. Effective January 1, 2012, he will only continue to accrue credited vesting service until the earlier of the date he terminates employment or attains Normal Retirement Age.

If an active member eligible for a Cash Balance Account Benefit is disabled and continuously receiving benefits under the employer's sickness benefits plan or long term disability plan, he will continue to accrue credited vesting service until the earlier of the date he terminates employment or attains his Normal Retirement Age.

Vested Benefit

- a) "Traditional" Pension Benefits:

- (1) Eligibility: 5 years of service (or 3 years of service if any portion of accrued benefit under the plan is a Cash Balance Account Benefit).
- (2) Amount of Benefit: Commencing at age 65, the amount of Normal Retirement Benefit credited for service to the date of termination. Member may elect a reduced Early Retirement Benefit after age 55 if member had at least 5 years of service.

- b) Cash Balance Account Benefits:

- (1) Eligibility: 3 years of service.
- (2) Amount of Benefit: Cash Balance Account is credited with Pay Credits for service to date of termination and Interest Credits to last day of the month preceding the member's retirement date. Cash Balance Account is converted into a monthly single life annuity that is of equivalent actuarial value to his Cash Balance Account as of the last day of the month preceding member's retirement date. Member may elect to receive his benefit as early as the first day of the month following his date of termination. Cash Balance Account can be paid in the form of a lump sum or an immediate annuity (of equivalent actuarial value to his Cash Balance Account as of his annuity starting date).

Pre-Retirement Death Benefit

- a) "Traditional" Pension Benefits:

- (1) Eligibility: Married at least 1 year, with a vested benefit or eligible for retirement.

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Retirement Plan for Employees of Matson
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(2) Amount of Benefit:

- (a) If the member was active and eligible for early retirement (age 55 with 5 years of service), the spouse receives an immediate monthly income equal to the following percentage of the Normal Retirement Benefit (but not less than surviving spouse's benefit described in (b) below):

<u>Surviving Spouse's Age at Member's Date of Death</u>	<u>Percentage of Normal Retirement Benefit</u>
53 and over	50%
45 through 52	45%
37 through 44	40%
30 through 36	35%
Under 30	30%

- (b) If the member was active and either under age 55 or had less than 5 years of service, the spouse receives 1/2 of the reduced 50% Joint and Survivor benefit that would have been in effect had the member terminated on the date of death and survived to the date payments commenced, and retired on that date. This benefit is deferred until the date the member would have reached age 65 (or if member had at least 5 years of service at death, at the spouse's election, any time after the date the member would have reached age 55).
- (c) If the member was terminated before death, the spouse would receive the same benefit described in (b).

b) Cash Balance Account Benefits:

- (1) Eligibility: 3 years of service or eligible for retirement.

(2) Amount of Benefit:

- (a) If the member was married on his date of death, spouse receives a monthly single life annuity that is of equivalent actuarial value to the member's Cash Balance Account as of the last day of the month preceding the spouse's annuity starting date. In lieu of a monthly annuity, spouse may elect a lump sum payment equal to the member's Cash Balance Account as of the last day of the month preceding the spouse's annuity starting date. The spouse's benefit is deferred until member's Normal Retirement Date (or, at spouse's election, spouse can elect to receive payments commencing as of the first of any month following member's death).
- (b) If the member was not married on his date of death, his designated beneficiary would receive a lump sum payment equal to the member's Cash Balance Account as of the last date of the month preceding the beneficiary's annuity starting date.

Employee Contributions None.

Forms of Payment

a) Automatic Form:

- (1) "Traditional" Pension Benefits:
- (a) Single life annuity for unmarried member.
 - (b) Reduced 50% Qualified Joint & Survivor annuity for married member.
 - (c) Lump sum of not more than \$5,000.

