UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2014

OR

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

For the transition period from to

Commission file number 001-34187

Matson, Inc.

(Exact name of registrant as specified in its charter)

Hawaii (State or other jurisdiction of incorporation or organization)	**99-0032630** (I.R.S. Employer Identification No.)

1411 Sand Island Parkway
Honolulu, HI 96819
(Address of principal executive offices and zip code)

(808) 848-1211
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common Stock, without par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Number of shares of Common Stock outstanding at February 24, 2015:
43,385,305

Aggregate market value of Common Stock held by non-affiliates at June 30, 2014:
$1,144,794,947

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

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

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No **x**

Documents Incorporated By Reference

The following document is incorporated by reference in Part III of the Annual Report on Form 10-K to the extent described therein: Proxy statement for the annual meeting of shareholders of Matson, Inc. to be held April 23, 2015.

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MATSON, INC.

FORM 10-K

Annual Report for the Fiscal Year
Ended December 31, 2014

PART I

ITEM 1. BUSINESS

Matson, Inc., a holding company incorporated in January 2012, in the State of Hawaii, and its subsidiaries ("Matson" or the "Company"), is a leading provider of ocean transportation and logistics services. The Company consists of two segments, Ocean Transportation and Logistics. For financial information by segment for the years ended December 31, 2014, 2013 and 2012, see Note 14 to the consolidated financial statements in Item 8 of Part II below.

Ocean Transportation: Matson's Ocean Transportation business is conducted through Matson Navigation Company, Inc. ("MatNav"), a wholly-owned subsidiary of Matson, Inc. Founded in 1882, MatNav is an asset-based business that provides a vital lifeline of ocean freight transportation services to the island economies of Hawaii, Guam and Micronesia, and also operates a premium, expedited service from China to Long Beach, California. In January 2013, Matson began providing ocean services to various islands in the South Pacific including New Zealand, Fiji, Samoa, American Samoa, Tonga and the Cook Islands, and later expanded service to include Australia to the Solomon Islands, and Nauru. Matson's fleet consists of 18 owned and three chartered vessels including containerships, combination container/roll-on/roll-off ships, and custom-designed barges.

Matson also provides container stevedoring, container equipment maintenance and other terminal services for MatNav and other ocean carriers through Matson Terminals, Inc. ("Matson Terminals"), a wholly-owned subsidiary of MatNav, on the islands of Oahu, Hawaii, Maui and Kauai.

Matson has a 35 percent ownership interest in SSA Terminals, LLC ("SSAT") through a joint venture between Matson Ventures, Inc., a wholly-owned subsidiary of MatNav, and SSA Ventures, Inc. ("SSA"), a subsidiary of Carrix, Inc. SSAT provides terminal and stevedoring services to various carriers at six terminal facilities on the U.S. West Coast, including to MatNav at several of those facilities. Matson records its share of income in the joint venture in operating expenses within the Ocean Transportation segment due to the nature of SSAT's operations.

Logistics: Matson's Logistics business is conducted through Matson Logistics, Inc. ("Matson Logistics" or "Logistics"), a wholly-owned subsidiary of MatNav. Established in 1987, Matson Logistics is an asset-light business that provides multimodal transportation, including domestic and international rail intermodal service ("Intermodal"); long-haul and regional highway brokerage, specialized hauling, flat-bed and project work, less-than-truckload services, expedited freight services (collectively "Highway"); and warehousing and distribution services. The warehousing and distribution services are provided in the U.S. by Matson Logistics Warehousing, Inc. ("Matson Logistics Warehousing"), a wholly-owned subsidiary of Matson Logistics.

Horizon Acquisition: On November 11, 2014, Matson and Horizon Lines, Inc. ("Horizon") announced that MatNav and Horizon entered into a definitive merger agreement pursuant to which Horizon will be merged with a subsidiary of MatNav. As a result, Matson will acquire Horizon's Alaska operations and assume all of Horizon's non-Hawaii assets and liabilities (the "Horizon Transaction"). Separately, on the same day, Horizon announced that it agreed to sell its Hawaii operations to The Pasha Group ("Pasha"), (the "Pasha Transaction"), and cease all of its operations in Puerto Rico. On February 25, 2015, the stockholders of Horizon approved the adoption of the definitive merger agreement. The Horizon Transaction is conditioned on the Pasha Transaction closing and other customary closing conditions. The Pasha Transaction is subject to clearance by the U.S. Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

The total value for the Horizon Transaction is approximately $456.0 million (before transaction costs), based on Horizon's net debt outstanding as of September 21, 2014, less the anticipated proceeds from the Pasha Transaction. The Company will fund the Horizon Transaction from cash on hand and available borrowings under its revolving credit facility.

Separation Transaction: On December 1, 2011, Alexander & Baldwin, Inc., the former parent company of MatNav (the "Former Parent Company"), announced that its Board of Directors unanimously approved a plan to pursue the separation (the "Separation") of the Former Parent Company to create two independent, publicly traded companies, Matson, Inc., and Alexander & Baldwin, Inc. ("A&B"), a Hawaii-based land company with interests in real estate development, commercial real estate and agriculture.

As part of the Separation, a holding company, Alexander & Baldwin, Holdings, Inc. ("Holdings") was formed to facilitate the organization and segregation of the assets of the two businesses. The Separation was completed on June 29, 2012. In the Separation, the shareholders of Holdings received one share of common stock of A&B for every share of Holdings held of record as of June 18, 2012. Immediately following the Separation, Holdings changed its name to Matson, Inc. For accounting purposes, Matson is the successor company to the Former Parent Company.

A. BUSINESS DESCRIPTION

(1) Ocean Transportation

Matson's Hawaii service provides ocean freight services (lift-on/lift-off, roll-on/roll-off and conventional services) between the ports of Long Beach, Oakland, Seattle, and the major ports in Hawaii on the islands of Oahu, Kauai, Maui and Hawaii. Matson is the largest carrier of ocean cargo between the U.S. West Coast and Hawaii. Westbound cargo carried by Matson to Hawaii includes dry containers of mixed commodities, refrigerated commodities, packaged foods, building materials, automobiles and household goods. Matson's eastbound cargo from Hawaii includes automobiles, household goods, dry containers of mixed commodities, food and beverages, and livestock. The majority of Matson's Hawaii service revenue is derived from the westbound carriage of containerized freight and automobiles.

Matson's China service is part of an integrated Hawaii/Guam/China service. This service employs five of Matson's containerships in a weekly service that carries cargo from Long Beach to Honolulu and then to Guam. The vessels continue to the ports of Xiamen, Ningbo and Shanghai in China, where they are loaded with cargo to be discharged in Long Beach. These vessels also carry cargo destined to and originating from the Guam and Micronesia services.

Matson's Guam service provides weekly container and conventional freight services between the U.S. West Coast and Guam. Additionally, Matson provides freight services from Guam to the Commonwealth of the Northern Mariana Islands.

Matson's Micronesia service provides container and conventional freight services between the U.S. West Coast and the islands of Kwajalein, Ebeye and Majuro in the Republic of the Marshall Islands, the islands of Yap, Pohnpei, Chuuk and Kosrae in the Federated States of Micronesia, and the Republic of Palau. Cargo destined for these locations is transshipped through Guam.

In January 2013, Matson purchased the primary assets of a South Pacific ocean freight carrier based in Auckland, New Zealand. Matson named this new business "Matson South Pacific," which currently transports freight between New Zealand, Australia and other South Pacific Islands including Nauru, Fiji, Samoa, American Samoa, Tonga, the Cook Islands, and the Solomon Islands.

Matson's Vessel Information: Matson's fleet includes 18 owned and three chartered vessels. The Matson-owned fleet represents an initial investment of approximately $1.3 billion and consists of: 11 containerships; three combination container/roll-on/roll-off ships; one roll-on/roll-off barge; and three container barges equipped with cranes. The majority of vessels in the Matson-owned fleet have been acquired with the assistance of withdrawals from a Capital Construction Fund ("CCF") established under Section 607 of the Merchant Marine Act of 1936 (see Note 6 to the consolidated financial statements in Item 8 of Part II below for additional information about the CCF).

During the fourth quarter of 2013, MatNav and Aker Philadelphia Shipyard, Inc. ("APSI") entered into definitive agreements pursuant to which APSI will construct two new 3,600 twenty-foot equivalent unit ("TEU") Aloha-class containerships with dual-fuel capable engines, which are expected to be delivered during the third and fourth quarters of 2018 (the "Shipbuilding Agreements"), at a cost of approximately $418.0 million. APSI's obligations under the Shipbuilding Agreements are guaranteed by Aker Philadelphia Shipyard ASA.

As a complement to its fleet, as of December 31, 2014, Matson owns approximately 32,400 containers and 9,800 chassis, which represents an initial investment of approximately $278 million, and miscellaneous other equipment. Matson also leases approximately 8,100 containers and 7,200 chassis. Capital expenditures incurred by Ocean Transportation in 2014 for vessels, equipment and systems totaled approximately $27.8 million.

Matson's U.S. flagged vessels must meet specified seaworthiness standards established by U.S. Coast Guard rules and classification society requirements. These standards require that our ships undergo two dry-docking inspections within a five-year period. However, all of Matson's U.S. flagged vessels are enrolled in the U.S. Coast Guard's Underwater Survey in Lieu of Dry-docking ("UWILD") program. The UWILD program allows eligible ships to meet their intermediate dry-docking requirement with a far less costly underwater inspection.

Matson operates four non-U.S. flag vessels (one owned; one under a bareboat charter arrangement; and the remaining two on time charter) in the Pacific Islands. Matson is responsible for ensuring that the owned and bareboat chartered ships meet international standards for seaworthiness, which among other requirements generally mandate that Matson perform two dry-docking inspections every five years. The dry-dockings of Matson's time chartered vessels are the responsibility of the ships' owners.

Vessels owned and chartered by Matson as of December 31, 2014 are as follows:

							Usable Cargo Capacity			
							Containers		Vehicles	
Vessel Name	Owned/ Chartered	Official Number	Year Built	Length	Maximum Speed (Knots)	Maximum Deadweight (Long Tons)	Reefer Slots	TEUs(1)	Autos	Trailers
Diesel-Powered Ships										
MAUNALEI	Owned	1181627	2006	681' 1"	22	33,771	328	1,992	—	—
MANULANI	Owned	1168529	2005	712' 0"	23	29,517	284	2,378	—	—
MAUNAWILI	Owned	1153166	2004	711' 9"	23	29,517	326	2,378	—	—
MANUKAI	Owned	1141163	2003	711' 9"	23	29,517	326	2,378	—	—
OLOMANA (4)	Owned	1559	1999	381'5"	14	5,364	68	521	—	—
R.J. PFEIFFER	Owned	979814	1992	713' 6"	23	27,100	300	2,245	—	—
MOKIHANA	Owned	655397	1983	860' 2"	23	29,484	354	1,994	1,323	38
MANOA	Owned	651627	1982	860' 2"	23	30,187	408	2,824	—	—
MAHIMAHI	Owned	653424	1982	860' 2"	23	30,167	408	2,824	—	—

LILOA (4)	Chartered	4681	2003	358’ 11”	15	5,934	30	513	—	—
IMUA II (4)	Chartered	9184237	2005	388’ 6”	15	8,071	90	630	—	—
MANA (4)	Chartered	4958	1997	329’ 9”	13	4,508	60	384	—	—
Steam-Powered Ships										
KAUAI	Owned	621042	1980	720’ 5”	22	26,308	276	1,644	44	—
MAUI	Owned	591709	1978	720’ 5”	22	26,623	252	1,644	—	—
MATSONIA	Owned	553090	1973	760’ 0”	21	22,501	258	1,727	450	85
LURLINE	Owned	549900	1973	826’ 6”	21	22,213	246	1,646	761	55
LIHUE	Owned	530137	1971	787’ 8”	21	38,656	188	2,018	—	—
Barges										
WAIALEALE (2)	Owned	978516	1991	345’ 0”	—	5,621	36	—	230	45
MAUNA KEA (3)	Owned	933804	1988	372’ 0”	—	6,837	70	379	—	—
MAUNA LOA (3)	Owned	676973	1984	350’ 0”	—	4,658	78	335	—	—
HALEAKALA (3)	Owned	676972	1984	350’ 0”	—	4,658	78	335	—	—

(1) “Twenty-foot Equivalent Units” (including trailers). TEU is a standard measure of cargo volume correlated to the volume of a standard 20-foot dry cargo container.
(2) Roll-on/roll-off barge.
(3) Container barges equipped with cranes.
(4) Except for these four foreign-flagged vessels, all vessels are U.S. flagged and are Jones Act qualified.

(2) Terminals

Matson Terminals provides container stevedoring, container equipment maintenance and other terminal services for Matson and another ocean carrier at a 105-acre marine terminal in Honolulu.

The terminal facility, which can accommodate three vessels at one time, is leased through September 2016 from the State of Hawaii. Matson is currently in the process of renewing this lease. Matson Terminals owns and operates seven cranes at the terminal. Matson Terminals also provides container stevedoring and other terminal services to Matson and other vessel operators on the islands of Hawaii, Maui and Kauai. SSAT provides terminal and stevedoring services to various carriers at six terminal facilities on the U.S. West Coast and to MatNav at several of those facilities. Matson records its share of income in the joint venture in operating expenses within the Ocean Transportation segment due to the nature of SSAT’s operations.

(3) Logistics and Other Services

Matson Logistics is a transportation intermediary that provides intermodal rail services, highway, warehousing and distribution, and other third-party logistics services for North American customers and international ocean carrier customers, including MatNav.

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Matson Logistics also provides freight forwarding, consolidation, customs brokerage, purchase order management and non-vessel operating common carrier services. Matson Logistics Warehousing provides warehousing and distribution services in Northern and Southern California, and in Georgia. Through Matson Logistics Warehousing, Matson Logistics provides its customers with a full suite of rail, highway, warehousing and distribution services.

Matson Logistics is able to reduce transportation costs for its customers through volume purchases of rail, motor carrier and ocean transportation services, augmented by such services as shipment tracking and tracing, and single-vendor invoicing. Matson Logistics operates six customer service centers, including one in China (for supply chain services), and has sales offices throughout the United States.

(4) Maritime Laws and the Jones Act

Maritime Laws: All interstate and intrastate marine commerce within the U.S. falls under the Merchant Marine Act of 1920 (commonly referred to as the Jones Act).

The Jones Act is a long-standing cornerstone of U.S. maritime policy. Under the Jones Act, all vessels transporting cargo between covered U.S. ports must, subject to limited exceptions, be built in the U.S., registered under the U.S. flag, manned by predominantly U.S. crews, and owned and operated by U.S.-organized companies that are controlled and 75 percent owned by U.S. citizens. U.S.-flagged vessels are generally required to be maintained at higher standards than foreign-flagged vessels and are subject to rigorous supervision and inspections by, or on behalf of, the U.S. Coast Guard, which requires appropriate certifications and background checks of the crew members. Under Section 27 of the Jones Act, the carriage of cargo between the U.S. West Coast, Hawaii and Alaska on foreign-built or foreign-documented vessels is prohibited.

During 2014, approximately 63 percent of Matson’s revenues generated by ocean transportation services came from trades that were subject to the Jones Act. Matson’s trade route between the U.S. West Coast and Hawaii is included within the non-contiguous Jones Act market. As an island economy, Hawaii is highly dependent on ocean transportation. The Jones Act ensures frequent, reliable, roundtrip service to keep store shelves stocked, reduces inventory costs and helps move local products to market. Matson’s vessels operating in this trade route are fully Jones Act qualified.

Matson is a member of the American Maritime Partnership (“AMP”), which supports the retention of the Jones Act and similar cabotage laws. The Jones Act has broad support from both houses of Congress. Matson also believes that the ongoing war on terrorism has further solidified political support for U.S. flagged vessels because a vital and dedicated U.S. merchant marine is a cornerstone for a strong homeland defense, as well as a critical source of trained U.S. mariners for wartime support. AMP seeks to inform elected officials and the public about the economic, national security, commercial, safety and environmental benefits of the Jones Act and similar cabotage laws. Repeal of the Jones Act would allow foreign-flag vessel operators that do not have to abide by all U.S. laws and regulations, to sail between U.S. ports in direct competition with Matson and other U.S. domestic operators that must comply with all such laws and regulations.

Other U.S. maritime laws require vessels operating between Guam, a U.S. territory, and U.S. ports to be U.S.-flagged and predominantly U.S. crewed, but not U.S. built.

Cabotage laws are not unique to the United States, and similar laws exist around the world in over 50 countries, including regions in which Matson provides ocean transportation services. Any changes in such laws may have an impact on the services provided by Matson in those regions.

(5) Competition

Hawaii Service: Matson's Hawaii service has one major containership competitor, Horizon Lines, Inc. ("Horizon"), which serves Long Beach and Oakland, California, Tacoma, Washington, and Honolulu, Hawaii. The Hawaii service also has one additional liner competitor, Pasha Hawaii Transport Lines, LLC, a subsidiary of Pasha, that operates a roll-on/roll-off ship, specializing in the carriage of automobiles, large pieces of rolling stock, such as trucks and buses, as well as a limited amount of household goods and containers. Pasha is also expected to launch a new combination container/ roll-on/roll off vessel during the first half of 2015, which will increase containership capacity in the Hawaii trade. In addition, if the Pasha Transaction (see "Horizon Acquisition" above) is cleared by the U.S. Department of Justice and Pasha acquires Horizon's Hawaii operations, Pasha will be the second major liner carrier operating in Hawaii instead of Horizon.

There also are two barge operators, Aloha Marine Lines and Sause Brothers, which offer service between the U.S. West Coast and Hawaii.

Foreign-flag vessels carrying cargo to Hawaii from non-U.S. locations also provide competition for Matson's Hawaii service. Asia, Australia, New Zealand, and the South Pacific islands have direct foreign-flag services to Hawaii. Mexico, South America and Europe have indirect foreign-flag services to Hawaii. Other competitors in the Hawaii service include two common carrier barge services, unregulated proprietary operators, and contract carriers of bulk cargoes. Air freight competition for time-sensitive and perishable cargoes exists; however, inroads by such competition in terms of cargo volume are limited by the amount of cargo space available in passenger aircrafts and by relatively high air freight rates. Over the years, additional barge competitors periodically have entered and left the U.S.-Hawaii trades, mostly from the Pacific Northwest.

Matson vessels are operated on schedules that provide shippers and consignees regular day-of-the-week sailings from the U.S. Pacific Coast and day-of-the-week arrivals in Hawaii. Matson generally offers an average of three westbound sailings per week, though this amount may be adjusted according to seasonal demand and market conditions. Matson provides over 150 westbound sailings per year, which is greater than its domestic liner ocean competitors' combined sailings. One of Matson's westbound sailings each week continues on to Guam and China, so the number of eastbound sailings from Hawaii to the U.S. Mainland averages two per week. This service is attractive to customers because more frequent arrivals permit customers to reduce inventory costs. Matson also competes by offering a more comprehensive service to customers, supported by the scope of its container equipment, a dedicated neighbor islands barge network, its efficiency and experience in handling cargoes of all types, and competitive pricing.

China Service: Major competitors to Matson's China service include large international carriers such as COSCO, Hanjin, MSC, Evergreen, China Shipping, Maersk, APL, "K" Line, OOCL, Hyundai and NYK Line. Matson competes by offering fast and reliable freight availability from the ports of Xiamen, Ningbo and Shanghai in China to Long Beach, California using its newest and most fuel efficient ships, providing fixed day arrivals in Long Beach and next-day cargo availability. Matson's service is further differentiated by offering a dedicated Long Beach terminal providing fast truck turn times, an off-dock container yard, one-stop intermodal connections, and providing state-of-the-art technology and world-class customer service. Matson has offices in Hong Kong, Xiamen, Ningbo and Shanghai, and has contracted with terminal operators in Xiamen, Ningbo and Shanghai.

Guam Service: Matson's Guam service competes with several foreign carriers that call at Guam with less frequent service, along with Waterman Steamship Corporation, a U.S.-flagged carrier, which periodically calls at Guam.

Micronesia and the South Pacific Services: Matson's Micronesia and South Pacific services have competition from a variety of local and international carriers that provide freight services to the area.

Logistics: Matson Logistics competes with hundreds of local, regional, national and international companies that provide transportation and third-party logistics services. The industry is highly fragmented and, therefore, competition varies by geography and areas of service. Matson Logistics competes most directly with C.H. Robinson Worldwide, the Hub Group, and other large and small freight brokers and intermodal marketing companies, and asset-invested market leaders like JB Hunt. Competition is differentiated by the depth, scale and scope of customer relationships; vendor relationships and rates; network capacity; and real-time visibility into the movement of customers' goods and other technology solutions. Additionally, while Matson Logistics primarily provides surface transportation brokerage, it also competes to a lesser degree with other forms of transportation for the movement of cargo, including air services.

For 2014, the Company's ten largest Ocean Transportation customers accounted for approximately 25 percent of the Company's Ocean Transportation revenue, and the Company's ten largest Logistics customers accounted for approximately 26 percent of the Company's Logistics revenue. None of these customers accounted for more than 10 percent of the Company's revenues in their respective operating segments.

(6) Rate Regulations and Fuel Costs

Matson is subject to the jurisdiction of the Surface Transportation Board with respect to its domestic ocean rates. A rate in the noncontiguous domestic trade is presumed reasonable and will not be subject to investigation if the aggregate of increases and decreases is not more than 7.5 percent above, or more than 10 percent below, the rate in effect one year before the effective date of the proposed rate, subject to increase or decrease by the percentage change in the U.S. Producer Price Index.

During 2014, Matson applied the following general rate increases per container, and terminal handling charge increases per container, in its Hawaii and Guam services:

	General Rate Increase			Terminal Handling Charge Increase		
	Hawaii			Hawaii		
Effective date:	**Westbound**	**Eastbound**	**Guam (1)**	**Westbound**	**Eastbound**	**Guam (1)**

January 5, 2014	$ 175	$ 85	—	$ 50	$ 25	—
January 26, 2014	—	—	$ 275	—	—	$ 75

(1) Increases in Guam apply to both westbound and eastbound containers.

Matson's Ocean Transportation services engaged in U.S. foreign commerce are subject to the jurisdiction of the Federal Maritime Commission ("FMC"). The FMC is an independent regulatory agency that is responsible for the regulation of ocean-borne international transportation of the U.S. Conducting business in foreign shipping markets subjects the Company to certain risks (see Item 1A of Part I below for additional information about such risks).

During 2014, Matson's fuel-related surcharges for its Hawaii and Guam services were as follows:

	Fuel-related Surcharge	
Effective date:	**Hawaii**	**Guam**
December 31, 2013	34.5%	36.5%
March 23, 2014	39.5%	41.5%
June 8, 2014	42.5%	43.0%
November 2, 2014	37.5%	38.0%
December 21, 2014	35.5%	36.0%

(7) Seasonality

Matson's Ocean Transportation services typically experience seasonality in volume, generally following a pattern of increasing volumes starting in the second quarter of each year, culminating in a peak season throughout the third quarter, with subsequent weakening of demand in the fourth and first quarters. As a result, earnings tend to follow a similar pattern, offset by periodic vessel dry-docking and other episodic cost factors, which can lead to earning variability. In addition, in the China trade, volume is driven primarily by U.S. consumer demand for goods during key retail selling seasons while freight rates are impacted mainly by macro supply and demand variables. Matson's Logistics services are not significantly impacted by seasonality factors.

B. EMPLOYEES AND LABOR RELATIONS

As of December 31, 2014, Matson and its subsidiaries had 1,056 employees, of which 285 employees were covered by collective bargaining agreements with unions. Of these covered employees, 252 are subject to collective bargaining agreements that expired in 2014. These numbers do not include billets on ships discussed below, employees of SSAT or contractors.

Matson and SSAT are members of the Pacific Maritime Association ("PMA"), which on behalf of its members negotiates collective bargaining agreements with the International Longshore and Warehouse Union ("ILWU") on the U.S. West Coast. The PMA/ILWU collective bargaining agreements that cover substantially all U.S. West Coast longshore labor expired on July 1, 2014. On February 20, 2015, the PMA and the ILWU announced a tentative agreement on a new five-year contract covering longshore workers at all 29 U.S. West Coast ports. The tentative agreement is subject to ratification by both the PMA and ILWU, and no assurance can be given that the tentative agreement will be ratified by both parties. If the tentative agreement is not ratified, Matson and SSAT could be subject to future slow-downs, strikes, lock-outs or other disruptions that may adversely impact Matson's or SSAT's operations.

Matson also has collective bargaining agreements with ILWU labor in Hawaii, and ILWU office clerical workers in Oakland, each of which expired on June 30, 2014. Workers under these agreements are operating under extensions with the unions. With a tentative agreement reached between the PMA and the ILWU, negotiations with the ILWU labor in Hawaii are expected to resume, and negotiations with the ILWU office clerical workers in Oakland are expected to commence; however no assurance can be given that agreements will be reached without slow-downs, strikes, lock-outs or other disruptions that may adversely impact Matson's operations.

At December 31, 2014, the active Matson fleet employed seagoing personnel in 235 billets. Each billet corresponds to a position on a ship that typically is filled by two or more employees, because seagoing personnel rotate between active sea-duty and time ashore. Matson's seagoing employees are represented by six unions, three representing unlicensed crew members and three representing licensed crew members. Matson negotiates directly with these unions. Matson's unlicensed union contracts with the Seafarer's International Union, the Sailors Union of the Pacific and the Marine Firemen's Union were renewed in mid-2013 and extend through June 30, 2017. Matson's contracts with the American Radio Association were renewed in mid-2013 and extend through August 15, 2016. Matson's contracts with the Masters, Mates & Pilots will expire on June 15, 2023 for 13 vessels and on August 15, 2023 for one managed vessel. Matson's contract with the Marine Engineers Beneficial Association will expire on August 15, 2018.

The absence of strikes and the availability of labor through hiring halls are important to the maintenance of profitable operations by Matson. Over the past 40 years, Matson's operations have been significantly disrupted by only one labor dispute, which occurred in 2002 when the ILWU workers were locked out for ten days on the U.S. West Coast.

During 2014, Matson contributed to multiemployer pension plans for vessel crews. If Matson were to withdraw from or significantly reduce its obligation to contribute to any one of the plans, Matson would review and evaluate data, actuarial assumptions, calculations and other factors used in determining its withdrawal liability, if any. If any third parties materially disagree with Matson's determination, Matson would pursue the various means available to it under federal law for the adjustment or removal of its withdrawal liability. Matson also participates in a multiemployer pension plan for its office clerical workers in Long Beach. Matson Terminals participates in two multiemployer pension plans for its Hawaii ILWU non-clerical employees (see Note 9 to the consolidated financial statements in Item 8 of Part II below for a discussion of withdrawal liabilities under certain multiemployer pension plans).

C. ENERGY

Matson purchases fuel oil, lubricants and gasoline for its operations, and also pays fuel surcharges to drayage providers and rail carriers. Fuel oil is by far Matson's largest energy-related expense. In 2014, Matson used approximately 306,000 metric tons of fuel oil for its vessels, compared with 302,000 metric tons in 2013, at an average price per metric ton of $661 and $691 for the years ended December 31, 2014 and 2013, respectively.

D. AVAILABLE INFORMATION

Matson makes available, free of charge on or through its Internet website, Matson's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after it electronically files such material with, or furnishes it to, the U.S. Securities and Exchange Commission ("SEC"). The address of Matson's Internet website is www.matson.com. The contents of our website are not incorporated by reference into this Form 10-K.

The SEC maintains an Internet website that contains reports, proxy and information statements, and other information regarding Matson and other issuers that file electronically with the SEC. The public may read and copy any materials Matson files with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The address of the SEC's Internet website is www.sec.gov.

ITEM 1A. RISK FACTORS

The Company's business faces the risks set forth below, which may adversely affect our business, financial condition and operating results. All forward-looking statements made by the Company or on the Company's behalf are qualified by the risks described below.

Risks Relating To Operations

Changes in U.S., global, or regional economic conditions that result in a decrease in consumer confidence or market demand for the Company's services and products in Hawaii, the U.S. Mainland, Guam, Asia or South Pacific may adversely affect the Company's financial position, results of operations, liquidity, or cash flows.

A weakening of the U.S., Guam, Asian, South Pacific or global economies may adversely impact the level of freight volumes and freight rates. Within the U.S., a weakening of economic drivers in Hawaii, which include tourism, military spending, construction starts, personal income growth, and employment, or the weakening of consumer confidence, market demand, the economy in the U.S. Mainland, or the effect of a change in the strength of the U.S. dollar against other foreign currencies, may further reduce the demand for goods to and from Hawaii and Asia, travel to Hawaii and domestic transportation of goods, adversely affecting inland and ocean transportation volumes or rates. We are unable to determine the full impact of congressional budget action on our carriage of military cargo, but we believe it continues to negatively impact us, and we could continue to be impacted by future cuts to federal programs, including Defense Department programs as a result of congressional budget action. In addition, overcapacity in the global or transpacific ocean transportation markets or a change in the cost of goods or currency exchange rates may adversely affect freight volumes and rates in the Company's China service.

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The Company may face new or increased competition.

The Company may face new competition by established or start-up shipping operators that enter the Company's markets. The entry of a new competitor or the addition of ships or capacity by existing competition on any of the Company's routes could result in a significant increase in available shipping capacity that could have an adverse effect on volumes and rates.

One current competitor, Pasha, expects to launch a new combination container/ roll-on/roll off vessel during the first half of 2015, which will increase containership capacity in the Hawaii trade, and could affect rates and volumes in the Hawaii trade lane on an intermediate term basis. In addition, Pasha has agreed to buy Horizon's Hawaii business, which could alter the competitive dynamics in the Hawaii trade.

The loss of or damage to key vendor, agent and customer relationships may adversely affect the Company's business.

The Company's businesses are dependent on their relationships with key vendors, agents and customers, and derive a significant portion of their revenues from the Company's largest customers. The Company could be adversely affected by any changes in the services provided, or changes to the costs of services provided by key vendors and agents. Relationships with railroads and shipping companies and agents are important in the Company's intermodal business. The Company's business also relies on its relationships with the military, freight forwarders, large retailers and consumer goods and automobile manufacturers, as well as other larger customers. For 2014, the Company's Ocean Transportation segment's ten largest customers accounted for approximately 25 percent of the business' revenue. For 2014, the Company's Logistics segment's ten largest customers accounted for approximately 26 percent of the business' revenue. The loss of or damage to any of these key relationships may adversely affect the Company's business and revenue.

An increase in fuel prices, or changes in the Company's ability to collect fuel surcharges, may adversely affect the Company's profits.

Fuel is a significant operating expense for the Company's Ocean Transportation business. The price and supply of fuel are unpredictable and fluctuate based on events beyond the Company's control. Increases in the price of fuel may adversely affect the Company's results of operations based on market and competitive conditions. Increases in fuel costs also can lead to other expense increases, for example, increased costs of energy and purchased transportation services. In the Company's Ocean Transportation and Logistics services segments, the Company is able to utilize fuel surcharges to partially recover increases in fuel expense, although increases in the fuel surcharge may adversely affect the Company's competitive position and may not correspond exactly with the timing of increases in fuel expense. Changes in the Company's ability to collect fuel surcharges also may adversely affect its results of operations.

Work stoppages or other labor disruptions caused by unionized workers of the Company, other workers or their unions in related industries may adversely affect the Company's operations.

As of December 31, 2014, Matson and its subsidiaries had 1,056 employees, of which 285 employees were covered by collective bargaining agreements with unions. Of these covered employees, 252 are subject to collective bargaining agreements that expired in 2014. In addition, at December 31, 2014, the active Matson fleet employed seagoing personnel in 235 billets. Each billet corresponds to a position on a ship that typically is filled by two or more employees, because seagoing personnel rotate between active sea-duty and time ashore. Such employees are also subject to collective bargaining agreements. Furthermore, the Company relies on the services of third-parties including SSAT and its parent company, SSA, that employ persons covered by collective bargaining agreements.

Matson and SSAT are members of the Pacific Maritime Association ("PMA"), which on behalf of its members negotiates collective bargaining agreements with the International Longshore and Warehouse Union ("ILWU") on the U.S. West Coast. The PMA/ILWU collective bargaining agreements that cover substantially all U.S. West Coast longshore labor expired on July 1, 2014. On February 20, 2015, the PMA and the ILWU announced a tentative agreement on a new five-year contract covering longshore workers at all 29 U.S. West Coast ports. The tentative agreement is subject to ratification by both the PMA and ILWU, and no assurance can be given that the tentative agreement will be ratified by both parties. If the tentative agreement is not ratified, Matson and SSAT could be subject to future slow-downs, strikes, lock-outs or other disruptions that may adversely impact Matson's or SSAT's operations.

Matson also has collective bargaining agreements with ILWU labor in Hawaii, and ILWU office clerical workers in Oakland, each of which expired on June 30, 2014. Workers under these agreements are operating under extensions with the unions. With a tentative agreement reached between the PMA and the ILWU, negotiations with the ILWU labor in Hawaii are expected to resume, and negotiations with the ILWU office clerical workers in Oakland are expected to commence; however no assurance can be given that agreements will be reached without slow-downs, strikes, lock-outs or other disruptions that may adversely impact Matson's operations.

The Company is susceptible to weather and natural disasters.

The Company's operations are vulnerable to disruption as a result of weather and natural disasters such as bad weather at sea, hurricanes, typhoons, tsunamis, floods and earthquakes. Such events will interfere with the Company's ability to provide on-time scheduled service, resulting in increased expenses and potential loss of business associated with such events. In addition, severe weather and natural disasters can result in interference with the Company's terminal operations, and may cause serious damage to its vessels, loss or damage to containers, cargo and other equipment, and loss of life or physical injury to its employees, all of which could have an adverse effect on the Company's business.

The Company maintains casualty and liability insurance policies, which are generally subject to large retentions and deductibles. Some types of losses, such as losses resulting from a port blockage, generally are not insured. In some cases the Company retains the entire risk of loss because it is not economically prudent to purchase insurance coverage or because of the perceived remoteness of the risk. Other risks are uninsured because insurance coverage may not be commercially available. Finally, the Company retains all risk of loss that exceeds the limits of its insurance.

The Company's significant operating agreements and leases could be replaced on less favorable terms or may not be replaced.

The significant operating agreements and leases of the Company in its various businesses expire at various points in the future and may not be replaced or could be replaced on less favorable terms, thereby adversely affecting the Company's future financial position, results of operations and cash flows. The Company leases a 105-acre marine terminal at Honolulu, Hawaii that expires in September 2016. The Company is currently in the process of renewing this lease.

If we are not able to use our information technology and communications systems effectively, our ability to conduct business might be negatively impacted.

The Company is highly dependent on the proper functioning of our information technology systems to enable operations and compete effectively. Our information technology systems rely on third party service providers for access to the Internet, satellite-based communications systems, the electric grid, database storage facilities and telecommunications providers. We have no control over the operations of these third-party service providers. If our information technology and communications systems experience reliability issues, integration or compatibility concerns or if our third party providers are unable to perform effectively or experience disruptions or failures, there could be an adverse impact on the availability and functioning of our information technology and communications systems, which could lead to business disruption or inefficiencies, reputational harm or a loss of customers that could have an adverse effect on our business.

Our information technology systems may be exposed to cybersecurity risks and other disruptions that could impair the Company's ability to operate and adversely affect its business.

The Company relies extensively on its information technology systems and third party service providers, including for accounting, billing, disbursement, cargo booking and tracking, vessel scheduling and stowage, equipment tracking, customer service, banking, payroll and employee communication systems. Despite our continuous efforts to make investments in our information technology systems, the implementation of security measures to protect our data and infrastructure against breaches and other cyber threats, and our use of internal processes and controls designed to protect the security and availability of our systems, our information technology and communication systems may be vulnerable to cybersecurity risks faced by other large companies in our industry. Our systems may be susceptible to computer viruses, hacking, malware, denial of service attacks, cyber terrorism, circumvention of security systems, malfeasance, breaches due to employee error, natural disasters, telecommunications failure, or other catastrophic events at the Company's facilities, aboard its vessels or at third-party locations. Any failure, breach or unauthorized access to the Company's or third-party systems could result in the loss of confidential, sensitive or proprietary information, interruptions in its service or production or otherwise impact our ability to conduct business operations, and could result in potential reductions in revenue and profits, damage to its reputation or liability.

Loss of the Company's key personnel could adversely affect its business.

The Company's future success will depend, in significant part, upon the continued services of its key personnel, including its senior management and skilled employees. The loss of the services of key personnel could adversely affect the Company's future operating results because of such employees' experience and knowledge of the Company's business and customer relationships. If key employees depart, the Company may have to incur significant costs to replace them, and the Company's ability to execute its business model could be impaired if it cannot replace them in a timely manner. The Company does not maintain key person insurance on any of its key personnel.

The Company is involved in a joint venture and is subject to risks associated with joint venture relationships.

The Company is involved in a terminal joint venture, SSAT, and may initiate future joint venture projects. A joint venture involves certain risks such as:

- The Company may not have voting control over the joint venture;
- The Company may not be able to maintain good relationships with its joint venture partner;
- The joint venture partner at any time may have economic or business interests that are inconsistent with the Company's;
- The joint venture partner may fail to fund its share of capital for operations or to fulfill its other commitments, including providing accurate and timely accounting and financial information to the Company;
- The joint venture may experience operating difficulties and financial losses, which may lead to asset write-downs or impairment charges that could negatively impact the operating results of the joint venture and the Company;
- The joint venture or venture partner could lose key personnel; and
- The joint venture partner could become bankrupt requiring the Company to assume all risks and capital requirements related to the joint venture project, and the related bankruptcy proceedings could have an adverse impact on the operation of the partnership or joint venture.

In addition, the Company relies on the terminal joint venture, SSAT, and SSA for its stevedoring services on the U.S. West Coast. The Company could be adversely affected by any changes in the services provided, or to the costs of such services provided by the Company's terminal joint venture, SSAT, and SSA.

The Company is subject to risks associated with conducting business in foreign shipping markets.

Matson's China, Micronesia and South Pacific services are subject to risks associated with conducting business in a foreign shipping market, which include:

- Challenges associated with operating in foreign countries and doing business and developing relationships with foreign companies;
- Challenges in working with and maintaining good relationships with joint venture partners in our foreign operations;
- Difficulties in staffing and managing foreign operations;
- U.S. and foreign legal and regulatory restrictions, including compliance with the Foreign Corrupt Practices Act and foreign laws that prohibit corrupt payments to government officials;
- Global vessel overcapacity that may lead to decreases in volumes and shipping rates;
- Competition with established and new carriers;
- Currency exchange rate fluctuations and our ability to manage these fluctuations;
- Political and economic instability;
- Protectionist measures that may affect the Company's operation of its wholly-owned foreign enterprise; and
- Challenges caused by cultural differences.

Any of these risks has the potential to adversely affect the Company's operating results.

The Company's Logistics segment is dependent upon third parties for equipment, capacity and services essential to operate the Company's Logistics business, and if the Company fails to secure sufficient third party services, its business could be adversely affected.

The Company's Logistics segment is dependent upon rail, truck and ocean transportation services provided by independent third parties. If the Company cannot secure sufficient transportation equipment, capacity or services from these third parties at reasonable rates to meet its customers' needs and schedules, customers may seek to have their transportation and logistics needs met by other third parties on a temporary or permanent basis. As a result, the Company's business, consolidated results of operations and financial condition could be adversely affected.

The Company is subject to risks related to a marine accident or spill event.

The Company's vessel and terminal operations could be faced with a maritime accident, oil or other spill, or other environmental mishap. Such event may lead to personal injury, loss of life, damage of property, pollution and suspension of operations. As a result, such event could have an adverse effect on the Company's business.