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- (2) Cash Balance Account Benefits:
 - (a) Single life annuity (of equivalent actuarial value to Cash Balance Account) for unmarried member.
 - (b) Reduced 50% Qualified Joint & Survivor annuity (of equivalent actuarial value to Cash Balance Account) for married member.
 - (c) Lump sum of not more than \$5,000.
- b) Optional Forms:
 - (1) "Traditional" Pension Benefits:
 - (a) Single life annuity
 - (b) 50%, 75% or 100% Joint & Survivor annuity.
 - (c) 66-2/3% Joint & Last Survivor annuity.
 - (2) Cash Balance Account Benefits:
 - (a) Single life annuity, 50%, 75% or 100% Joint & Survivor annuity (if at least age 55 with 5 years of service or age 65).
 - (b) 75% Joint & Survivor annuity with spouse
 - (c) Lump sum.
- c) Conversion of Payment Forms
 - (1) For "Traditional" Pension Benefits:

The member's single life annuity is converted into an actuarially equivalent other form of payment using (except for lump sums) the Unisex Pension 1984 Mortality Table set back two years for members and seven years for contingent annuitants and an interest rate of 6.5% per year.

The lump sum form of payment is calculated as (a) for members not yet eligible for retirement, the present value of the accrued benefit payable at Normal Retirement Date (or actual retirement date, if later) and (b) for members eligible for early retirement, the present value of the immediate early retirement benefit. In both cases, the present value is calculated using the Internal Revenue Code §417(e)(3) assumptions with a lookback month for the applicable interest rate for the fourth full calendar month preceding the plan year.
 - (2) For Cash Balance Account Benefits:

The member's Cash Balance Account is converted into an actuarially equivalent single life annuity or other form of payment using Internal Revenue Code Section 417(e)(3) assumptions with a lookback month for the applicable interest rate for the fourth full calendar month preceding the plan year.

The lump sum form of payment is equal to the member's Cash Balance Account.

Matson Clerical BU (Honolulu) Members

Eligibility

All Matson Clerical BU (Honolulu) employees covered under the applicable collective bargaining agreement become members of the plan on the first day of the month coinciding with or next following completion of one year of service.

Normal Retirement Benefit

- a) Eligibility: Age 65.

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b) Amount of Benefit: The monthly benefit is the greater of (1) or (2):

(1) (a) 1.45% of FAMC up to monthly Covered Compensation plus 1.85% of FAMC in excess of monthly Covered Compensation, times years of Credited Benefit Service up to 25,

plus

(b) .725% of FAMC up to monthly Covered Compensation plus .925% of FAMC in excess of monthly Covered Compensation, times years of Credited Benefit Service in excess over 25 (maximum 25),

plus

(c) .725% of FAMC times years of Credited Benefit Service over 50.

Final Average Monthly Compensation (FAMC) is the highest sixty-consecutive-month average of compensation during most recent 120 months during which employee was an eligible employee, including base, overtime and one-year annual bonuses.

Credited Benefit Service consists of all periods of eligible employment.

(2) The accrued benefit determined on June 30, 1990 under the plan provisions in effect on that date.

Early Retirement Benefit

a) Eligibility: Age 55 and 5 years of service.

b) Amount of benefit: The Normal Retirement Benefit for service to the Early Retirement Date multiplied by the following early retirement factor:

<u>Age</u>	<u>If Terminated Before Age 55</u>	<u>If Terminated At or After Age 55</u>
55	.50	.64
56	.54	.70
57	.58	.76
58	.62	.82
59	.66	.88
60	.70	.94
61	.76	.97
62	.82	1.00
63	.88	1.00
64	.94	1.00

Deferred Retirement Benefit

a) Eligibility: Employed beyond age 65.

b) Amount of Benefit: Member continues to accrue benefits beyond Normal Retirement Date. Benefits commencing after the April 1 following the calendar year in which the member attains age 70½ are actuarially increased as required by law.

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Disability

If a member is disabled and receiving benefits under the employer's long term disability plan, he will continue to accrue pension benefits based upon his rate of compensation when he became disabled.

Vested Benefit

- a) Eligibility: 5 years of service (or 3 years of service if any portion of accrued benefit under the plan is a Cash Balance Account Benefit).
- b) Amount of Benefit: Commencing at age 65, the amount of Normal Retirement Benefit credited for service to the date of termination. Member may elect a reduced Early Retirement Benefit after age 55 if member had at least 5 years of service.