The Company's Shipbuilding Agreements with Aker Philadelphia Shipyard, Inc. are subject to risks.

On November 6, 2013, MatNav and APSI entered into definitive agreements pursuant to which APSI will construct two new 3,600-TEU Aloha-class dual-fuel capable containerships, with expected delivery dates during the third and fourth quarters of 2018. Failure of either party to the shipbuilding agreement to fulfill its obligations under the agreement could have an adverse effect on the Company's financial position and results of operations.

Heightened security measures, war, actual or threatened terrorist attacks, efforts to combat terrorism and other acts of violence may adversely impact the Company's operations and profitability.

War, terrorist attacks and other acts of violence may cause consumer confidence and spending to decrease, or may affect the ability or willingness of tourists to travel to Hawaii, thereby adversely affecting Hawaii's economy and the Company. Additionally, future terrorist attacks could increase volatility in the U.S. and worldwide financial markets. Acts of war or terrorism may be directed at the Company's shipping operations, or may cause the U.S. government to take control of Matson's vessels for military operation. Heightened security measures potentially slow the movement and increase the cost of freight through U.S. or foreign ports, across borders or on U.S. or foreign railroads or highways and could adversely affect the Company's business and results of operations.

Acquisitions may have an adverse effect on the Company's business.

The Company's growth strategy includes expansion through acquisitions. Acquisitions may result in difficulties in assimilating acquired assets or companies, and may result in the diversion of the Company's capital and its management attention from other business issues and opportunities. The Company may not be able to integrate companies that it acquires successfully, including their personnel, financial systems, distribution, operations and general operating procedures. The Company may also encounter challenges in achieving appropriate internal control over financial reporting in connection with the integration of an acquired company. The Company may pay a premium for an acquisition, resulting in goodwill that may later be determined to be impaired, adversely affecting the Company's financial condition and results of operations. For a discussion of risks related to the pending acquisition of the stock of Horizon Lines, Inc., see "Risks Related to the Pending Acquisition of Horizon" set forth below.

Risks Relating to the Pending Acquisition of Horizon

The pending acquisition of Horizon is subject to conditions that may not be satisfied on a timely basis, or at all.

The consummation of the pending acquisition of Horizon is subject to a number of conditions that must be satisfied or waived, including, among others, the absence of a material adverse effect in connection with Horizon's non-Hawaii business and that there is no significant financial impact as a result of Horizon operating the main engines on its Alaska ships on ultra-low-sulfur fuel (Horizon announced it received an exemption from the requirement that it operate its ships on ultra-low-sulfur fuel on January 9, 2015). There can be no assurance that the conditions to closing the merger will be satisfied or that the merger will be completed.

If the acquisition of Horizon is not completed on a timely basis, or at all, the Company's business could be adversely affected, and the Company will be subject to a number of risks, including the following:

- We may not realize any of the benefits expected from its consummation;
- Time and resources committed by our management to matters relating to the acquisition of Horizon (including integration planning) could otherwise have been devoted to pursuing other beneficial opportunities; and
- The market price of our common stock could decline to the extent that the current market price reflects a market assumption that the acquisition of Horizon will be completed.

This loss of benefits, or the increase in risks, could have a material adverse effect on our business.

Completion of the Horizon acquisition is conditioned upon the consummation of Horizon's pending transaction with Pasha, which may take longer than expected or not occur at all.

The consummation of the Horizon Transaction is conditioned upon the completion of the Pasha Transaction. Before the Pasha Transaction may be completed, the waiting periods (and any extensions thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended must have been terminated or expired, Pasha must have funds necessary to pay its purchase price, and other customary closing conditions must be satisfied. On January 12, 2015, Horizon and Pasha received a second request for additional information and documentary material from the U.S. Department of Justice, which has the effect of extending the waiting period until 30 days after both Horizon and Pasha have substantially complied with the second request. Although Horizon and Pasha have agreed to use their best efforts to obtain the requisite governmental approvals, there can be no assurances that these approvals will be obtained, or to the timing of such approvals.

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The Company may fail to realize the anticipated benefits of the Horizon acquisition, and the continuing integration process could adversely impact our ongoing operations.

We may fail to realize some or all of the anticipated benefits of the Horizon acquisition if the integration process takes longer or is more costly than expected or otherwise fails to meet our expectations. In addition, we anticipate that the overall integration of Horizon's non-Hawaii business will be a time-consuming and expensive process that could significantly disrupt our business.

Potential difficulties and challenges we may encounter in the integration process include the following:

- The integration of key employees, strategies and operations;
- The disruption of ongoing businesses and distraction of our management team from ongoing business concerns;
- The creation of a need for additional compliance, documentation, risk management and internal control procedures;
- Costs necessary to establish and maintain effective internal controls for Horizon;
- Inability to maintain the key business and customer relationships of Horizon;
- Harm to our existing business relationships;
- Litigation for activities of Horizon, including claims from terminated employees, customers, former stockholders or other third parties;
- The creation of uniform standards, controls, procedures, policies and information systems; and
- The integration of corporate cultures and maintenance of employee morale.

The acquisition of Horizon may expose us to unknown liabilities.

Following the completion of the acquisition of Horizon, we will be subject to all of the liabilities of Horizon's non-Hawaii business. If there are unknown liabilities or other obligations, including contingent liabilities, our business could be materially affected. We may learn additional information about Horizon's non-Hawaii business that adversely affects us, such as unknown liabilities or other issues that could affect our ability to comply with other applicable laws. Moreover, Horizon may not be able to collect in full on its indemnification rights against Hawaii liabilities under the agreements in the Pasha Transaction.

We may be required to record a significant charge to earnings if recorded goodwill associated with the Horizon Acquisition becomes impaired.

Following the completion of the acquisition of Horizon, we expect to record a significant intangible asset related to goodwill. We are required to test goodwill for impairment annually, or whenever events or changes in circumstances indicate that it is more likely than not that the fair value of a reporting unit is less that its carrying amount. Factors that could lead to an impairment of goodwill include any significant adverse changes affecting the reporting unit's financial condition, results of operations, and future cash flows.

We may be required to record future charges to earnings if goodwill associated with the Horizon Acquisition become impaired. Any such charge would adversely impact our financial results.

We have incurred, and expect to continue incurring, substantial expenses related to the pending acquisition.

We have incurred, and expect to continue incurring, substantial expenses in connection with completing the acquisition of Horizon and integrating the operations of Horizon with our operations. While we have assumed that a certain level of transaction and integration expenses would be incurred, there are a number of factors beyond our control that could affect the total amount or the timing of our transaction and integration expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. As a result, the transaction and integration expenses associated with the acquisition of Horizon could, particularly in the near term, exceed the savings that we expect to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the integration of Horizon following the completion of the acquisition of Horizon.

Risks Relating to Financial Matters

A deterioration of the Company's credit profile or disruptions of the credit markets could restrict its ability to access the debt capital markets or increase the cost of debt.

Deterioration in the Company's credit profile may have an adverse effect on the Company's ability to access the private or public debt markets and also may increase its borrowing costs. If the Company's credit profile deteriorates significantly, its access to the debt

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capital markets or its ability to renew its committed lines of credit may become restricted, or the Company may not be able to refinance debt at the same levels or on the same terms. Because the Company relies on its ability to draw on its revolving credit facilities to support its operations, when required, any volatility in the credit and financial markets that prevents the Company from accessing funds (for example, a lender that does not fulfill its lending obligation) could have an adverse effect on the Company's financial condition and cash flows. Additionally, the Company's credit agreements generally include an increase in borrowing rates if the Company's credit profile deteriorates. Furthermore, the Company incurs interest under its revolving credit facilities based on floating rates. Floating rate debt creates higher debt service requirements if market interest rates increase, which would adversely affect the Company's cash flow and results of operations.

Failure to comply with certain restrictive financial covenants contained in the Company's credit facilities could preclude the payment of dividends, impose restrictions on the Company's business segments, capital resources or other activities or otherwise adversely affect the Company.

The Company's credit facilities contain certain restrictive financial covenants, the most restrictive of which include the maintenance of minimum shareholders' equity levels, a maximum ratio of debt to earnings before interest, taxes, depreciation and amortization, and the maintenance of no more than a maximum amount of priority debt as a percentage of consolidated tangible assets. If the Company does not maintain the required covenants, and that breach of covenants is not cured timely or waived by the lenders, resulting in default, the Company's access to credit may be limited or terminated, dividends may be suspended, and the lenders could declare any outstanding amounts due and payable. The Company's continued ability to borrow under its credit facilities is subject to compliance with these financial and other non-financial covenants.

The Company's effective income tax rate may vary.

Various internal and external factors may have favorable or unfavorable, material or immaterial effects on the Company's effective income tax rate and, therefore, the Company's net income and earnings per share. These factors include, but are not limited to changes in tax rates; changes in tax laws, regulations, and rulings; changes in interpretations of existing tax laws, regulations and rulings; changes in the Company's evaluation of collectability of deferred tax assets and uncertain tax positions; changes in accounting principles; changes in current pre-tax income as well as changes in forecasted pre-tax income; changes in the level of CCF deductions, non-deductible expenses, and expenses eligible for tax credits; changes in the mix of earnings among countries with varying tax rates; acquisitions and changes in the Company's corporate structure. These factors may result in periodic revisions to our effective income tax rate, which could affect the Company's cash flow and results of operations.

Changes in the value of pension assets, or a change in pension law or key assumptions, may adversely affect the Company's financial performance.

The amount of the Company's employee pension and post-retirement benefit costs and obligations are calculated on assumptions used in the relevant actuarial calculations. Adverse changes in any of these assumptions due to economic or other factors, changes in discount rates, higher health care costs, or lower actual or expected returns on plan assets, may adversely affect the Company's operating results, cash flows, and financial condition. In addition, a change in federal law, including changes to the Employee Retirement Income Security Act or Pension Benefit Guaranty Corporation premiums, may adversely affect the Company's single-employer and multiemployer pension plans and plan funding. These factors, as well as a decline in the fair value of pension plan assets, may put upward pressure on the cost of providing pension and medical benefits and may increase future pension expense and required funding contributions. There can be no assurance that it will be successful in limiting future cost and expense increases, and continued upward pressure in costs and expenses could further reduce the profitability of the Company's businesses.

The Company may have exposure under its multiemployer pension and post-retirement plans in which it participates that extends beyond its funding obligation with respect to the Company's employees.

The Company contributes to various multiemployer pension plans. In the event of a partial or complete withdrawal by the Company from any plan that is underfunded, the Company would be liable for a proportionate share of such plan's unfunded vested benefits. Based on the limited information available from plan administrators, which the Company cannot independently validate, the Company believes that its portion of the contingent liability in the case of a full withdrawal or termination may be material to its financial position and results of operations. If any other contributing employer withdraws from any plan that is underfunded, and such employer (or any member in its controlled group) cannot satisfy its obligations under the plan at the time of withdrawal, then the Company, along with the other remaining contributing employers, would be liable for its proportionate share of such plan's unfunded vested benefits. In addition, if a multiemployer plan fails to satisfy the minimum funding requirements, the Internal Revenue Service will impose certain penalties and taxes.

Risks Relating to Legal and Legislative Matters

The impact of the molasses release in September 2013 may have an adverse effect on the Company's financial position, results of operations, or cash flows.

The Company could be faced with regulatory compliance obligations, third party or governmental agency claims, disputes, legal or other proceedings, fines, penalties, natural resource damages, inquiries or investigations or other regulatory actions in connection with the release of molasses into Honolulu Harbor in September 2013. The Company cannot currently estimate the potential impact of any such events, but such events could involve or result in significant expenditures or losses by the Company, or result in significant changes to Matson's tariffs, rates, rules and practices in dealing with its customers, all of which could have an adverse effect on the Company's financial position, results of operations, or cash flows. See "Legal Proceedings" below.

The Company is subject to, and may in the future be subject to, disputes, legal or other proceedings, or government inquiries or investigations, that could have an adverse effect on the Company.

The nature of the Company's business exposes it to the potential for disputes, legal or other proceedings, or government inquiries or investigations, relating to antitrust matters, labor and employment matters, personal injury and property damage, environmental and other matters, as discussed in the other risk factors disclosed in this section or in other Company filings with the SEC. For example, Matson is a common carrier, whose tariffs, rates, rules and practices in dealing with its customers are governed by extensive and complex foreign, federal, state and local regulations, which may be the subject of disputes or administrative or judicial proceedings. If these disputes develop into proceedings, these proceedings, individually or collectively, could involve or result in significant expenditures or losses by the Company, or result in significant changes to Matson's tariffs, rates, rules and practices in dealing with its customers, all of which could have an adverse effect on the Company's future operating results, including profitability, cash flows, and financial condition. For a description of significant legal proceedings involving the Company, see "Legal Proceedings" below.

Repeal, substantial amendment, or waiver of the Jones Act or its application could have an adverse effect on the Company's business.

If the Jones Act was to be repealed, substantially amended, or waived and, as a consequence, competitors were to enter the Hawaii or Alaska markets with lower operating costs by utilizing their ability to acquire and operate foreign-flag and foreign-built vessels, the Company's business would be adversely affected. In addition, the Company's advantage as a U.S.-citizen operator of Jones Act vessels could be eroded by periodic efforts and attempts by foreign interests to circumvent certain aspects of the Jones Act. If maritime cabotage services were included in the General Agreement on Trade in Services, the North American Free Trade Agreement or other international trade agreements, or if the restrictions contained in the Jones Act were otherwise altered, the shipping of cargo between covered U.S. ports could be opened to foreign-flag or foreign-built vessels.

Non-compliance with, or changes to, federal, state or local law or regulations, including passage of climate change legislation or regulation, may adversely affect the Company's business.

The Company is subject to federal, state and local laws and regulations, including cabotage laws, government rate regulations, and environmental regulations including those relating to air quality initiatives at port locations, including, but not limited to, the Oil Pollution Act of 1990, the Comprehensive Environmental Response Compensation & Liability Act of 1980, the Rivers and Harbors Act of 1899, the Clean Water Act, the Invasive Species Act and the Clean Air Act. Continued compliance with these laws and regulations may result in additional costs and changes in operating procedures that may adversely affect the Company's business. Noncompliance with, or changes to, the laws and regulations governing the Company's business could impose significant additional costs on the Company and adversely affect the Company's financial condition and results of operations. In addition, changes in environmental laws impacting the business, including passage of climate change legislation or other regulatory initiatives that restrict emissions of greenhouse gasses, may require costly vessel modifications, the use of higher-priced fuel and changes in operating practices that may not be recoverable through increased payments from customers. Further changes to these laws and regulations could adversely affect the Company. Climate change legislation, such as limiting and reducing greenhouse gas emissions through a "cap and trade" system of allowances and credits, if enacted, may have an adverse effect on the Company's business.

Risks Related to Capital Structure

The Company's business could be adversely affected if the Company were determined not to be a U.S. citizen under the Jones Act.

Certain provisions of the Company's articles of incorporation protect the Company's ability to maintain its status as a U.S. citizen under the Jones Act. Although the Company believes it currently is a U.S. citizen under the Jones Act, if non-U.S. citizens were able to defeat such articles of incorporation restrictions and own in the aggregate more than 25 percent of the Company's common stock, the Company would no longer be considered a U.S. citizen under the Jones Act. Such an event could result in the Company's ineligibility to engage in coastwise trade and the imposition of substantial penalties against it, including seizure or forfeiture of its vessels, which could have an adverse effect on the Company's financial condition and results of operation.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company leases a 105-acre marine terminal at Honolulu, Hawaii. The lease expires in September 2016, and the Company is currently in the process of renewing this lease. The Company's other primary terminal facilities located at the Port of Seattle, Washington, and the Ports of Oakland and Long Beach, California, are leased by the Company's terminal joint venture partner, SSAT. The Company leases seven acres at West Oahu, Hawaii, and 30 acres at Polaris Point, Guam that are used as container depots. The following is a summary of the Company's other significant facilities:

Location	Description of Facility	Square Footage
Honolulu, Hawaii	Corporate headquarters	16,444
Oakland, California	Office	47,580
Phoenix, Arizona	Office	22,808
Oakbrook Terrace, Illinois	Office	17,004
Concord, California	Office	7,974
Auckland, New Zealand	Office	3,832
Shanghai, China	Office	7,240
Pooler, Georgia	Warehouse facility	710,844
Oakland, California	Warehouse facility	400,000
Black Creek, Georgia	Warehouse facility	367,265
Pooler, Georgia	Warehouse facility	324,832
Hayward, California	Warehouse facility	214,000
Rancho Dominguez, California	Warehouse facility	141,000
Oakland, California	Warehouse facility	132,000
Alameda, California	Storage facility	47,500

For additional information about the Company's properties, refer to "Business Description" in Item 1 of Part 1 above.

ITEM 3. LEGAL PROCEEDINGS

See "Business — Business Description - Rate Regulations and Fuel Costs" above for a discussion of rate and other regulatory matters in which Matson is routinely involved.

Environmental Matter: Molasses was released into Honolulu Harbor from a pipeline system operated by a subsidiary of the Company in September 2013. The Company is cooperating with federal and state agencies involved in responding to and investigating the incident. On September 20, 2013, the Hawaii Department of Health ("DOH") and other responding governmental agencies announced that they had officially transitioned their role from a response phase to a recovery and restoration phase. The DOH also reported on September 20, 2013 that dissolved oxygen and pH levels in the harbor and nearby Keehi Lagoon had returned to normal target levels and that there was no longer discoloration of the water in those same areas attributable to the molasses release. Keehi Lagoon was reopened to the public on September 21, 2013.

On October 10, 2013, the Company was served with a federal grand jury subpoena seeking documents in connection with a criminal investigation into the release of molasses into Honolulu Harbor. In addition, in April 2014, the Company received two subpoenas from the Hawaii Attorney General and written requests for information regarding the release from the following governmental agencies: (i) the DOH; (ii) the State of Hawaii Office of Hawaiian Affairs; and (iii) the U.S. Environmental Protection Agency (the "EPA") (Region IX).

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On October 21, 2014, the U.S. Attorney for the District of Hawaii (the "U.S. Attorney") filed an Information with the U.S. District Court for the District of Hawaii (the "Court") charging Matson Terminals, Inc. ("MTI"), the subsidiary of the Company that operated the pipeline, with two misdemeanor violations of Section 407 of the Rivers and Harbors Act of 1899 (the "Refuse Act") arising from the molasses release. The U.S. Attorney also filed a Memorandum of Plea Agreement (the "Plea Agreement"), subject to the approval of the Court, to resolve federal criminal charges arising from the molasses release. Pursuant to the Plea Agreement, MTI agreed to plead guilty to the two violations of the Refuse Act and to pay $1.0 million, comprised of a $0.4 million fine and restitution payments of $0.6 million to community organizations involved in the protection of the shoreline. On October 24, 2014, MTI entered a guilty plea in the Court. On January 29, 2015, MTI executed an Amended Plea Agreement that was accepted by the Court which then sentenced MTI to make the payments described above. On February 24, 2015, the EPA informed the Company that it will not seek to debar MTI and its affiliates from obtaining future U.S. government contracts.

Furthermore, the Company has not yet resolved any potential civil claims by the governmental agencies arising out of the molasses release. However, except with respect to the matters discussed above, government agencies have not initiated any legal actions in connection with the release of molasses. Therefore, the Company is not able to estimate the future costs, penalties, damages or expenses that it may incur related to the incident. As a result, at this time no assurance can be given that the impact of the incident on the Company's financial position, results of operations, or cash flows will not be material. The Company continues to respond to governmental requests for information, and is engaging in dialogue with governmental agencies in order to reasonably resolve these matters.

In addition to the molasses release discussed above, the Company's shipping business has certain other risks that could result in expenditures for environmental remediation. The Company believes that based on all information available to it, the Company is currently in compliance, in all material respects, with applicable environmental laws and regulations.

The Company and its subsidiaries are parties to, or may be contingently liable in connection with other legal actions arising in the normal course of their businesses, the outcomes of which, in the opinion of management after consultation with counsel, would not have a material effect on the Company's financial condition, results of operations, or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

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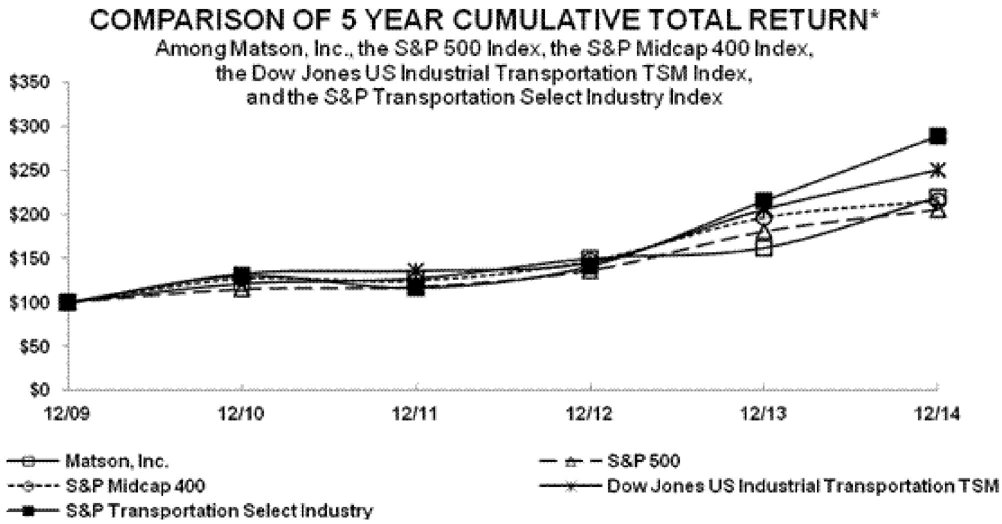
PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Matson's common stock is traded on the New York Stock Exchange under the ticker symbol "MATX". As of February 24, 2015, there were 2,515 shareholders of record of Matson common stock. In addition, Cede & Co., which appears as a single record holder, represents the holdings of thousands of beneficial owners of Matson common stock.



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* $100 invested on 12/31/09 in stock or index, including reinvestment of dividends.

Trading volume averaged 273,309 shares a day in 2014 compared with 228,479 shares a day in 2013 and 245,085 shares a day in 2012.

The quarterly intra-day high and low sales prices and end of quarter closing prices, as reported by the New York Stock Exchange, and cash dividends paid per share of common stock, for each fiscal quarter during 2014 and 2013, were as follows:

	Dividends Paid	Market Price		
		High	Low	Close
2014				
First Quarter	$ 0.160	$ 26.88	$ 22.50	$ 24.69
Second Quarter	$ 0.160	$ 26.91	$ 22.48	$ 26.84
Third Quarter	$ 0.170	$ 29.54	$ 25.02	$ 25.03
Fourth Quarter	$ 0.170	$ 36.73	$ 24.48	$ 34.52
2013				
First Quarter	$ 0.150	$ 27.69	$ 23.92	$ 24.60
Second Quarter	$ 0.150	$ 26.44	$ 21.51	$ 25.00
Third Quarter	$ 0.160	$ 29.47	$ 25.00	$ 26.23
Fourth Quarter	$ 0.160	$ 27.85	$ 23.46	$ 26.11

Although Matson expects to continue paying quarterly cash dividends on its common stock, the declaration and payment of dividends are subject to the discretion of the Board of Directors and will depend upon Matson's financial condition, results of operations, cash requirements and other factors deemed relevant by the Board of Directors. Matson's Board of Directors declared a cash dividend of $0.17 per share payable on March 5, 2015 to shareholders of record on February 12, 2015.

The Company did not repurchase any of its common stock in 2014, 2013 or 2012.

See the subsection captioned "Equity Compensation Plan Information" in Matson's 2015 Proxy Statement for information regarding securities authorized for issuance under the Company's equity compensation plans, which subsection is incorporated herein by reference.

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ITEM 6. SELECTED FINANCIAL DATA

The following should be read in conjunction with Item 8, "Financial Statements and Supplementary Data," and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" (dollars and shares in millions, except shareholders of record and per-share amounts):

	2014	2013	2012	2011	2010
Operating Revenue:					
Ocean Transportation	$ 1,278.4	$ 1,229.4	$ 1,189.8	$ 1,076.2	$ 1,015.0
Logistics	435.8	407.8	370.2	386.4	355.6
Total Operating Revenue	$ 1,714.2	$ 1,637.2	$ 1,560.0	$ 1,462.6	$ 1,370.6

Operating Income:					
Ocean Transportation (1)	$ 131.1	$ 94.3	$ 96.6	$ 73.7	$ 118.3
Logistics	8.9	6.0	0.1	4.9	7.1
Total Operating Income	140.0	100.3	96.7	78.6	125.4
Interest expense	(17.3)	(14.4)	(11.7)	(7.7)	(8.2)
Income from Continuing Operations Before Income Taxes	122.7	85.9	85.0	70.9	117.2
Income tax expense	(51.9)	(32.2)	(33.0)	(25.1)	(46.7)
Income From Continuing Operations	70.8	53.7	52.0	45.8	70.5
(Loss) Income From Discontinued Operations (net of income taxes)	—	—	(6.1)	(11.6)	21.6
Net Income	$ 70.8	$ 53.7	$ 45.9	$ 34.2	$ 92.1
Identifiable Assets:					
Ocean Transportation (2)	$ 1,313.9	$ 1,168.6	$ 1,097.2	$ 1,083.9	$ 1,084.7
Logistics	87.9	79.7	77.1	76.4	73.8
Other (3)	—	—	—	1,384.0	1,336.1
Total Assets	$ 1,401.8	$ 1,248.3	$ 1,174.3	$ 2,544.3	$ 2,494.6
Capital Expenditure from Continuing Operations (4):					
Ocean Transportation	$ 27.8	$ 33.8	$ 37.0	$ 44.2	$ 69.4
Logistics	0.1	1.4	1.1	3.0	1.8
Total Capital Expenditures	$ 27.9	$ 35.2	$ 38.1	$ 47.2	$ 71.2
Depreciation and Amortization from Continuing Operations:					
Ocean Transportation	$ 66.6	$ 66.4	$ 69.1	$ 68.4	$ 67.6
Logistics	3.1	3.3	3.4	3.2	3.2
Total Depreciation and Amortization	$ 69.7	$ 69.7	$ 72.5	$ 71.6	$ 70.8
Earnings Per Share in Income from continuing operations:					
Basic	$ 1.65	$ 1.26	$ 1.23	$ 1.10	$ 1.71
Diluted	$ 1.63	$ 1.25	$ 1.22	$ 1.09	$ 1.70
Earnings Per Share in Net Income:					
Basic	$ 1.65	$ 1.26	$ 1.09	$ 0.82	$ 2.23
Diluted	$ 1.63	$ 1.25	$ 1.08	$ 0.81	$ 2.22
Cash dividends per share declared	$ 0.66	$ 0.62	$ 0.93	$ 1.26	$ 1.26
As of December 31:					
Shareholders of record	2,509	2,607	2,729	2,923	3,079
Shares outstanding	43.2	42.8	42.6	41.7	41.3
Long-term debt — non-current	$ 352.0	$ 273.6	$ 302.7	$ 180.1	$ 136.6

(1) The Ocean Transportation segment includes $6.6 million, $(2.0) million, $3.2 million, $8.6 million, and $12.8 million, of equity in (loss) income from the Company’s terminal joint venture, SSAT, for 2014, 2013, 2012, 2011, and 2010, respectively.

(2) The Ocean Transportation segment includes $64.4 million, $57.6 million, $59.6 million, $56.5 million, and $52.9 million, related to the Company’s terminal joint venture equity investment in SSAT as of December 31, 2014, 2013, 2012, 2011, and 2010, respectively.

(3) Other identifiable assets related to discontinued operations from A&B and the Company’s second China Long Beach Express Service (“CLX2”) of $1.4 billion, and $1.3 billion, as of December 31, 2011, and 2010, respectively.

(4) Excludes expenditures related to Matson’s acquisitions, which are classified as payments for acquisitions in Cash Flows used in Investing Activities from Continuing Operations within the consolidated statements of cash flows.

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ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS AND RISK FACTORS

The Company, from time to time, may make or may have made certain forward-looking statements, whether orally or in writing, such as forecasts and projections of the Company’s future performance or statements of management’s plans and objectives. These statements are “forward-looking” statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be contained in, among other things, SEC filings, such as the Forms 10-K, 10-Q and 8-K, the Annual Report to Shareholders, press releases made by the Company, the Company’s Internet Web sites (including Web sites of its subsidiaries), and oral statements made by the officers of the Company. Except for historical information contained in these written or oral communications, such communications contain forward-looking statements. These include, for example, all references to 2015 or future years. New risk factors emerge from time to time and it is not possible for the Company to predict all such risk factors, nor can it assess the impact of all such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, forward-looking statements cannot be relied upon as a guarantee of future results and involve a number of risks and uncertainties that could cause actual results to differ materially from those projected in the statements, including, but not limited to the factors that are described in Part I, Item 1A under the caption of "Risk Factors" of this Form 10-K, which section is incorporated herein by reference. The Company is not required, and undertakes no obligation, to revise or update forward-looking statements or any factors that may affect actual results, whether as a result of new information, future events, or circumstances occurring after the date of this report.

OVERVIEW

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to provide a discussion of the Company's financial condition, results of operations, liquidity and certain other factors that may affect its future results from the perspective of management. The discussion that follows is intended to provide information that will assist in understanding the changes in the Company's consolidated financial statements from year to year, the primary factors that accounted for those changes, and how certain accounting principles, policies and estimates affect the Company's consolidated financial statements. MD&A is provided as a supplement to, and should be read in conjunction with, the consolidated financial statements and the accompanying notes to the consolidated financial statements in Item 8 of Part II below. MD&A is presented in the following sections:

- Business Outlook
- Consolidated Results of Operations
- Analysis of Operating Revenue and Income by Segment
- Liquidity and Capital Resources
- Contractual Obligations, Commitments, Contingencies and Off-Balance Sheet Arrangements
- Critical Accounting Estimates
- Other Matters

BUSINESS OUTLOOK

The Business Outlook provides the Company's views on current conditions and trends in the various markets it serves, recent Company performance and its near-term prospects. The following information updates the quarterly filings made by the Company throughout 2014. All forward-looking statements made herein are qualified by the inherent risks of the Company's operations and the markets it serves, as more fully described in the Risk Factors set out in Item 1A.

The Company serves multiple domestic and international transportation markets and its operations are therefore impacted by regional, national and international economic conditions. Given its large operational presence in Hawaii, the Company's volumes in the Hawaii trade are highly dependent on the future results of the overall Hawaii economy, competitive activity related to capacity and pricing, and to specific economic sub-categories including construction. In addition, the timing of fuel surcharge collections can lead to fluctuations in quarterly operating income performance on a comparable year over year basis, but does not typically lead to a material annual year over year fluctuation in operating income performance.

In the China trade, volume is driven primarily by U.S. consumer demand for goods during key retail selling seasons while freight rates are impacted mainly by macro supply and demand variables. Currently, there is a global surplus of container vessel capacity, and a recent market survey conducted by Alphaliner estimates that 1.75 million TEUs of new vessel capacity will be delivered in 2015. While excess vessel capacity may be mitigated through vessel scrapping, deferral of new vessel deliveries, vessel lay-ups and slow steaming, transpacific freight rates depend primarily upon rational carrier management of industry capacity.

In the Guam trade, the competitive environment has historically impacted financial results, and to a lesser degree, overall market volume. Currently, the Company is the sole carrier of containerized freight from the U.S. West Coast to Guam following the departure of its major competitor from the trade lane in mid-November of 2011.

All trade lanes for Matson's Ocean Transportation services typically experience seasonality in volume and generally follow a pattern of increasing volumes starting in the second quarter of each year culminating in a peak season throughout the third quarter, with subsequent weakening of demand in the fourth and first quarters. As a result, earnings tend to follow a similar pattern, offset by periodic vessel dry-docking and other episodic cost factors, which can lead to earnings variability.

Ocean Transportation: Market growth continued in Hawaii during the fourth quarter 2014; however, the Company experienced modest competitive losses in eastbound backhaul freight. The Company believes that the Hawaii economy is in a multi-year recovery and is anticipating modest market growth in the trade in 2015. However, containership capacity is projected to increase in the first half of 2015 as a competitor is expected to launch an additional new vessel into the trade. As a result, the Company expects its 2015 Hawaii container volume to approximate the 2014 level.

During the fourth quarter 2014, the Company realized significantly higher freight rates in its China trade, reflecting the high demand for its expedited transpacific service, which was amplified by cargo availability delays experienced by other ocean carriers associated with port congestion on the U.S. West Coast. International vessel overcapacity is expected to continue in 2015 with vessel deliveries outpacing demand growth. The Company expects strong demand for its expedited service to continue in 2015 resulting in high vessel utilization levels and premium freight rates.

In Guam, the Company's container volume increased modestly in the fourth quarter due to general market growth. In 2015, the Company expects market growth in Guam to result in flat to modestly higher container volume compared to 2014, assuming no new competitors enter the market.

The Company plans to maintain its core nine-ship fleet deployment throughout 2015 for the trade lanes referenced above.

The Company's terminal joint venture, SSAT, showed slight year over year improvement in operating results during the fourth quarter. Notwithstanding the productivity challenges resulting from the ongoing port congestion on the U.S. West Coast, the Company expects modest profit at SSAT for 2015.

Additionally, Matson incurred $4.6 million in legal fees, penalties, and other expenses in 2014 related to the molasses released into Honolulu Harbor in September 2013. At this stage in the proceedings, the Company is not able to estimate the future costs, penalties, damages or expenses that it may incur related to the incident.

For the full year 2015, Ocean Transportation operating income is expected to be modestly higher than 2014. The Company expects operating income for the first quarter of 2015 to approach levels achieved in the fourth quarter 2014 due to higher freight rates in the China trade, the timing of fuel surcharge collections, and modest volume growth in our core trade lanes.

The Company's outlook for 2015 excludes any future effects from the September 2013 molasses incident and the pending transaction with Horizon Lines, Inc., pursuant to which the Company will acquire the stock of Horizon, which will include Horizon's Alaska operations and the assumption of all of Horizon's non-Hawaii business assets and liabilities.

Logistics: Volume growth in Logistics' highway businesses extended into the fourth quarter 2014 and, combined with highway yield improvements, drove an increase in operating income margin to 2.8 percent. The Company expects 2015 operating income to exceed the 2014 level of $8.9 million, driven by continued volume growth, expense control and improvements in warehouse operations.

Interest Expense: The Company expects its interest expense in 2015 to decrease slightly from the 2014 amount of $17.3 million.

Income Tax Expense: The effective tax rate for the fourth quarter 2014 was 38.4 percent as compared to 49.3 percent in the fourth quarter 2013. The rate for the fourth quarter 2013 was higher primarily due to the impact of the litigation charge, and a change in timing of CCF deposits that led to a corresponding increase in tax expense. The Company expects its 2015 effective tax rate to be approximately 38.5 percent.

Other: The Company expects maintenance capital expenditures for 2015 to be approximately $40.0 million and, in addition, has scheduled contract payments of $33.4 million in 2015 relating to its two vessels under construction. The Company also expects to make additional contributions to its CCF in 2015, which may exceed the $65.5 million net contribution made in 2014.

CONSOLIDATED RESULTS OF OPERATIONS

The following analysis of the financial condition and results of operations of Matson should be read in conjunction with the consolidated financial statements in Item 8 of Part II below.

Consolidated Results: 2014 compared with 2013:

(dollars in millions, except per share amounts)	Years Ended December 31, 2014	2013	Change
Operating revenue	$ 1,714.2	$ 1,637.2	4.7%
Operating costs and expenses	(1,574.2)	(1,536.9)	2.4%
Operating income	140.0	100.3	39.6%
Interest expense	(17.3)	(14.4)	20.1%
Income before income taxes	122.7	85.9	42.8%
Income tax expense	(51.9)	(32.2)	61.2%
Net income	$ 70.8	$ 53.7	31.8%
Basic earnings per share	$ 1.65	$ 1.26	31.0%
Diluted earnings per share	$ 1.63	$ 1.25	30.4%

Consolidated Operating Revenue for the year ended December 31, 2014 increased $77.0 million, or 4.7 percent, compared to the prior year. This increase was due to $49.0 million and $28.0 million higher revenues for Ocean Transportation and Logistics, respectively. The reasons for the operating revenue changes are described below, by business segment, in the Analysis of Operating Revenue and Income by Segment.

Operating Costs and Expenses for the year ended December 31, 2014 increased $37.3 million, or 2.4 percent, compared to the prior year. The increase was due to increases of $12.2 million and $25.1 million in costs for Ocean Transportation and Logistics, respectively. The reasons for the operating expense changes are described below, by business segment, in the Analysis of Operating Revenue and Income by Segment.

Income Tax Expense during the year ended December 31, 2014 was $51.9 million, or 42.3 percent, of income before income taxes, as compared to $32.2 million, or 37.5 percent on income before income taxes, in the prior year. The increase in income tax rate was principally due to a non-cash valuation allowance recorded against deferred tax assets related to foreign operations, and non-deductible charges related to the acquisition, offset by the release of uncertain tax positions.

Consolidated Results: 2013 compared with 2012:

(dollars in millions, except per share amounts)	Years Ended December 31, 2013	2012	Change
Operating revenue	$ 1,637.2	$ 1,560.0	4.9%
Operating costs and expenses	(1,536.9)	(1,463.3)	5.0%
Operating income	100.3	96.7	3.7%
Interest expense	(14.4)	(11.7)	23.1%

Income from continuing operations before income taxes	85.9	85.0	1.1%
Income tax expense	(32.2)	(33.0)	(2.4%)
Income from continuing operations	53.7	52.0	3.3%
Loss from discontinued operations (net of income taxes)	—	(6.1)	
Net income	$ 53.7	$ 45.9	17.0%
Basic earnings per share	$ 1.26	$ 1.09	15.6%
Diluted earnings per share	$ 1.25	$ 1.08	15.7%

Consolidated Operating Revenue for the year ended December 31, 2013 increased $77.2 million, or 4.9 percent, compared to the prior year. This increase was due to $39.6 million and $37.6 million higher revenues for Ocean Transportation and Logistics, respectively. The reasons for the operating revenue changes are described below, by business segment, in the Analysis of Operating Revenue and Income by Segment.

Operating Costs and Expenses for the year ended December 31, 2013 increased $73.6 million, or 5.0 percent, compared to the prior year. The increase was due to increases of $41.9 million and $31.7 million in costs for Ocean Transportation and Logistics, respectively. The reasons for the operating expense changes are described below, by business segment, in the Analysis of Operating Revenue and Income by Segment.

Income Tax Expense during the year ended December 31, 2013 was $32.2 million, or 37.5 percent of income from continuing operations before income tax, as compared to $33.0 million, or 38.8 percent, in the prior year. The change in tax rate percent is due principally to a tax benefit in 2013 from the re-measurement of uncertain tax positions and a non-recurring tax increase in the prior year from non-deductible charges related to the Separation.

Loss from Discontinued Operations was $6.1 million for the year ended December 31, 2012 related to the Separation and the shutdown of the Company's CLX2 operations. There were no discontinued operations during 2013.

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ANALYSIS OF OPERATING REVENUE AND INCOME BY SEGMENT

Additional detailed information related to the operations and financial performance of the Company's Reportable Segments is included in Part II Item 6 and Note 14 to the consolidated financial statements in Item 8 of Part II below. The following information should be read in relation to the information contained in those sections.