Pre-Retirement Spouse Benefit

- a) Eligibility: Married at least 1 year, with a vested benefit or eligible for retirement.
- b) Amount of Benefit:
 - (1) If the member was active and eligible for early retirement (age 55 with 5 years of service), the spouse receives an immediate monthly income equal to the following percentage of the Normal Retirement Benefit (but not less than surviving spouse's benefit described in (2) below):

<u>Surviving Spouse's Age at Member's Date of Death</u>	<u>Percentage of Normal Retirement Benefit</u>
53 and over	50%
45 through 52	45%
37 through 44	40%
30 through 36	35%
Under 30	30%

- (2) If the member was active and either under age 55 or had less than 5 years of service, the spouse receives 1/2 of the reduced 50% Joint and Survivor benefit that would have been in effect had the member terminated on the date of death and survived to the date payments commenced, and retired on that date. This benefit is deferred until the date the member would have reached age 65 (or if the member had at least 5 years of service at death, at the spouse's election, any time after the date the member would have reached age 55).
 - (3) If the member was terminated before death, the spouse would receive the same benefit described in (2).

Employee Contributions None.

Forms of Payment

- a) Automatic Form:
 - (1) Single life annuity for unmarried member.
 - (2) Reduced 50% Qualified Joint & Survivor annuity for married member.
 - (3) Lump sum of not more than \$5,000.
- b) Optional Forms:
 - (1) Single life annuity.
 - (2) 50%, 75% or 100% Joint & Survivor annuity.

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c) **Conversion of Payment Forms**

The member's single life annuity is converted into an actuarially equivalent other form of payment using (except for lump sums) the Unisex Pension 1984 Mortality Table set back two years for members and seven years for contingent annuitants and an interest rate of 6.5% per year.

The lump sum form of payment is calculated as (1) for members not yet eligible for retirement, the present value of the accrued benefit payable at Normal Retirement Date (or actual retirement date, if later) and (2) for members eligible for early retirement, the present value of the immediate early retirement benefit. In both cases, the present value is calculated using the Internal Revenue Code §417(e)(3) assumptions with a lookback month for the applicable interest rate for the fourth full calendar month preceding the plan year.

MTI Security Officer Members (There are no remaining active members or inactive members with deferred vested benefits.)

Eligibility

All regular full-time employees who are covered under the applicable collective bargaining agreements and who have completed one year of service.

Normal Retirement Benefit

a) Eligibility: Age 62.

b) Amount of Benefit: The monthly benefit is the greater of (1) or (2):

(1) Basic Benefit:

1% of the average monthly compensation for each year of Credited Benefit Service earned after December 31, 1966.

(2) Minimum Benefit:

For a member who retires after June 30, 1999:

	<u>For Each Year of Credited Benefit Service</u>	<u>Maximum Monthly Benefit</u>
From July 1, 1999	\$80.00	\$2,800.00
From July 1, 2000	\$90.00	\$3,150.00
From July 1, 2001	\$95.00	\$3,325.00

Credited Benefit Service - One-twelfth of a year of Credited Benefit Service for each calendar month during which an eligible employee is credited with 1 hour of service as a member, but excluding those months in which the eligible employee did not receive credit for 1 hour of service

Early Retirement Benefit

a) Eligibility: Age 55 and 3 years of service.

b) Amount of Benefit:

(1) If age 60 or 5 years of service, accrued Normal Retirement Benefit reduced 5% per year before age 62.

(2) Otherwise, accrued Basic Benefit reduced 5% per year before age 62.

Schedule SB, Part V – Summary of Plan Provisions
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Deferred Retirement Benefit

- a) Eligibility: Employed beyond age 62.
- b) Amount of Benefit: Benefit is calculated based on compensation and credited benefit service to Deferred Retirement Date. Benefits commencing after the April 1 following the calendar year in which the member attains age 70½ are actuarially increased as required by law.

Disability

- a) Eligibility: After 6 months of permanent disability, and not receiving any income continuance, sick leave or LTD.
- b) Amount of Benefit:
 - (1) If the member is less than age 55 with less than 3 years of service, \$125.00 per month.
 - (2) If the member is at least age 55 (but less than age 60) or has at least 3 (but less than 5) years of service, the greater of (a) \$125.00 per month or (b) Basic Benefit for service to date of disablement.
 - (3) If the member is at least age 60 or has at least 5 years of service, the greatest of (a) \$125.00, (b) Basic Benefit for service to date of disablement, or (c) Minimum Benefit for service to date of disablement.

Bridge Benefit

- a) Eligibility: Retirement from active employment before age 65.
- b) Amount of Benefit:
 - (1) If age 62 or over, \$200 per month until age 65.
 - (2) If under age 62, \$200 per month actuarially reduced for early retirement. Bridge benefits commencing prior to attainment of age 62 are actuarially reduced for early retirement using the 1971 Group Annuity Mortality Table set back one year and an interest rate of 6% per year.

Pre-Retirement Spouse Benefit

- a) Eligibility: Eligible for a vested benefit or retirement.
- b) Amount of Benefit: The greatest of (1), (2), (3) or (4):
 - (1) If active, age 59 with 25 years of Credited Benefit Service, 1/2 of Normal Retirement Benefit.
 - (2)
 - (a) If active, age 59 with under 25 years of Credited Benefit Service, or
 - (b) if active, with at least 5 years of service, age 55 regardless of the number of years of Credited Benefit Service, or
 - (c) if active, with at least 5 years of service, under age 55 with 25 years of Credited Benefit Service,but not eligible for above benefits, 1/2 of Normal Retirement Benefit, reduced 5% per year for each year before age 62, subject to a maximum 35% reduction.
 - (3) If active, with less than 5 years of service, age 55 but not eligible for above benefits, 1/2 of Basic Retirement Income, reduced 5% per year for each year before age 62.

Schedule SB, Part V – Summary of Plan Provisions
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- (4) (a) If active, under age 55 with at least 3 years of service, with under 25 years of Credited Benefit Service, or
- (b) if a terminated vested member,
- 1/2 of the reduced 50% Joint & Survivor retirement benefit that would have been in effect had the member terminated on the date of death, survived to the date payments commence (if under age 55, survived to age 55) and retired on that date.

Vested Benefit

a) Eligibility: 3 years of service.

b) Amount of Benefit:

- (1) If 5 years of service, accrued Normal Retirement Benefit commencing at age 62.
- (2) If at least 3 but less than 5 years of service, accrued Basic Benefit commencing at age 62.

Member may elect an Early Retirement Benefit after age 55 (benefit reduced 5/9% per month for the first 60 months by which early retirement precedes age 62 and 5/18% per month for months over 60).

Employee Contributions None.

Forms of Payment

a) Automatic Form:

- (1) Single life annuity for unmarried member.
- (2) Reduced 50% Qualified Joint & Survivor annuity for married member. (This group only has retired members.)
- (3) Lump sum of not more than 5,000.

b) Optional Forms:

- (1) Single life annuity.
- (2) 50%, 75% or 100% Joint & Survivor annuity.
- (3) Repatriation benefit for employees hired prior to 1/1/1950.
- (4) Lump sum payment for disability retirement.
- (5) Lump sum payment for a member who is laid off due to a reduction in work force and who does not accept employment with another Stevedore employer in the State of Hawaii.

c) Conversion of Payment Forms

The member's single life annuity is converted into an actuarially equivalent other form of payment using (except for lump sums) the Unisex Pension 1984 Mortality Table set back two years for members and seven years for contingent annuitants and an interest rate of 6.5% per year.

The lump sum form of payment is calculated as (1) for members not yet eligible for retirement, the present value of the accrued benefit payable at Normal Retirement Date (or actual retirement date, if later) and (2) for members eligible for early retirement, the present value of the immediate early retirement benefit. In both cases, the present value is calculated using the Internal Revenue Code §417(e)(3) assumptions with a lookback month for the applicable interest rate for the fourth full calendar month preceding the plan year. For disability retirement lump sums, present value factor applied to the monthly benefit shall not be less than 90.