Ocean Transportation: 2014 compared with 2013:

	Years Ended December 31,		
(dollars in millions)	**2014**	**2013**	**Change**
Ocean Transportation revenue	$ 1,278.4	$ 1,229.4	4.0%
Operating costs and expenses	1,147.3	1,135.1	1.1%
Operating income	$ 131.1	$ 94.3	39.0%
Operating income margin	10.3%	7.7%	
Volume (Units) (1)			
Hawaii containers	138,300	138,500	(0.1%)
Hawaii automobiles	70,600	81,500	(13.4%)
China containers	62,000	61,300	1.1%
Guam containers	24,600	24,100	2.1%
Micronesia/South Pacific Containers	14,800	12,800	15.6%

(1) Approximate container volumes included for the period are based on the voyage departure date, but revenue and operating income are adjusted to reflect the percentage of revenue and operating income earned during the reporting period for voyages that straddle the beginning or end of each reporting period.

Ocean Transportation revenue increased $49.0 million, or 4.0 percent during the year ended December 31, 2014 compared to the prior year. This increase was due primarily to higher freight yields across major trade lanes, higher fuel surcharge revenue, and increased volume in the South Pacific, partially offset by lower automobile volume.

During the year ended December 31, 2014, container volumes in Hawaii and China were relatively flat; Guam volume increased modestly due to timing of shipments; and Micronesia/South Pacific volume increased 15.6 percent reflecting a full year of operations and service reconfiguration in the South Pacific. Hawaii automobile volume decreased 13.4 percent primarily due to certain customer losses.

Ocean Transportation operating income increased $36.8 million, or 39.0 percent during the year ended December 31, 2014. The increase was primarily due to higher freight yields across major trade lanes, the timing of fuel surcharge collections, lower outside transportation costs, and improved results at the Company's terminal joint venture, SSAT, partially offset by higher terminal handling expenses and higher general and administrative expenses some of which were attributable to the Company's pending acquisition of Horizon Lines Alaska operations. In addition, the fourth quarter 2013 was negatively impacted by the $9.95 million litigation charge. In 2014, the Company incurred $4.6 million in penalties, legal and other expenses related to the molasses released into Honolulu Harbor in September 2013 compared to $3.0 million in 2013.

The Company's terminal joint venture, SSAT, contributed $6.6 million during the year ended December 31, 2014, compared to a $2.0 million loss in 2013. The increase was primarily attributable to increased lift volume and the absence of transition costs related to the Oakland terminal expansion in 2013.

Ocean Transportation: 2013 compared with 2012:

(dollars in millions)	Years Ended December 31, 2013	2012	Change
Ocean Transportation revenue	$ 1,229.4	$ 1,189.8	3.3%
Operating costs and expenses	1,135.1	1,093.2	3.8%
Operating income	$ 94.3	$ 96.6	(2.4%)
Operating income margin	7.7%	8.1%	
Volume (Units) (1)			
Hawaii containers	138,500	137,200	0.9%
Hawaii automobiles	81,500	78,800	3.4%
China containers	61,300	60,000	2.2%
Guam containers	24,100	24,500	(1.6%)
Micronesia/South Pacific Containers	12,800	5,600	128.6%

(1) Approximate container volumes included for the period are based on the voyage departure date, but revenue and operating income are adjusted to reflect the percentage of revenue and operating income earned during the reporting period for voyages that straddle the beginning or end of each reporting period.

Ocean Transportation revenue increased $39.6 million, or 3.3 percent, during the year ended December 31, 2013 compared to the prior year. The increase was primarily due to new volume associated with the Company's Micronesia/South Pacific service and improved freight rates and favorable cargo mix changes in Hawaii, partially offset by lower fuel surcharges resulting from lower fuel prices.

During the year ended December 31, 2013, Hawaii container and automobile volume increased 0.9 percent and 3.4 percent, respectively, due to modest market growth; China volume was 2.2 percent higher primarily the result of an additional sailing in 2013; Guam volume was slightly lower due to general market conditions; and Micronesia/South Pacific volume increased due to the acquisition of the assets of a South Pacific ocean freight carrier based in Auckland, New Zealand, early in the year.

Ocean Transportation operating income decreased $2.3 million, or 2.4 percent, during the year ended December 31, 2013. The decrease in operating income was principally due to the litigation charge of $9.95 million, start-up costs and service reconfiguration expenses in the South Pacific trade, higher general and administrative expenses, and other non-recurring unfavorable items. In addition, the Company incurred $3.0 million in response costs, legal expenses and third party claims related to the molasses released into Honolulu Harbor. The decrease in operating income was partially offset by freight rate and cargo mix improvements in Hawaii, lower vessel expenses from the full year deployment of a nine-ship fleet, lower outside transportation costs due to barge dry-dockings in the prior year, and the absence of Separation costs.

Losses attributable to the Company's terminal joint venture, SSAT, were $2.0 million during the year ended December 31, 2013, compared to an income contribution of $3.2 million in the prior year. The loss reflected past customer losses that resulted in lower lift volume and higher than expected transition costs related to the expansion of its terminal operations in Oakland, partially offset by new customers and volumes at the expanded Oakland terminal in the fourth quarter 2013.

Logistics: 2014 compared with 2013:

(dollars in millions)	Years Ended December 31, 2014	2013	Change
Intermodal revenue	$ 243.5	$ 244.2	(0.3%)
Highway revenue	192.3	163.6	17.5%
Total Logistics Revenue	435.8	407.8	6.9%
Operating costs and expenses	426.9	401.8	6.2%
Operating income	$ 8.9	$ 6.0	
Operating income margin	2.0%	1.5%	

Logistics revenue increased $28.0 million, or 6.9 percent, during the year ended December 31, 2014 compared to 2013. This increase was primarily due to higher highway and international intermodal volume, partially offset by lower domestic intermodal volume.

Logistics operating income increased by $2.9 million during the year ended December 31, 2014 compared to 2013. The increase was primarily due to increased highway yield and volume, warehouse operating improvements, and a favorable litigation settlement, partially offset by lower intermodal yield.

Logistics: 2013 compared with 2012:

(dollars in millions)	Years Ended December 31, 2013	2012	Change
Intermodal revenue	$ 244.2	$ 229.1	6.6%
Highway revenue	163.6	141.1	15.9%
Total Logistics Revenue	407.8	370.2	10.2%
Operating costs and expenses	401.8	370.1	8.6%
Operating income	$ 6.0	$ 0.1	
Operating income margin	1.5%	0.0%	

Logistics revenue for the year ended December 31, 2013, increased $37.6 million, or 10.2 percent, compared to the prior year. This increase was the result of higher intermodal and highway volume.

Logistics operating income for the year ended December 31, 2013, increased by $5.9 million compared to the prior year. The increase was primarily due to the absence of a $3.9 million charge taken in 2012 related to intangible asset impairment and a warehouse lease restructuring charge. In addition, Logistics operating income in 2013 benefited from lower general and administrative expenses and higher intermodal volume than in 2012.

LIQUIDITY AND CAPITAL RESOURCES

Overview:

Additional sources of liquidity for the Company, consisting of cash and cash equivalents, and receivables totaled $491.0 million at December 31, 2014, an increase of $194.2 million from December 31, 2013. The increase was due to a $178.9 million increase in cash and cash equivalents, primarily due to proceeds from the $100 million Notes financing that closed on January 28, 2014, and from an increase in accounts receivable of $15.3 million.

Cash Flows:

Net cash flows provided by operating activities from continuing operations continue to be the Company's most significant source of liquidity, and were $165.7 million in 2014, compared with $195.7 million in 2013 and $94.0 million in 2012. The decrease in 2014 over 2013 was due principally to changes in deferred income taxes of $54.8 million as a result of decreased contributions to the CCF, increased account receivables as a result of increases in operating revenues, offset by an increase in income from continuing operations, and a reduction in prepaid and other assets. The increase in 2013 over 2012 was due principally to changes in deferred income taxes of $66.3 million as a result of increased contributions to the Capital Construction Fund, lower cash outflows related to the dry-docking of vessels during 2013, and increased accounts payable and accrued liabilities.

Net cash flows used in investing activities from continuing operations were $50.5 million for 2014, compared to $40.0 million and $6.3 million used in 2013 and 2012, respectively. The increase in 2014 over 2013 was due principally to increased deposits into the CCF, partially offset by a reduction in capital expenditures and no acquisition related payments in 2014. The increase in 2013 over 2012 was due principally to the reduction in contribution from the Former Parent Company, and payment for acquisitions, partially offset by a reduction of capital expenditures. No contributions were received from the Former Parent Company during 2013 as compared to $25.0 million in 2012. This contribution represents dividends paid by the Former Parent Company to its shareholders prior to the Separation. The Company also made payments of $9.3 million in 2013 related to the acquisition of Matson's South Pacific service.

Capital expenditures were $27.9 million for 2014, compared with $35.2 million and $38.1 million for 2013 and 2012, respectively. The 2014 capital expenditures included $27.8 million for the purchase of Ocean Transportation-related assets and $0.1 million related to the purchase of Logistics-related assets. Capital expenditures for the year ended December 31, 2013 included $33.8 million for the purchase of Ocean Transportation-related assets and $1.4 million related to the purchase of Logistics-related assets. Capital expenditures for the year ended December 31, 2012 included $37.0 million for the purchase of Ocean Transportation-related assets and $1.1 million related to the purchase of Logistics-related assets.

The Company also expects to make payments of $33.4 million in 2015 under the Shipbuilding Agreements with APSI related to the construction of two new vessels from Matson's cash on hand. Furthermore, the Company expects to make additional contributions to its CCF in 2015, which may exceed the $65.5 million net contribution made in 2014.

Net cash flows provided by financing activities from continuing operations were $63.7 million for 2014, compared to $61.1 million and $74.5 million used in 2013 and 2012, respectively. The increase in 2014 compared to prior year was due principally to proceeds of $100 million from the issuance of long-term debt, and reductions in repayments of credit facility borrowings. The decrease in cash flows used in financing activities in 2013 compared to 2012 was due principally to reductions in payments of long-term debt and dividends, and the net change in proceeds from the issuance of long-term debt less contributions and other distributions to A&B as part of the Separation, partially offset by the increase in credit facility payments, and a reduction in proceeds from the issuance of capital stock.

Other Sources of Liquidity:

Description of Debt:

Term Debt: In May 2005, the Company partially financed the delivery of the MV *Manulani* by issuing $105.0 million of Series B Notes with a coupon of 4.79 percent and 15-year final maturity. The notes amortize by semi-annual principal payments of $3.5 million plus interest. The Company negotiated the release of the MV *Manulani* as security for the remaining long-term debt of $56.0 million as part of the Company's debt restructuring completed during the Separation, resulting in an increase in the interest rate to 5.79 percent.

During the second quarter of 2012, Matson issued new unsecured, fixed rate, amortizing long-term debt of $170.0 million, which was funded in three tranches, $77.5 million at an interest rate of 3.66 percent maturing in 2023, $55.0 million at an interest rate of 4.16 percent maturing in 2027, and $37.5 million at an interest rate of 4.31 percent maturing in 2032. Interest is payable semi-annually. The weighted average coupon and average life of the three tranches of debt are 3.97 percent and 9.2 years, respectively. The notes will begin to amortize in 2015, with aggregate semi-annual payments of $4.6 million through 2016, $8.4 million in 2017 through mid-year 2023, $3.8 million through mid-year 2027, and $1.2 million thereafter.

In January 2014, Matson issued $100 million of 30-year senior unsecured notes (the "Notes"). The Notes have a weighted average life of 14.5 years and bear interest at a rate of 4.35 percent, payable semi-annually. The Notes will begin to amortize in 2021, with annual principal payments of $5.0 million in 2021, $7.5 million in 2022 and 2023, $10.0 million from 2024 to 2027, and $8.0 million in 2028. Starting in 2029, and in each year thereafter until 2044, annual principal payments will be $2.0 million.

Title XI Bonds: In September 2003, the Company issued $55.0 million in U.S. Government guaranteed ship finance bonds (Title XI) to partially finance the delivery of the MV *Manukai*. The secured bonds have a final maturity in September 2028 with a coupon of 5.34 percent. The bonds are amortized by fifty semi-annual payments of $1.1 million plus interest. In August 2004, the Company issued $55.0 million of U.S. Government guaranteed ship finance bonds

(Title XI) to partially finance the delivery of the MV *Maunawili*. The secured bonds have a final maturity in July 2029, with a coupon of 5.27 percent. The bonds are amortized by fifty semi-annual payments of $1.1 million plus interest.

Revolving Credit Facility: During the second quarter of 2012, the Company entered into a $375.0 million, five-year unsecured revolving credit facility with a syndicate of banks to provide the Company with additional sources of liquidity for working capital requirements and investment opportunities (the "Credit Facility"). The Credit Facility includes a $100 million sub-limit for the issuance of standby and commercial letters of credit, and a $50 million sub-limit for swing line loans. The Credit Facility also includes an uncommitted option to increase the Credit Facility by $75 million.

The Credit Facility is subject to commitment fees, letter of credit fees, and interest on borrowings based on the Company's ratio of total debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") (the "Leverage Ratio"). Commitment fees and letter of credit fees are computed using rates tied to a sliding scale, which range from 0.15 percent to 0.40 percent, and 1.00 percent to 2.25 percent, respectively, based upon the Leverage Ratio. Interest rates on borrowings are based upon the London Interbank Offered Rate ("LIBOR") plus 1.00 percent to 2.25 percent using a sliding scale based on the Leverage Ratio. The Company may also select an interest rate for borrowings at a base rate as defined within the agreement, plus a margin that ranges from 0.0 percent to 1.25 percent. Based upon the Company's Leverage Ratio, the interest rate applicable to any borrowings would have been approximately 1.7 percent at December 31, 2014.

As of December 31, 2014, the used portion of the Company's Credit Facility was $6.0 million, all of which was from letters of credit.

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Capital Leases: As of December 31, 2014, Matson had capital lease obligations of $1.3 million, consisting of specialized and standard containers used in the Company's South Pacific service. Capital leases have been classified as current and long-term debt in the Company's consolidated balance sheets.

Matson's total debt was $373.6 million as of December 31, 2014, compared with $286.1 million as of December 31, 2013. All of Matson's outstanding debt was fixed rate debt as of December 31, 2014, and was unsecured, except for $63.8 million in Title XI bonds, which is guaranteed by the Company's significant subsidiaries.

Debt Covenants:

Principal financial covenants as defined in Matson's Credit Facility and long term fixed rate debt include, but are not limited to:

- The ratio of debt to consolidated EBITDA cannot exceed 3.25 to 1.00 for each fiscal four quarter period;
- The ratio of consolidated EBITDA to interest expense as of the end of any fiscal four quarter period cannot be less than 3.50 to 1.00; and
- The principal amount of priority debt at any time cannot exceed 20 percent of consolidated tangible assets; and the principal amount of priority debt that is not Title XI priority debt at any time cannot exceed 10 percent of consolidated tangible assets. Priority debt, as further defined in the Credit Facility agreement, is all debt secured by a lien on the Company's assets or subsidiary debt.

The Company was in compliance with these covenants as of December 31, 2014, with a debt to consolidated EBITDA ratio of 1.77, consolidated EBITDA to interest expense ratio of 12.21, and priority debt to consolidated tangible assets ratio of 4.7 percent.

Horizon Acquisition:

If the Horizon acquisition is consummated (see Item 1 of Part 1 above for additional information on the Horizon Acquisition), under the terms of the definitive merger agreement with Horizon, Matson will pay $0.72 per share for Horizon's stock with an equity value of approximately $69.2 million, plus repayment of Horizon's debt at the close of the Horizon Transaction. The total value for the Horizon Transaction is approximately $456.0 million (before transaction costs), based on Horizon's net debt outstanding as of September 21, 2014. Matson expects to fund the acquisition through a combination of Matson's cash on hand and borrowings under its Credit Facility. Matson also expects to incur pre-tax one-time transaction related closing costs of approximately $25.0 million, and one-time restructuring and integration costs of between $20.0 million to $25.0 million. The total value of the Horizon Transaction at time of closing is subject to change based upon Horizon's interim corporate cash flow performance and outstanding debt balance at close.

CONTRACTUAL OBLIGATIONS, COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET ARRANGEMENTS

Contractual Obligations:

At December 31, 2014, the Company had the following estimated contractual obligations (in millions):

		Payment due by period				
Contractual Obligations	(1)	**2015**	**2016-2017**	**2018-2019**	**Thereafter**	**Total**
Construction of new vessels	(2)	$ 33.4	$ 213.8	$ 162.8	$ —	$ 410.0
Long-term debt obligations (including current portion)	(3)	21.6	48.9	56.4	246.7	373.6
Estimated interest on debt	(4)	16.5	29.9	24.9	67.9	139.2
Purchase obligations	(5)	14.0	—	—	—	14.0
Qualified pension benefit obligations	(6)	11.4	24.3	26.1	70.9	132.7
Non-qualified benefit obligations	(7)	1.6	1.1	1.2	2.4	6.3
Post-retirement obligations	(8)	2.5	5.1	5.5	15.3	28.4
Operating lease obligations	(9)	20.8	22.2	6.0	8.1	57.1
Total		$ 121.8	$ 345.3	$ 282.9	$ 411.3	$ 1,161.3

(1) The table excludes Matson's contractual obligations that arise as a result of entering into the definitive merger agreement with Horizon. Under the terms of this agreement, Matson will pay $0.72 per share for Horizon's stock with an equity value of approximately $69.2 million, plus repayment of Horizon's debt at the close of the Horizon Transaction. The total value for the Horizon Transaction is approximately $456.0 million (before transaction

costs), based on Horizon's net debt outstanding as of September 21, 2014 (see Item 1 of Part 1 above for additional information on the Horizon Transaction).

(2) Payment for the construction of new vessels is based upon the shipbuilding agreements with APSI and the expected delivery times of the vessels in 2018.

(3) Long-term debt obligations (including current portion) include principal repayments of outstanding short-term and long-term debt for the respective periods, and capital leases. Capital lease obligations were $1.3 million at December 31, 2014, of which $1.1 million will be repaid in 2015, and the balance in 2016.

(4) Estimated cash payments for interest on debt is determined based on the stated interest rate for fixed debt.

(5) Purchase obligations include only non-cancellable contractual obligations for the purchases of goods and services. Arrangements are considered purchase obligations if a contract specifies all significant terms, including fixed or minimum quantities to be purchased, a pricing structure and approximate timing of the transaction. Any amounts reflected on the consolidated balance sheets as accounts payable and accrued liabilities are excluded from the table above.

(6) Qualified pension benefit obligations include estimated payments for the next ten years. The $70.9 million noted in the column labeled "Thereafter" comprises estimated benefit payments for 2020 through 2024 (see Note 9 to the consolidated financial statements in Item 8 of Part II below, for additional information about the Company's non-qualified plans).

(7) Non-qualified benefit obligations include estimated payments to executives and directors under the Company's four non-qualified plans for the next ten years. The $2.4 million noted in the column labeled "Thereafter" comprises estimated benefit payments for 2020 through 2024 (see Note 9 to the consolidated financial statements in Item 8 of Part II below, for additional information about the Company's non-qualified plans).

(8) Post-retirement obligations include estimated payments to medical service providers in connection with providing benefits to the Company's employees and Retirees for the next ten years. The $15.3 million noted in the column labeled "Thereafter" comprises estimated post-retirement benefit payments for 2020 through 2024 (see Note 9 to the consolidated financial statements in Item 8 of Part II below, for additional information about the Company's post-retirement obligations).

(9) Operating lease obligations include principally land, office and terminal facilities, containers and equipment under non-cancellable, long-term lease arrangements that do not transfer the rights and risks of ownership to the Company (see Note 8 to the consolidated financial statements in Item 8 of Part II below, for additional information about the Company's leases).

Estimated timing and amount of payments related to uncertain tax position liabilities of $6.7 million as of December 31, 2014, is excluded from the table due to the uncertainty of such timing and payments, if any.

Commitments, Contingencies and Off-Balance Sheet Arrangements:

A description of commitments and contingencies is set forth in Note 12 to the consolidated financial statements in Item 8 of Part II below, and is incorporated herein by reference. The Company does not have any off-balance sheet arrangements.