RETIREMENT PLAN FOR EMPLOYEES OF MATSON

EIN: 99-0032630; PN: 020

Schedule SB, line 24 – Change in Actuarial Assumptions

- For Matson Shoreside members with Cash Balance Accounts, updated cash balance interest credit rate assumption to current plan year's interest credit rate, i.e., arithmetic average of the month-end 10-year Treasury Constant Maturities for the months of August, September and October that immediately precede the plan year (from 2.11% for 2012 valuation to 1.65% for 2013 valuation).
- Updated IRC §417(e) mortality, used to convert cash balance accounts into equivalent annuities, to current plan year's IRC §417(e) mortality (from 2012 Applicable Mortality Table for 2012 valuation to 2013 Applicable Mortality Table for 2013 valuation).
- Changed future salary increase assumption from 4.00% per year for 2012 valuation to 3.00% per year for 2013 valuation.
- Changed future Social Security Taxable Wage Base increase assumption from 4.00% per year for 2012 valuation to 3.50% per year for 2013 valuation.

The above changes were made to better reflect the actuary's best estimate of anticipated experience under the Plan.

Schedule SB, Line 26 - Schedule of Active Participant Data
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

Schedule SB, Line 26 - Schedule of Active Participant Data											
Attained Age	YEARS OF CREDITED SERVICE										Total
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
Under 25		3									3
25 to 29	1	6	5								12
30 to 34		12	31	6							49
35 to 39		9	29	19	2						59
40 to 44		10	28	26	8	1					73
45 to 49		10	28	25	10	8	6				87
50 to 54		7	31	17	9	16	14	4	1		99
55 to 59		7	19	19	12	17	9	14	3		100
60 to 64			17	15	7	8	3	3	9	5	67
65 to 69		1	4	3	3	6	2	2	2	1	24
70 & up			1			1	1		1	1	5
Total	1	65	193	130	51	57	35	23	16	7	578*

* Participant count excludes those participants who transferred to an ineligible employment classification and therefore ceased receiving future benefit accruals in the above-named plan. However, the participant count in column 1 of line 3(c)(3) of the Schedule SB does include such transferred participants.

Schedule SB, line 32 - Schedule of Amortization Bases
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

<u>Type of Base</u>	<u>Date Established</u>	<u>Initial Amount</u>	<u>Remaining Installments</u>	<u>Shortfall Amortization Installment</u>	<u>Present Value of Remaining Installments as of January 1, 2013</u>
Shortfall	1/1/2010	\$ 7,121,751	4	\$ 1,198,534	\$ 4,448,424
Shortfall	1/1/2011	22,488,443	5	3,700,011	16,750,273
Shortfall	1/1/2012	(13,226,304)	6	(2,244,829)	(11,800,225)
Shortfall	1/1/2013	4,209,919	7	708,553	4,209,919
				<u>\$ 3,362,269</u>	<u>\$ 13,608,391</u>

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

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

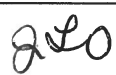
► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF MATSON	B Three-digit plan number (PN) ►	<u>020</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MATSON, INC.	D Employer Identification Number (EIN) 99-0032630	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a		149748663
b Actuarial value	2b		148100408
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	673	85505959
b For terminated vested participants	3b	441	20732867
c For active participants:			
(1) Non-vested benefits	3c(1)		1060670
(2) Vested benefits	3c(2)		49121494
(3) Total active	3c(3)	586	50182164
d Total	3d	1700	156420990
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		6.66%
6 Target normal cost	6		2481798

Statement by Enrolled Actuary

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

SIGN HERE	Jennifer S.J. Lum-Ota  Signature of actuary JENNIFER S.J. LUM-OTA, FSA, EA, MAAA Type or print name of actuary BUCK CONSULTANTS, LLC Firm name 700 BISHOP ST., SUITE 1200 HONOLULU HI 96813 Address of the firm	10/07/2014 Date 1404070 Most recent enrollment number 808-533-6002 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2013