Other Matters:

Matson's Board of Directors declared a cash dividend of $0.17 per share payable on March 5, 2015 to shareholders of record on February 12, 2015.

CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting policies are described in Note 2 to the consolidated financial statements. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, upon which the MD&A is based, requires that management exercise judgment when making estimates and assumptions about future events that may affect the amounts reported in the consolidated financial statements and accompanying notes. Future events and their effects cannot be determined with certainty and actual results will, inevitably, differ from those critical accounting estimates. These differences could be material.

The Company considers an accounting estimate to be critical if: (i)(a) the accounting estimate requires the Company to make assumptions that are difficult or subjective about matters that were highly uncertain at the time that the accounting estimate was made, (b) changes in the estimate are reasonably likely to occur in periods after the period in which the estimate was made, or (c) use of different estimates by the Company could have been used, and (ii) changes in those assumptions or estimates would have had a material impact on the financial condition or results of operations of the Company. The critical accounting estimates inherent in the preparation of the Company's consolidated financial statements are described below. Management has discussed the development and selection of these critical accounting estimates with the Audit Committee of our Board of Directors.

Impairment of Investments: The Company's investment in its Terminal Joint Venture is reviewed for impairment annually and whenever there is evidence that fair value may be below carrying cost. An investment is written down to fair value if fair value is below carrying cost and the impairment is other-than-temporary. In evaluating the fair value of an investment and whether any identified impairment is other-than-temporary, significant estimates and considerable judgments are involved. These estimates and judgments are based, in part, on the Company's current and future evaluation of economic conditions in general, as well as the Terminal Joint Venture's current and future plans. These fair value calculations are highly subjective because they require management to make assumptions and apply judgments to estimates regarding the timing and amount of future cash flows, probabilities related to various cash flow scenarios, and appropriate discount rates based on the perceived risks, among others. In evaluating whether an impairment is other-than-temporary, the Company considers all available information, including the length of time and extent of the impairment, the financial condition and near-term prospects of the Terminal Joint Venture, the Company's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value, and projected industry and economic trends, among others. Changes in these and other assumptions could affect the projected operational results and fair value of the Terminal Joint Venture, and accordingly, may require valuation adjustments to the Company's investment that may materially impact the Company's financial condition or its future operating results.

The Company has evaluated its investment in its Terminal Joint Venture for impairment and no impairment charges were recorded for the years ended December 31, 2014, 2013, and 2012.

Impairment of Long-Lived Assets and Finite-Lived Intangible Assets: The Company reviews its long-lived assets, including finite-lived intangible assets for possible impairment annually, or whenever events or circumstances indicate that their carrying values may not be recoverable. The Company's long-lived assets, including finite-lived intangible assets are grouped at the Ocean Transportation and Logistics asset group level, which represents the lowest level for which identifiable cash flows are available. In evaluating impairment, the estimated future undiscounted cash flows generated by each of these asset groups is compared with the amount recorded for each asset group to determine if its carrying value is not recoverable. If this review determines that the amount recorded will not be recovered, the amount recorded for the asset group is reduced to estimated fair value.

These asset impairment analyses are highly subjective because they require management to make assumptions and apply considerable judgments to, among other things, estimates of the timing and amount of future cash flows, expected useful lives of the assets, uncertainty about future events, including changes in economic conditions, changes in operating performance, changes in the use of the assets, and ongoing costs of maintenance and improvements of the assets, and thus, the accounting estimates may change from period to period. If management uses different assumptions or if different conditions occur in future periods, the Company's financial condition or its future operating results could be materially impacted.

The Company has evaluated its long-lived assets, including finite-lived intangible assets for impairment and no impairment charges were recorded for the years ended December 31, 2014 and 2013. During 2012, the Company determined that it had an impairment related to the finite-lived intangible assets at Logistics. The Company recorded impairment expense of $2.1 million for the year ended December 31, 2012, which is included in operating expense in the consolidated statements of income and comprehensive income.

Additional information about Matson's vessels included in property and equipment as of December 31, 2014 is as follows (in millions):

	Purchase Date	Cost	Net Book Value
MAUNALEI	September 2006	$ 158.2	$ 115.0
MANULANI	June 2005	152.7	104.9
MAUNAWILI	September 2004	104.8	70.4
MANUKAI	September 2003	107.5	68.8
R.J. PFEIFFER	August 1992	163.0	47.6
MOKIHANA	January 1996	100.8	29.3
MAHIMAHI	January 1996	64.5	16.6
MANOA	January 1996	65.4	15.8
KAUAI	September 1980	91.5	14.1
MAUI	June 1978	80.6	10.1
WAIALEALE	November 1991	11.4	3.1
OLOMANA	January 2013	3.7	2.8
LURLINE	August 1998	17.9	2.0
MATSONIA	October 1987	95.6	2.0
MAUNA KEA	August 1988	10.2	1.5
HALEAKALA	December 1984	15.3	0.3
LIHUE	January 1996	7.8	1.6
MAUNA LOA	December 1984	12.9	0.2
Total		$ 1,263.8	$ 506.1

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Impairment of Goodwill: The Company reviews goodwill for impairment annually in the fourth quarter, or whenever events or changes in circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. In estimating the fair value of a reporting unit, the Company uses a combination of a discounted cash flow model and fair value based on market multiples of EBITDA. The discounted cash flow approach requires the Company to use a number of assumptions, including market factors specific to the business, the amount and timing of estimated future cash flows to be generated by the business over an extended period of time, long-term growth rates for the business, and a discount rate that considers the risks related to the amount and timing of the cash flows. Although the assumptions used by the Company in its discounted cash flow model are consistent with the assumptions the Company uses to generate its internal strategic plans and forecasts, significant judgment is required to estimate the amount and timing of future cash flows from the reporting unit and the risk of achieving those cash flows. When using market multiples of EBITDA, the Company must make judgments about the comparability of those multiples in closed and proposed transactions. Accordingly, changes in assumptions and estimates, including, but not limited to, changes driven by external factors, such as industry and economic trends, and those driven by internal factors, such as changes in the Company's business strategy and its internal forecasts, could have a material effect on the Company's financial condition or its future operating results.

The Company has evaluated its goodwill for impairment and no impairment charges were recorded for the years ended December 31, 2014, 2013 and 2012, respectively.

Legal Contingencies: The Company's results of operations could be affected by significant litigation adverse to the Company, including, but not limited to, liability claims, antitrust claims, claims related to coastwise trading matters, lawsuits involving private plaintiffs or government agencies, and environment related matters. The Company records accruals for legal matters when the information available indicates that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Management makes adjustments to these accruals to reflect the impact and status of negotiations, settlements, rulings, advice of outside legal counsel and other information and events that may pertain to a particular matter. Predicting the outcome of claims and lawsuits and estimating related costs and exposure involves substantial uncertainties that could cause actual costs to vary materially from those estimates. In making determinations of likely outcomes of litigation matters, the Company considers many factors. These factors include, but are not limited to, the nature of specific claims including un-asserted claims, the Company's experience with similar types of claims, the jurisdiction in which the matter is filed, input from outside legal counsel, the likelihood of resolving the matter through alternative dispute resolution mechanisms and the matter's current status.

A detailed discussion of significant litigation matters is contained in Note 12 to the consolidated financial statements included in Item 8 of Part II below.

Uninsured Liabilities: The Company is uninsured for certain losses including, but not limited to, employee health, workers' compensation, general liability, real and personal property. Where feasible, the Company obtains third-party excess insurance coverage to limit its exposure to these claims. When estimating its uninsured liabilities, the Company considers a number of factors, including historical claims experience, demographic factors, current trends, and analyses provided by independent third-parties. Periodically, management reviews its assumptions and the analyses provided by independent third-parties to determine the adequacy of the Company's uninsured liabilities. The Company's uninsured liabilities contain uncertainties because management is required to apply judgment and make long-term assumptions to estimate the ultimate cost to settle reported claims and claims incurred, but not reported, as of the balance sheet date. If management uses different assumptions or if different conditions occur in future periods, the Company's financial condition or its future operating results could be materially impacted.

Pension and Post-Retirement Estimates: The estimation of the Company's pension and post-retirement benefit expenses and liabilities requires that the Company make various assumptions. These assumptions include factors such as discount rates, expected long-term rate of return on pension plan assets, salary growth, health care cost trend rates, inflation, retirement rates, mortality rates and expected contributions. Actual results that differ from the assumptions made could materially affect the Company's financial condition or its future operating results. The effects of changing assumptions are included in unamortized net gains and losses, which directly affect accumulated other comprehensive income. Additionally, these unamortized gains and losses are amortized and reclassified to income (loss) over future periods.

Additional information about the Company's benefit plans and assumptions used is included in Note 9 to the consolidated financial statements in Item 8 of Part II below.

Income Taxes: The Company makes certain estimates and judgments in determining income tax expense for consolidated financial statement purposes. These estimates and judgments are applied in the calculation of tax credits, tax benefits and deductions, and in the calculation of certain deferred tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and consolidated financial statement purposes. In addition, judgment is required in determining if, based on the weight of available evidence, management believes that it is more likely than not that some portion or all of a recorded deferred tax asset would not be realized in future periods. A valuation allowance would be established if, based on the weight of available evidence, management believes that it is more likely than not that some portion or all of a recorded deferred tax asset would not be realized in future periods. Significant changes to these estimates may result in an increase or decrease to the Company's tax provision in a subsequent period.

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During 2014, the Company recorded a full valuation allowance against deferred tax assets related to accumulated operating losses of a foreign subsidiary of $4.1 million (see Note 10 to the consolidated financial statements included in Item 8 of Part II below).

In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertain tax positions taken or expected to be taken with respect to the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could materially affect the Company's financial condition or its future operating results.

OTHER MATTERS

Accounting Standards Updates: New accounting standards issued as of December 31, 2014, with an effective after December 31, 2014, are not expected to have a material effect on the Company's financial position or results of operations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Matson is exposed to changes in interest rates, primarily as a result of its borrowing and investing activities used to maintain liquidity and to fund business operations. In order to manage its exposure to changes in interest rates, Matson utilizes a balanced mix of both fixed-rate and variable-rate debt. The nature and amount of Matson's long-term and short-term debt can be expected to fluctuate as a result of future business requirements, market conditions and other factors. Matson's fixed-rate debt was $373.6 million as of December 31, 2014. Currently, Matson does not have any variable rate debt outstanding under its revolving credit facilities.

Other than in certain events of default, the Company does not have an obligation to prepay its fixed-rate debt prior to maturity and, as a result, interest rate fluctuations and the resulting changes in fair value would not have an impact on the Company's financial condition or results of operations unless the Company was required to refinance such debt. Additional information about the Company's debt is included in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation, under Liquidity and Capital Resources above.

From time to time, Matson may invest its excess cash in short-term money market funds that purchase government securities or corporate debt securities, or in other deposit products allowed under Matson's Cash Investment Policy. At December 31, 2014, the Company had $92.5 million invested in money market funds and other interest bearing deposits. These money market funds and deposits maintain a weighted average maturity of less than 90 days, and accordingly, a one percent change in interest rates is not expected to have a material impact on the fair value of these investments or on interest income.

Through its Capital Construction Fund, the Company may, from time to time, invest in money market funds or other eligible investments. At December 31, 2014, the Company had $27.5 million in such investments.

Matson has no material exposure to foreign currency risks, although it is indirectly affected by changes in currency rates to the extent that changes in rates affect tourism in Hawaii. Transactions related to its China service are primarily denominated in U.S. dollars, and therefore, a one percent change in the Chinese Yuan exchange rate would not have a material effect on the Company's results of operations. Transactions related to Matson's South Pacific service are primarily denominated in New Zealand dollars. However a one percent change in the New Zealand dollar exchange rate is not expected to have a material effect on the Company's results of operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Matson, Inc. and subsidiaries (the "Company") has the responsibility for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the company are being made only in accordance with

authorizations of management and directors of the company; and

· Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting only provides reasonable assurance with respect to financial statement presentation and preparation. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework (2013)*. Based on its assessment, management believes that, as of December 31, 2014, the Company's internal control over financial reporting is effective. The Company's independent registered public accounting firm, Deloitte & Touche LLP, has issued an attestation report on the Company's internal control over financial reporting.

/s/ Matthew J. Cox
Matthew J. Cox
President and Chief Executive Officer
February 27, 2015

/s/ Joel M. Wine
Joel M. Wine
Senior Vice President and Chief Financial Officer
February 27, 2015

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
Matson, Inc.
Honolulu, Hawaii

We have audited the accompanying consolidated balance sheets of Matson, Inc. and subsidiaries (the "Company") as of December 31, 2014 and 2013, and the related consolidated statements of income and comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. We also have audited the Company's internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Matson, Inc. and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Deloitte & Touche LLP

Honolulu, Hawaii
February 27, 2015

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MATSON, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME
(In millions, except per-share amounts)

	Years Ended December 31, 2014	2013	2012
Operating Revenue:			
Ocean Transportation	$ 1,278.4	$ 1,229.4	$ 1,189.8
Logistics	435.8	407.8	370.2
Total Operating Revenue	1,714.2	1,637.2	1,560.0
Costs and Expenses:			
Operating costs	1,433.5	1,402.3	1,338.1
Equity in (income) loss of terminal joint venture	(6.6)	2.0	(3.2)
Selling, general and administrative	147.3	132.6	119.8
Separation costs	—	—	8.6
Total costs and expenses	1,574.2	1,536.9	1,463.3
Operating Income	140.0	100.3	96.7
Interest expense	(17.3)	(14.4)	(11.7)
Income from Continuing Operations Before Income Taxes	122.7	85.9	85.0
Income tax expense	(51.9)	(32.2)	(33.0)
Income From Continuing Operations	70.8	53.7	52.0
Loss From Discontinued Operations (net of income taxes)	—	—	(6.1)
Net Income	$ 70.8	$ 53.7	$ 45.9
Other Comprehensive Income (Loss), Net of Income Taxes:			
Net Income	$ 70.8	$ 53.7	$ 45.9
Other Comprehensive Income (Loss):			
Net (loss) gain in prior service cost	(31.4)	18.7	(4.6)
Amortization of prior service cost included in net periodic pension cost	(1.3)	(1.3)	(1.4)
Amortization of net loss included in net periodic pension cost	2.5	4.7	4.8
Foreign currency translation adjustment	0.4	(0.1)	—
Other comprehensive income from discontinued operations	—	—	0.7
Total Other Comprehensive (Loss) Income	(29.8)	22.0	(0.5)
Comprehensive Income	$ 41.0	$ 75.7	$ 45.4
Basic Earnings (Loss) Per Share:			
Continuing operations	$ 1.65	$ 1.26	$ 1.23
Discontinued operations	—	—	(0.14)
Basic Earnings Per Share	$ 1.65	$ 1.26	$ 1.09
Diluted Earnings (Loss) Per Share:			
Continuing operations	$ 1.63	$ 1.25	$ 1.22
Discontinued operations	—	—	(0.14)
Diluted Earnings Per Share	$ 1.63	$ 1.25	$ 1.08
Weighted Average Number of Shares Outstanding:			
Basic	43.0	42.7	42.3
Diluted	43.4	43.1	42.7

See notes to consolidated financial statements.

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MATSON, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In millions, except per-share amount)

	December 31, 2014	2013
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 293.4	$ 114.5
Accounts receivable, net	197.6	182.3
Deferred income taxes	8.0	9.1
Prepaid expenses and other assets	20.5	43.0

Total current assets	519.5	348.9
Investment in terminal joint venture	64.4	57.6
Property and equipment, net	691.2	735.4
Goodwill and intangible assets, net	29.9	31.2
Capital Construction Fund deposits	27.5	—
Other long-term assets	69.3	75.2
Total assets	$ 1,401.8	$ 1,248.3
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current portion of debt	$ 21.6	$ 12.5
Accounts payable	133.2	124.0
Payroll and vacation benefits	17.3	16.9
Uninsured liabilities	24.5	15.1
Accrued and other liabilities	26.9	32.1
Total current liabilities	223.5	200.6
Long-term Liabilities:		
Long-term debt	352.0	273.6
Deferred income taxes	308.4	326.1
Employee benefit plans	118.6	74.4
Uninsured and other liabilities	35.5	35.4
Total long-term liabilities	814.5	709.5
Commitments and Contingencies		
Shareholders' Equity:		
Capital stock — common stock without par value; authorized, 150 million shares ($0.75 stated value per share); outstanding, 43.2 million shares in 2014 and 42.8 million shares in 2013	32.4	32.1
Additional paid in capital	274.9	261.9
Accumulated other comprehensive loss	(53.3)	(23.5)
Retained earnings	109.8	67.7
Total shareholders' equity	363.8	338.2
Total liabilities and shareholders' equity	$ 1,401.8	$ 1,248.3

See notes to consolidated financial statements.

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MATSON, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Years Ended December 31, 2014	2013	2012
Cash Flows From Operating Activities:			
Net income from continuing operations	$ 70.8	$ 53.7	$ 52.0
Reconciling adjustments:			
Depreciation and amortization	69.7	69.7	72.5
Deferred income taxes	2.7	57.5	(8.8)
(Gain) loss on disposal of property	(1.5)	0.2	(1.2)
Post-retirement (income) expense	(5.9)	1.6	2.6
Share-based compensation expense	8.7	5.9	4.0
Equity in (income) loss of terminal joint venture	(6.6)	2.0	(3.2)
Impairment of intangible assets	—	—	2.1
Tax benefit from equity issuance	0.8	1.8	—
Excess tax benefit from stock-based compensation	(1.1)	(0.6)	—
Changes in assets and liabilities:			
Accounts receivable	(15.3)	(7.6)	(7.0)
Deferred dry-docking payments	(14.1)	(14.0)	(44.8)
Deferred dry-docking amortization	21.1	22.0	23.3
Prepaid expenses and other assets	17.3	(11.8)	(10.4)
Accounts payable and accrued liabilities	13.5	2.2	(7.9)
Other liabilities	5.6	13.1	20.8
Net cash provided by operating activities from continuing operations	165.7	195.7	94.0
Cash Flows From Investing Activities:			
Capital expenditures	(27.9)	(35.2)	(38.1)
Proceeds from disposal of property and equipment	4.9	4.5	6.8
Deposits into Capital Construction Fund	(31.9)	(4.4)	(4.4)
Withdrawals from Capital Construction Fund	4.4	4.4	4.4
Payments for acquisitions	—	(9.3)	—
Contribution from the Former Parent Company	—	—	25.0
Net cash used in investing activities from continuing operations	(50.5)	(40.0)	(6.3)
Cash Flows From Financing Activities:			

Excess tax benefit from stock-based compensation	1.1	0.6	—
Proceeds from issuance of debt	100.0	21.0	197.0
Payments of debt	(11.4)	(45.4)	(80.4)
(Payments) to/ proceeds from line-of-credit agreements, net	—	(11.0)	5.0
Payment of financing costs	—	—	(1.9)
Payment of capital leases	(1.1)	(1.2)	—
Proceeds from issuance of capital stock	5.8	1.7	25.2
Tax withholding related to net share settlements of restricted stock units	(2.0)	—	—
Dividends paid	(28.7)	(26.8)	(39.5)
Contribution to A&B upon Separation	—	—	(155.7)
Cash assumed by A&B upon Separation	—	—	(2.5)
Distribution to Former Parent Company from issuance of capital stock	—	—	(21.7)
Net cash provided by (used in) financing activities from continuing operations	63.7	(61.1)	(74.5)
Cash Flows From Discontinued Operations:			
Cash flows used in operating activities of discontinued operations	—	—	(29.9)
Cash flows used in investing activities of discontinued operations	—	—	(18.8)
Cash flows provided by financing activities of discontinued operations	—	—	33.9
Net cash flows used in discontinued operations	—	—	(14.8)
Net Increase (Decrease) in Cash and Cash Equivalents	178.9	94.6	(1.6)
Cash and cash equivalents, beginning of the year	114.5	19.9	21.5
Cash and cash equivalents, end of the year	$ 293.4	$ 114.5	$ 19.9
Supplemental Cash Flow Information:			
Interest paid	$ 15.2	$ 13.8	$ 11.3
Income tax (refund) paid	$ 30.2	$ (3.4)	$ 42.7
Non-cash Information:			
Capital expenditures included in accounts payable and accrued liabilities	$ 1.6	$ 2.1	$ 4.2
Capital lease obligations	$ —	$ 2.9	$ —

See notes to consolidated financial statements.