Part II	Beginning of Year Carryover Prefunding Balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	3138794
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1115340
9	Amount remaining (line 7 minus line 8)	0	2023454
10	Interest on line 9 using prior year's actual return of <u>15.32</u> %	0	309993
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2674215
	b Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions)		280147
	c Total available at beginning of current plan year to add to prefunding balance		2954362
	d Portion of (c) to be added to prefunding balance		2954362
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	5287809

Part III	Funding Percentages		
14	Funding target attainment percentage	14	91.30 %
15	Adjusted funding target attainment percentage	15	87.93 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.24 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV	Contributions and liquidity shortfalls		
18	Contributions made to the plan for the plan year by employer(s) and employees:		
	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
	07/12/2013	414413	
	07/14/2014	3032964	
	09/10/2014	1720898	
	Totals ▶	18(b)	5168275
		18(c)	0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	4691574
20	Quarterly contributions and liquidity shortfalls:		
	a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
	b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
	c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.23%	2nd segment: 6.51%	3rd segment: 7.16%	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	2481798	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
	13608391	3362269	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	5844067	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	5287809	5287809
36 Additional cash requirement (line 34 minus line 35).....	36	556258	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	4691574	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	4135316	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	4135316	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Notes for 2013 Plan Year
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

In preparing this Schedule SB, the actuary relied on the following information which was provided by other parties:

- (a) Contribution information, as provided by the employer.
- (b) Asset information, as provided by the trustee and insurance companies.
- (c) Data on people covered by the Plan, as provided by employer. While not verifying the data at the source, the actuary performed tests for consistency and reasonability. Compensation information also provided by the employer.
- (d) Plan provisions summarized in the attachment that fairly reflect the most recent restated plan document adopted June 29, 2012.

The information in (b) and (c) was audited by the independent certified public accountants for the Plan Sponsor.

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, increases or decreases expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions or applicable law. Because of limited scope, Buck performed no analysis of the potential range of such future differences.

Schedule SB, line 22 - Description of Weighted Average Retirement Age
Retirement Plan for Employees of Matson
EIN: 99-0032630 PN: 020

The weighted average retirement age for the plan is calculated below, based on all active participants of the plan:

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
57	269.9518	0.0199	5.3791	306.6073
58	279.9198	0.0200	5.5984	324.7070
59	296.5681	0.0200	5.9314	349.9504
60	300.7597	0.0399	11.9904	719.4233
61	304.7922	0.0500	15.2396	929.6161
62	303.4501	0.0500	15.1725	940.6952
63	300.0775	0.1500	45.0116	2835.7324
64	267.7548	0.1200	32.1306	2056.3565
65	241.3583	0.2000	48.2717	3137.6575
66	199.8598	0.3000	59.9579	3957.2238
67	144.7998	0.5000	72.3999	4850.7927
68	73.5527	0.3000	22.0658	1500.4758
69	52.0400	0.2000	10.4080	718.1515
70	45.3002	0.2000	9.0600	634.2030
71	35.9434	1.0000	35.9434	2551.9781
72	0.0000	1.0000	0.0000	0.0000
73	2.0000	1.0000	2.0000	146.0000
74	1.0000	1.0000	1.0000	74.0000
Total			397.5602	26033.5707
Average				65.48
Rounded Average				65

Note: The table presents values rounded to fewer significant digits than used in the calculations.

To determine the Weighted Average Retirement Age (WARA) for all participants, the sum of Weighted Ages (5) is divided by the sum of Expected Retirements (4) for all ages and rounded. For each age, the Expected Active Headcount (2) reflects the probability of surviving to that age reflecting all decrements.

Note to columns 2 and 3: Column 2's Expected Active Headcount includes members who are not yet eligible for retirement at a given age. The rates in Column 3 are therefore adjusted to reflect 0% probability for those not eligible to retire and the retirement rate percentages from the Attachment to Part V for those members who have attained eligibility requirements.

The rates shown above also reflect a combination of the rates shown in the tables in the Part V attachment based on actual eligibilities.