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MATSON, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For the three years ended December 31, 2014
(In millions, except per-share amounts)

	Common Stock		Treasury		Additional Paid In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Stated Value	Shares	Cost				
Balance at December 31, 2011	45.3	$ 34.0	(3.6)	$ (10.9)	$ 238.3	$ (91.9)	$ 953.0	$ 1,122.5
Net income	—	—	—	—	—	—	45.9	45.9
Other comprehensive loss, net of tax	—	—	—	—	—	(0.5)	—	(0.5)
Excess tax benefit and share withholding	(0.1)	(0.1)	—	—	0.5	—	(2.4)	(2.0)
Share-based compensation	—	—	—	—	6.5	—	—	6.5
Shares issued	1.0	0.7	—	—	22.4	—	—	23.1
Retirement of treasury shares	(3.6)	(2.7)	3.6	10.9	(8.2)	—	—	—
Dividends ($0.93 per share)	—	—	—	—	—	—	(39.5)	(39.5)
Distribution of A&B Stock	—	—	—	—	(6.8)	46.9	(916.2)	(876.1)
Balance at December 31, 2012	42.6	31.9	—	—	252.7	(45.5)	40.8	279.9
Net income	—	—	—	—	—	—	53.7	53.7
Other comprehensive income, net of tax	—	—	—	—	—	22.0	—	22.0
Excess tax benefit and share withholding	—	—	—	—	1.8	—	—	1.8
Share-based compensation	—	—	—	—	5.9	—	—	5.9
Shares issued	0.2	0.2	—	—	1.5	—	—	1.7
Dividends ($0.62 per share)	—	—	—	—	—	—	(26.8)	(26.8)
Balance at December 31, 2013	42.8	32.1	—	—	261.9	(23.5)	67.7	338.2
Net income	—	—	—	—	—	—	70.8	70.8
Other comprehensive income, net of tax	—	—	—	—	—	(29.8)	—	(29.8)
Excess tax benefit and share withholding	—	—	—	—	0.8	—	—	0.8
Share-based compensation	—	—	—	—	8.7	—	—	8.7
Shares issued	0.4	0.3	—	—	3.5	—	—	3.8
Dividends ($0.66 per share)	—	—	—	—	—	—	(28.7)	(28.7)
Balance at December 31, 2014	43.2	$ 32.4	—	$ —	$ 274.9	$ (53.3)	$ 109.8	$ 363.8

See notes to consolidated financial statements.

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MATSON, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF THE BUSINESS

Matson, Inc., a holding company incorporated in January 2012, in the State of Hawaii, and its subsidiaries ("Matson" or the "Company"), is a leading provider of ocean transportation and logistics services. The Company consists of two segments, Ocean Transportation and Logistics (see Note 14).

Ocean Transportation: Matson's Ocean Transportation business is conducted through Matson Navigation Company, Inc. ("MatNav"), a wholly-owned subsidiary of Matson, Inc. Founded in 1882, MatNav is an asset-based business that provides a vital lifeline of ocean freight transportation services to the island economies of Hawaii, Guam and Micronesia, and also operates a premium, expedited service from the ports of Xiamen, Ningbo, and Shanghai in China, to Long Beach, California. In January 2013, Matson began providing ocean services to various islands in the South Pacific including New Zealand, Fiji, Samoa, American Samoa, Tonga and the Cook Islands, and later expanded service to include Australia to the Solomon Islands, and Nauru. Matson's fleet consists of 18 owned and three chartered vessels including containerships, combination container/roll-on/roll-off ships, and custom-designed barges.

The Company also provides container stevedoring, container equipment maintenance and other terminal services for MatNav and other ocean carriers through Matson Terminals, Inc. ("Matson Terminals"), a wholly-owned subsidiary of MatNav, on the islands of Oahu, Hawaii, Maui and Kauai.

The Company has a 35 percent ownership interest in SSA Terminals, LLC ("SSAT") through a joint venture between Matson Ventures, Inc., a wholly-owned subsidiary of MatNav, and SSA Ventures, Inc. ("SSA"), a subsidiary of Carrix, Inc. (the "Terminal Joint Venture"). SSAT provides terminal and stevedoring services to various carriers at six terminal facilities on the United States of America ("U.S.") Pacific Coast, including to MatNav at several of those facilities. Matson records its share of income (loss) in the joint venture in operating expenses within the Ocean Transportation segment due to the nature of SSAT's operations.

Logistics: The Company's Logistics business is conducted through Matson Logistics, Inc. ("Matson Logistics" or "Logistics"), a wholly-owned subsidiary of MatNav. Established in 1987, Matson Logistics is an asset-light business that provides multimodal transportation, including domestic and international rail intermodal service ("Intermodal"); long-haul and regional highway brokerage, specialized hauling, flat-bed and project work, less-than-truckload services, expedited freight services (collectively "Highway"); and warehousing and distribution services. The warehousing and distribution services are provided by Matson Logistics Warehousing, Inc. ("Matson Logistics Warehousing"), a wholly-owned subsidiary of Matson Logistics.

Horizon Acquisition: On November 11, 2014, Matson and Horizon Lines, Inc. ("Horizon") announced that MatNav and Horizon entered into a definitive merger agreement pursuant to which Horizon will be merged with a subsidiary of MatNav. As a result, Matson will acquire Horizon's Alaska operations and assume all of Horizon's non-Hawaii assets and liabilities (the "Horizon Transaction"). Separately, on the same day, Horizon announced that it agreed to sell its Hawaii operations to The Pasha Group ("Pasha"), (the "Pasha Transaction"), and cease all of its operations in Puerto Rico. On February 25, 2015, the stockholders of Horizon approved the adoption of the definitive merger agreement. The Horizon Transaction is conditioned on the Pasha Transaction closing, and other customary closing conditions. The Pasha Transaction is subject to clearance by the U.S. Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

The total value for the Horizon Transaction is approximately $456.0 million (before transaction costs), based on Horizon's net debt outstanding as of September 21, 2014, less the anticipated proceeds from the Pasha Transaction. The Company will fund the Horizon Transaction from cash on hand and available borrowings under its revolving credit facility.

Separation Transaction: On December 1, 2011, Alexander & Baldwin, Inc., the former parent company of MatNav (the "Former Parent Company"), announced that its Board of Directors unanimously approved a plan to pursue the separation (the "Separation") of the Former Parent Company to create two independent, publicly traded companies, Matson, Inc., and Alexander & Baldwin, Inc. ("A&B"), a Hawaii-based land company with interests in real estate development, commercial real estate and agriculture.

On February 13, 2012, the Former Parent Company entered into an Agreement and Plan of Merger to reorganize itself by forming a holding company incorporated in Hawaii, Alexander & Baldwin Holdings, Inc. ("Holdings"). The holding company structure helped facilitate the Separation through the organization and segregation of the assets of the two businesses. In addition, the holding company reorganization was intended to help preserve the Company's status as a U.S. citizen under certain U.S. maritime and vessel documentation laws by, among other things, limiting the percentage of outstanding shares of common stock in the holding company that may be owned or controlled in the aggregate by non-U.S. citizens to a maximum permitted percentage of 22 percent.

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The Separation was completed on June 29, 2012. In the Separation, the shareholders of Holdings received one share of common stock of A&B for every share of Holdings held of record as of June 18, 2012. Immediately following the Separation, Holdings changed its name to Matson, Inc. For accounting purposes, Matson is the successor company to the Former Parent Company.

Prior to the completion of the Separation, Matson and A&B entered into a Separation and Distribution Agreement, Tax Sharing Agreement and an Employee Matters Agreement, each dated June 8, 2012, to govern the post-Separation relationship. In addition, Matson and A&B entered into a Transition Services Agreement, dated June 8, 2012, under which each company agreed to provide the other with various services on an interim transitional basis, for up to 24 months. Also in relation to the Separation, intercompany receivables, payables, loans and other accounts between Matson and A&B, in existence immediately prior to the Separation, were satisfied and/or settled; and intercompany agreements and all other arrangements in effect immediately prior to the distribution were terminated or canceled, subject to certain exceptions.

During the year ended December 31, 2012, the Company incurred total cash outflows of $166.2 million in relation to the Separation. Separation related expenses, referred to as Separation costs in the consolidated statements of income and comprehensive income, are reported under the cash flows provided by operating activities from continuing operations, and capitalized debt financing costs under cash flows used in financing activities from continuing operations, as these costs do not qualify as discontinued operations.

The breakdown of Separation cash outflows for the year ended December 31, 2012 were as follows (in millions):

	Separation Cash Outflows

Capital contribution to A&B	$	155.7
Separation costs		8.6
Capitalized debt financing costs		1.9
Total cash outflow related to the Separation	$	166.2

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation: The consolidated financial statements include the accounts of Matson, Inc. and all wholly-owned subsidiaries, after elimination of significant intercompany amounts. Significant investments in businesses, partnerships, and limited liability companies in which the Company does not have a controlling financial interest, but has the ability to exercise significant influence, are accounted for under the equity method. A controlling financial interest is one in which the Company has a majority voting interest or one in which the Company is the primary beneficiary of a variable interest entity.

Fiscal Year: The period end for Matson, Inc. is December 31. The period end for MatNav occurred on the last Friday in December, except for Matson Logistics Warehousing whose period closed on December 31. There were 52 weeks included in the MatNav 2014, 2013 and 2012 fiscal years.

Use of Estimates: The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the amounts reported. Estimates and assumptions are used for, but not limited to: impairment of investments, long-lived vessel and equipment impairment, legal contingencies, allowance for doubtful accounts, uninsured liabilities, goodwill and other finite-lived intangible assets impairment, pension and post-retirement estimates, and income taxes. Future results could be materially affected if actual results differ from these estimates and assumptions.

Cash and Cash Equivalents: Cash equivalents consist of highly liquid investments with an original maturity of three months or less at the date of purchase. The Company carries these investments at cost, which approximates fair value. Outstanding checks in excess of funds on deposit totaled $18.9 million and $19.8 million at December 31, 2014 and 2013, respectively, and are reflected as current liabilities in the consolidated balance sheets.

Fair Value of Financial Instruments: The Company values its financial instruments based on the fair value hierarchy of valuation techniques for fair value measurements. Level 1 inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and inputs other than quoted prices observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability. If the technique used to measure fair value includes inputs from multiple levels of the fair value hierarchy, the lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

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The Company uses Level 1 inputs for the fair values of its cash and cash equivalents. The Company uses Level 2 inputs for its accounts receivable, and debt. The fair values of cash and cash equivalents, accounts receivable, and short-term debt approximate their carrying values due to the short-term nature of the instruments. The fair value of the Company's long-term debt is calculated based upon interest rates available for debt with terms and maturities similar to the Company's existing debt arrangements.

	Carrying Value at December 31, 2014	Fair Value Measurements at December 31, 2014			
(in millions)	Total	Total	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 293.4	$ 293.4	$ 293.4	$ —	$ —
Accounts receivable, net	197.6	197.6	—	197.6	—
Fixed rate debt	373.6	395.7	—	395.7	—

	Carrying Value at December 31, 2013	Fair Value Measurements at December 31, 2013			
(in millions)	Total	Total	Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	$ 114.5	$ 114.5	$ 114.5	$ —	$ —
Accounts receivable, net	182.3	182.3	—	182.3	—
Fixed rate debt	286.1	292.7	—	292.7	—

Accounts Receivable: Accounts receivable are shown net of allowance for doubtful accounts in the consolidated balance sheets. At December 31, 2014, and December 31, 2013, the Company had assigned $150.7 million and $112.0 million of eligible accounts receivable, respectively, to the Capital Construction Fund (see Note 6).

Allowance for Doubtful Accounts: Allowances for doubtful accounts receivable are established by management based on estimates of collectability. Estimates of collectability are principally based on an evaluation of the current financial condition of the Company's customers and their payment history, which are regularly monitored by the Company. The changes in the allowance for doubtful accounts receivable for the three years ended December 31, 2014 were as follows (in millions):

Year	Balance at Beginning of Year	Expense	Write-offs and Other	Balance at End of Year
2014	$ 4.1	$ 1.8	$ (0.9)	$ 5.0
2013	4.7	0.6	(1.2)	4.1
2012	5.3	0.7	(1.3)	4.7

Prepaid and Other Assets: Prepaid expenses and other assets in the consolidated balance sheets includes $11.0 million and $13.8 million of diesel and heavy fuel oil that is primarily aboard the Company's vessels and is recorded at cost, $0.0 million and $14.2 million of income tax receivable, and $9.5 million and $15.0 million related to other prepaid expenses at December 31, 2014 and 2013, respectively.

Impairment of Investment: The Company's investment in its Terminal Joint Venture is reviewed for impairment annually, or whenever there is evidence that fair value may be below carrying cost. An investment is written down to fair value if fair value is below carrying cost and the impairment is other-than-temporary. In evaluating the fair value of an investment and whether any identified impairment is other-than-temporary, significant estimates and considerable judgments are involved. These estimates and judgments are based, in part, on the Company's current and future evaluation of economic conditions in general, as well as the Terminal Joint Venture's current and future plans. These fair value calculations are highly subjective because they require management to make assumptions and apply judgments to estimates regarding the timing and amount of future cash flows, probabilities related to various cash flow scenarios, and appropriate discount rates based on the perceived risks, among others. In evaluating whether an impairment is other-than-temporary, the Company considers all available information, including the length of time and extent of the impairment, the financial condition and near-term prospects of the Terminal Joint Venture, the Company's ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value, and projected industry and economic trends, among others. Changes in these and other assumptions could affect the projected operational results and fair value of the Terminal Joint Venture, and accordingly, may require valuation adjustments to the Company's investment that may materially impact the Company's financial condition or its future operating results.

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The Company has evaluated its investment in its Terminal Joint Venture for impairment and no impairment charges were recorded for the years ended December 31, 2014, 2013, and 2012.

Property and Equipment: Property and equipment are stated at cost. Certain costs incurred in the development of internal-use software are capitalized. Property and equipment is depreciated using the straight-line method over the estimated useful lives of the assets. Estimated useful lives of property and equipment are as follows:

Classification	**Range of Life**
Vessels	5 to 40 years
Machinery and equipment	2 to 20 years
Terminal facilities	2 to 35 years

Impairment of Long-Lived Assets and Finite-Lived Intangible Assets: The Company reviews its long-lived assets, including finite-lived intangible assets for possible impairment annually, or whenever events or circumstances indicate that their carrying values may not be recoverable. The Company's long-lived assets, including finite-lived intangible assets are grouped at the Ocean Transportation and Logistics asset group level, which represents the lowest level for which identifiable cash flows are available. In evaluating impairment, the estimated future undiscounted cash flows generated by each of these asset groups is compared with the amount recorded for each asset group to determine if its carrying value is not recoverable. If this review determines that the amount recorded will not be recovered, the amount recorded for the asset group is reduced to its estimated fair value. These asset impairment analyses are highly subjective because they require management to make assumptions and apply considerable judgments to, among other things, estimates of the timing and amount of future cash flows, expected useful lives of the assets, uncertainty about future events, including changes in economic conditions, changes in operating performance, changes in the use of the assets, and ongoing costs of maintenance and improvements of the assets, and thus, the accounting estimates may change from period to period. If management uses different assumptions or if different conditions occur in future periods, the Company's financial condition or its future operating results could be materially impacted.

The Company has evaluated its long-lived assets, including finite-lived intangible assets for impairment and no impairment charges were recorded for the years ended December 31, 2014 and 2013. During 2012, the Company determined that it had an impairment related to the finite-lived intangible assets at Logistics. The Company recorded impairment expense of $2.1 million for the year ended December 31, 2012, which is included in operating expense on the consolidated statements of income and comprehensive income.

Dry-docking Costs: The Company's U.S. flagged vessels must meet specified seaworthiness standards established by U.S. Coast Guard rules and Classification society requirements. These standards require that the Company's ships undergo two dry-docking inspections within a five-year period. However, all of the Company's U.S. flagged vessels are enrolled in the U.S. Coast Guard's Underwater Survey in Lieu of Dry-docking ("UWILD") program. The UWILD program allows eligible ships to have their intermediate dry-docking requirement met with far less costly underwater inspection.

The Company operates four non-U.S. flag vessels (one owned; one under a bareboat charter arrangement; and the remaining two on time charter) in the Pacific Islands. The Company is responsible for ensuring that the owned and bareboat chartered ships meet international standards for seaworthiness, which among other requirements generally mandate that the Company perform two dry-docking inspections every five years. The dry-dockings of the Company's time chartered vessels are the responsibility of the ships' owners.

As the costs associated with these dry-docking inspections provide future economic benefits to the Company through continued operation of the vessels, the costs are deferred and amortized until the next regularly scheduled dry-docking, which is usually over a two to five-year period. Routine vessel maintenance and repairs that do not improve or extend asset lives are charged to expense as incurred. Deferred dry-docking costs were $47.5 million and $56.9 million as of December 31, 2014 and 2013, respectively, and are included in other long-term assets in the consolidated balance sheets. Amortized amounts are charged to operating expenses in the consolidated statements of income and comprehensive income. Changes in deferred dry-docking costs are included in the consolidated statements of cash flows.

Goodwill and Intangible Assets: Recorded goodwill arises as a result of acquisitions made by the Company. Intangible assets at December 31, 2014, consisted of customer lists and other intangibles that are being amortized using the straight-line method over the expected useful lives ranging from 3 to 13 years.

Impairment of Goodwill: The Company reviews goodwill for impairment annually in the fourth quarter, and whenever events or changes in circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. In estimating the fair value of a reporting unit, the Company uses a combination of a discounted cash flow model and fair value based on market multiples of earnings before interest, taxes, depreciation and amortization ("EBITDA"). The discounted cash flow approach requires the Company to use a number of assumptions, including market factors specific to the business, the amount and timing of estimated future cash flows to be generated by the business over an extended period of time, long-term growth rates for the business, and a discount rate that considers the risks related to the amount and timing of the cash flows. Although the assumptions used by the Company in its discounted cash flow model are consistent with the assumptions the Company used to generate its internal strategic plans and forecasts, significant judgment is required to estimate the amount and timing of future cash flows from the reporting unit and the risk of achieving those cash flows. When using market multiples of EBITDA, the Company must make judgments about the comparability of those multiples in closed and proposed transactions. Accordingly, changes in assumptions and estimates, including, but not limited to, changes driven by external factors, such as industry and economic trends, and those driven by internal factors, such as changes in the Company's business strategy and its internal forecasts, could have a material effect on the Company's financial condition or its future operating results.

The Company has evaluated its goodwill for impairment and no impairment charges were recorded for the years ended December 31, 2014, 2013 and 2012, respectively.

Capital Construction Fund Deposits: Deposits in the Capital Construction Fund were $27.5 million at December 31, 2014. There were no deposits in the Capital Construction Fund at December 31, 2013 (see Note 6).

Other Long-term Assets: Other long-term assets include deferred dry-docking costs of $47.5 million and $56.9 million (see Note 2), and other assets and deferred charges of $21.8 million and $18.3 million, at December 31, 2014 and 2013, respectively.

Pension and Post-Retirement Plans: Certain Ocean Transportation subsidiaries are members of the Pacific Maritime Association ("PMA") and the Hawaii Stevedoring Industry Committee, which negotiate multiemployer pension plans covering certain shoreside bargaining unit personnel. The subsidiaries directly negotiate multiemployer pension plans covering other bargaining unit personnel. Pension costs are accrued in accordance with contribution rates established by the PMA, the parties to a plan or the trustees of a plan. Several trusteed, non-contributory, single-employer defined benefit plans and defined contribution plans cover substantially all other employees.

The estimation of the Company's pension and post-retirement benefit expenses and liabilities requires that the Company make various assumptions. These assumptions include factors such as discount rates, expected long-term rate of return on pension plan assets, salary growth, health care cost trend rates, inflation, retirement rates, mortality rates, and expected contributions. Actual results that differ from the assumptions made could materially affect the Company's financial condition or its future operating results. The effects of changing assumptions are included in unamortized net gains and losses, which directly affect accumulated other comprehensive income. Additionally, these unamortized gains and losses are amortized and reclassified to income (loss) over future periods. Additional information about the Company's benefit plans is included in Note 9.

Uninsured Liabilities: The Company is uninsured for certain losses including, but not limited to, employee health, workers' compensation, general liability, real and personal property. Where feasible, the Company obtains third-party excess insurance coverage to limit its exposure to these claims. When estimating its uninsured liabilities, the Company considers a number of factors, including historical claims experience, demographic factors, current trends, and analyses provided by independent third-parties. Periodically, management reviews its assumptions and the analyses provided by independent third-parties to determine the adequacy of the Company's uninsured liabilities. The Company's uninsured liabilities contain uncertainties because management is required to apply judgment and make long-term assumptions to estimate the ultimate cost to settle reported claims and claims incurred, but not reported, as of the balance sheet date. If management uses different assumptions or if different conditions occur in future periods, the Company's financial condition or its future operating results could be materially impacted.

Legal Contingencies: The Company's results of operations could be affected by significant litigation adverse to the Company, including, but not limited to, liability claims, antitrust claims, claims related to coastwise trading matters, lawsuits involving private plaintiffs or government agencies, and environmental related matters. The Company records accruals for legal matters when the information available indicates that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Management makes adjustments to these accruals to reflect the impact and status of negotiations, settlements, rulings, advice of outside legal counsel and other information and events that may pertain to a particular matter. Predicting the outcome of claims and lawsuits and estimating related costs and exposure involves substantial uncertainties that could cause actual costs to vary materially from those estimates. In making determinations of likely outcomes of litigation matters, the Company considers many factors. These factors include, but are not limited to, the nature of specific claims including un-asserted claims, the Company's experience with similar types of claims, the jurisdiction in which the matter is filed, input from outside legal counsel, the likelihood of resolving the matter through alternative dispute resolution mechanisms and the matter's current status. A detailed discussion of significant litigation matters is contained in Note 12.

Recognition of Revenues and Expenses: Voyage revenue is recognized ratably over the duration of a voyage based on the relative transit time in each reporting period. Voyage expenses are recognized as incurred. Hawaii, Guam, and certain Pacific island service freight rates are provided in tariffs filed with the Surface Transportation Board of the U.S. Department of Transportation; for other Pacific island services, the rates are filed with the Federal Maritime Commission. The China service rates are predominately established by individual contracts with customers.

The revenue for Logistics services includes the total amount billed to customers for transportation services. The primary costs include purchased transportation services. Revenue and the related purchased transportation costs are recognized based on relative transit time. The Company reports revenue on a gross basis. The Company serves as principal in transactions because it is responsible for the contractual relationship with the customer, has latitude in establishing prices, has discretion in supplier selection, and retains credit risk.

The primary sources of revenue for warehousing services are storage, handling, and value-added packaging. For customer dedicated warehouses, storage revenue is recognized as earned over the life of the contract. Storage revenue generated by the public warehouses is recognized in the month the service is provided according to the terms of the contract. Handling and value-added packaging revenue and expense are recognized in proportion to the services completed.

Non-voyage Costs: Non-voyage costs such as terminal operating overhead, and general and administrative expenses are charged to expense as incurred.

Share-Based Compensation: The Company records compensation expense for all share-based payment awards made to employees and directors. The Company's various equity plans are more fully described in Note 11.

Income Taxes: Deferred income taxes are provided for the tax effect of temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. Deferred tax assets and deferred tax liabilities are adjusted to the extent necessary to reflect tax rates expected to be in effect when the temporary differences reverse. Adjustments may be required to deferred tax assets and deferred tax liabilities due to changes in tax laws and audit adjustments by tax authorities. To the extent adjustments are required in any given period, the adjustments would be included within the tax provision in the consolidated statements of income and comprehensive income and/or consolidated balance sheets.

The Company makes certain estimates and judgments in determining income tax expense for consolidated financial statement purposes. These estimates and judgments are applied in the calculation of tax credits, tax benefits and deductions, and in the calculation of certain deferred tax assets and liabilities, which arise from differences in the timing of recognition of revenue and expense for tax and consolidated financial statement purposes. In addition, judgment is required in determining if, based on the weight of available evidence, management believes that it is more likely than not that some portion or all of a recorded deferred tax asset would not be realized in future periods. A valuation allowance would be established if, based on the weight of available evidence, management believes that it is more likely than not that some portion or all of a recorded deferred tax asset would not be realized in future periods. Significant changes to these estimates may result in an increase or decrease to the Company's tax provision in a subsequent period.

In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertain tax positions taken or expected to be taken with respect to the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with management's expectations could materially affect the Company's financial condition or its future operating results.

Discontinued Operations: The termination of certain business lines are classified as discontinued operations if the operations and cash flows of the assets clearly can be distinguished from the remaining assets of the Company, if cash flows for the assets have been, or will be, eliminated from the ongoing operations of the Company, if the Company will not have a significant continuing involvement in the operations of the assets sold, and if the amount is considered material.

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There were no discontinued operations during the years ended December 31, 2014 and 2013. Loss from discontinued operations for the year ended December 31, 2012 consisted of the following (in millions):

Discontinued Operations	**Year Ended December 31, 2012**
Discontinued operations, net of income taxes:	
Income from A&B	$ 116.4
Expenses from A&B	(118.1)
Tax expense from A&B	(1.6)
Loss from A&B	(3.3)
Expenses from CLX2	(4.4)
Tax benefit from CLX2	1.6
Loss from discontinued operations, net of tax	$ (6.1)

The Separation from A&B was completed on June 29, 2012 and is further discussed in Note 1. In the third quarter of 2011, the Company terminated its second China Long Beach Express Service ("CLX2"), due to the longer-term outlook for sustained high fuel prices and increasingly volatile transpacific rates. The Company's termination plans were substantially completed as of September 30, 2011, however, the off-hiring of excess leased containers continued through 2012, and two of the five ships were offered for sub-charter until they were returned to the lessors in July 2012. As of December 31, 2012, the Company had no future liabilities related to CLX2.

Comprehensive Income (Loss): Comprehensive income (loss) includes all changes in Shareholders' Equity, except those resulting from capital stock transactions. Other comprehensive income (loss) in the consolidated statements of income and comprehensive income are shown net of tax benefit (expense) of $19.4 million, ($14.1) million, and ($0.3) million for the years ended December 2014, 2013, and 2012, respectively. Accumulated other comprehensive loss of $53.3 million and $23.5 million at December 31, 2014 and 2013, respectively, primarily included amortization of deferred pension, post-retirement costs and non-qualified plans of $52.9 million and $22.6 million, respectively.

Basic and Diluted Earnings per Share ("EPS") of Common Stock: Basic earnings per share are determined by dividing net income by the weighted-average common shares outstanding during the year. The calculation of diluted earnings per share includes the dilutive effect of unexercised non-qualified stock options and non-vested stock units. The computation of weighted average dilutive shares outstanding excluded non-qualified stock options to purchase 0.1 million, 0.1 million and 0.5 million shares of common stock for 2014, 2013, and 2012, respectively. These amounts were excluded because the options' exercise prices were greater than the average market price of the Company's common stock for the periods presented and, therefore, the effect would be anti-dilutive.

The denominator used to compute basic and diluted earnings per share is as follows (in millions):

	Year Ended December 31, 2014			**Year Ended December 31, 2013**			**Year Ended December 31, 2012**		
	Net Income	**Weighted Average Common Shares**	**Per Common Share Amount**	**Net Income**	**Weighted Average Common Shares**	**Per Common Share Amount**	**Net Income**	**Weighted Average Common Shares**	**Per Common Share Amount**
Basic:									
Income from continuing operations	$ 70.8	43.0	$ 1.65	$ 53.7	42.7	$ 1.26	$ 52.0	42.3	$ 1.23
Loss from discontinued operations	—	43.0	—	—	42.7	—	(6.1)	42.3	(0.14)
Net Income	$ 70.8		$ 1.65	$ 53.7		$ 1.26	$ 45.9		$ 1.09
Effect of Dilutive Securities		0.4			0.4			0.4	
Diluted:									

Income from continuing operations	$ 70.8	43.4	$ 1.63	$ 53.7	43.1	$ 1.25	$ 52.0	42.7	$ 1.22
Loss from discontinued operations	—	43.4	—	—	43.1	—	(6.1)	42.7	(0.14)
Net Income	$ 70.8		$ 1.63	$ 53.7		$ 1.25	$ 45.9		$ 1.08

Rounding: Amounts in the consolidated financial statements and Notes are rounded to millions, but per-share calculations and percentages were determined based on amounts before rounding. Accordingly, a recalculation of some per-share amounts and percentages, if based on the reported data, may be slightly different.

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3. INVESTMENT IN TERMINAL JOINT VENTURE

The Company accounts for its 35 percent ownership interest in the Terminal Joint Venture under the equity method of accounting. The Company records its share of income (loss) in the Terminal Joint Venture in operating expenses within the Ocean Transportation segment, due to operations of the Terminal Joint Venture being an integral part of the Company's business. The Company's investment in the Terminal Joint Venture was $64.4 million and $57.6 million at December 31, 2014 and 2013, respectively.

No dividends and distributions were received from the Terminal Joint Venture in 2014, 2013 or 2012. The Company's operating costs include $164.8 million, $164.3 million and $163.8 million, for 2014, 2013 and 2012, respectively, for terminal services provided by SSAT. Accounts payable and accrued liabilities in the consolidated balance sheets include $17.5 million and $15.3 million for terminal services payable to the Terminal Joint Venture at December 31, 2014 and 2013, respectively.

A summary of financial information for the Terminal Joint Venture at December 31, 2014 and 2013 is as follows (in millions):

	As of December 31,	
Balance Sheet	**2014**	**2013**
Current assets	$ 80.7	$ 73.5
Noncurrent assets	140.9	137.1
Total Assets	$ 221.6	$ 210.6
Current liabilities	$ 40.9	$ 43.2
Noncurrent liabilities	7.1	15.7
Equity	173.6	151.7
Total Liabilities and Equity	$ 221.6	$ 210.6

	Years Ended December 31,		
Statement of Operations	**2014**	**2013**	**2012**
Operating revenue	$ 586.2	$ 498.4	$ 503.9
Operating costs and expenses	589.7	517.4	506.4
Operating loss	(3.5)	(19.0)	(2.5)
Net Income (Loss) (1)	$ 21.2	$ (5.7)	$ 9.5
Company Share of Net Income (Loss)	$ 6.6	$ (2.0)	$ 3.2

(1) Includes earnings from equity method investments held by the Terminal Joint Venture.

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4. PROPERTY AND EQUIPMENT

Property and equipment at December 31, 2014 and 2013 includes the following (in millions):

	As of December 31, 2014		
	Cost	**Accumulated Depreciation**	**Net Book Value**
Vessels	$ 1,263.8	$ 757.7	$ 506.1
Containers and equipment	466.8	316.1	150.7
Terminal facilities and other property	39.2	33.2	6.0
Construction in progress	28.4	—	28.4
Total	$ 1,798.2	$ 1,107.0	$ 691.2

	As of December 31, 2013		
	Cost	**Accumulated Depreciation**	**Net Book Value**
Vessels	$ 1,260.2	$ 718.1	$ 542.1
Containers and equipment	470.6	310.4	160.2
Terminal facilities and other property	38.9	30.9	8.0
Construction in progress	25.1	—	25.1
Total	$ 1,794.8	$ 1,059.4	$ 735.4

	Years Ended December 31,		
	2014	2013	2012
Depreciation Expense	$ 66.8	$ 67.4	$ 70.6

Property and equipment subject to capital leases was $2.6 million and $3.1 million at December 31, 2014 and 2013, respectively. Amortization recorded in the consolidated statement of income and comprehensive income was $0.3 million and $0.3 million for the years ended December 31, 2014 and 2013, respectively.

During the fourth quarter of 2013, the Company entered into agreements with a shipyard for the construction of two new 3,600 twenty-foot equivalent units Aloha-class container ships at a cost of $418.0 million. The container ships are expected to be delivered during 2018. The Company made an initial payment of $8.4 million to the shipyard during 2013, which is included in construction in progress. No payments were made in 2014.

5. GOODWILL AND INTANGIBLE ASSETS

Changes in the Company's goodwill for the years ended December 31, 2014 and 2013 consist of the following (in millions):

	Goodwill		
	Logistics	Ocean Transportation	Total
Balance at December 31, 2012	$ 26.6	$ 0.4	$ 27.0
Additions	—	0.4	0.4
Balance at December 31, 2013	26.6	0.8	27.4
Additions	—	—	—
Balance at December 31, 2014	$ 26.6	$ 0.8	$ 27.4

Goodwill related to the Company's Ocean Transportation segment increased by $0.4 million in 2013 related to the Company's acquisition of Matson's South Pacific service. There was no accumulated impairment related to goodwill as of December 31, 2014 and 2013.

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Intangible assets as of December 31, 2014 and 2013 include the following (in millions):

	As of December 31, 2014		
Intangible Assets	Gross Cost	Accumulated Amortization	Net Book Value
Customer lists and other	$ 10.4	$ (7.9)	$ 2.5
Tradenames	3.9	(3.9)	—
Total intangible assets	$ 14.3	$ (11.8)	$ 2.5

	As of December 31, 2013		
Intangible Assets	Gross Cost	Accumulated Amortization	Net Book Value
Customer lists and other	$ 10.4	$ (6.8)	$ 3.6
Tradenames	3.9	(3.7)	0.2
Total intangible assets	$ 14.3	$ (10.5)	$ 3.8

Aggregate intangible asset amortization was $1.3 million, $0.8 million, and $0.7 million for 2014, 2013, and 2012, respectively. Estimated amortization expenses related to intangible assets over the next five years are as follows (in millions):

Year	Estimated Amortization
2015	$ 0.5
2016	0.5
2017	0.4
2018	0.3
2019	0.3
Thereafter	0.5
Total	$ 2.5

6. CAPITAL CONSTRUCTION FUND

The Company is party to an agreement with the U.S. Department of Transportation, Maritime Administration ("MARAD") that established a Capital Construction Fund ("CCF") program under provisions of the Merchant Marine Act of 1936, as amended (the "Merchant Marine Act"). The CCF program was created to assist owners and operators of U.S. flag vessels in raising capital necessary for the modernization and expansion of the U.S. merchant marine. CCF funds may be used for the acquisition, construction, or reconstruction of vessels, and for repayment of existing vessel indebtedness through the deferment of federal income taxes on certain deposits of monies and other property placed into the CCF. Qualified withdrawals from the CCF must be used for investment in vessels and certain related equipment built in the U.S., and for use between covered U.S. ports as described by the Merchant Marine Act (see Item 1 of Part 1 for additional information on Maritime Laws and the Jones Act). Participants of the CCF must also meet certain U.S. citizenship requirements.

Deposits into the CCF are limited by certain applicable earnings and other conditions. Such deposits, once made, are available as tax deductions in the Company's tax provision. Qualified withdrawals from the CCF do not give rise to a current tax liability, but reduce the depreciable basis of the vessels or certain related equipment for income tax purposes. However, if withdrawals are made from the CCF for general corporate purposes or other non-qualified purposes, or upon termination of the agreement, they are taxable with interest payable from the year of deposit.

Amounts deposited into the CCF are a preference item for calculating federal alternative minimum taxable income. Deposits not committed for qualified purposes within 25 years from the date of deposit will be treated as non-qualified withdrawals over the subsequent five years. Under the terms of the CCF agreement, the Company may designate certain qualified earnings as "accrued deposits" or may designate, as obligations of the CCF, qualified withdrawals to reimburse qualified expenditures initially made with operating funds. Such accrued deposits to, and withdrawals from, the CCF are reflected on the consolidated balance sheets either as obligations of the Company's current assets or as receivables from the CCF.

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Activity in the Company's CCF for the years ended December 31, 2014 and 2013 consist of the following (in millions):

	CCF Deposits and Withdrawals	Eligible Accounts Receivable Assigned to CCF	Total
Balance at December 31, 2012	$ —	$ —	$ —
Deposits	4.4	111.8	116.2
Qualified Withdrawals	(4.4)	—	(4.4)
Interest Earned	—	0.2	0.2
Balance at December 31, 2013	—	112.0	112.0
Deposits	31.9	38.0	69.9
Qualified Withdrawals	(4.4)	—	(4.4)
Interest Earned	—	0.7	0.7
Balance at December 31, 2014	$ 27.5	$ 150.7	$ 178.2

Due to the nature of the assignment of eligible accounts receivables into the CCF, such assigned amounts are classified as part of accounts receivable in the consolidated balance sheets. At December 31, 2014, the Company had $27.5 million on deposit in the CCF invested in a money market fund, and is classified as a long-term asset in the Company's consolidated balance sheet.

7. DEBT

At December 31, 2014 and 2013, debt consisted of the following (in millions):

	As of December 31,		
	2014	2013	2012
Term Loans:			
5.79%, payable through 2020	$ 38.5	$ 45.5	$ 52.5
3.66%, payable through 2023	77.5	77.5	77.5
4.16%, payable through 2027	55.0	55.0	55.0
4.31%, payable through 2032	37.5	37.5	37.5
4.35%, payable through 2044	100.0	—	—
Title XI Bonds:			
5.34%, payable through 2028	30.8	33.0	35.2
5.27%, payable through 2029	33.0	35.2	37.4
Revolving Credit Borrowings (1.69% for 2012)	—	—	24.0
Capital leases	1.3	2.4	—
Total debt	373.6	286.1	319.1
Less current portion	(21.6)	(12.5)	(16.4)
Total long-term debt	$ 352.0	$ 273.6	$ 302.7

Debt Maturities: At December 31, 2014, debt maturities during the next five years and thereafter are as follows (in millions):

Year	Debt Repayments
2015	$ 21.6
2016	20.7
2017	28.2
2018	28.2
2019	28.2
Thereafter	246.7
Total debt	$ 373.6

Term Loans: In May 2005, the Company partially financed the delivery of the MV *Manulani* by issuing $105.0 million of Series B Notes with a coupon of 4.79 percent and 15-year final maturity. The notes amortize by semi-annual principal payments of $3.5 million plus interest. The Company negotiated the release of the MV *Manulani* as security for the remaining long-term debt of $56.0 million as part of the Company's debt restructuring completed during the Separation, resulting in an increase in the interest rate to 5.79 percent.

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During the second quarter of 2012, the Company issued new unsecured, fixed rate, amortizing long-term debt of $170.0 million, which was funded in three tranches, $77.5 million at an interest rate of 3.66 percent maturing in 2023, $55.0 million at an interest rate of 4.16 percent maturing in 2027, and $37.5 million at an interest rate of 4.31 percent maturing in 2032. Interest is payable semi-annually. The weighted average coupon and average life of the three tranches of debt is 3.97 percent and 9.2 years, respectively. The notes will begin to amortize in 2015, with aggregate semi-annual payments of $4.6 million through 2016, $8.4 million in 2017 through mid-year 2023, $3.8 million through mid-year 2027, and $1.2 million thereafter.

In January 2014, the Company issued $100 million of 30-year senior unsecured notes (the "Notes"). The Notes have a weighted average life of 14.5 years and bear interest at a rate of 4.35 percent, payable semi-annually. The proceeds are expected to be used for general corporate purposes. The Notes will begin to amortize in 2021, with annual principal payments of $5.0 million in 2021, $7.5 million in 2022 and 2023, $10.0 million from 2024 to 2027, and $8.0 million in 2028. Starting in 2029, and in each year thereafter until 2044, annual principal payments will be $2.0 million.

Title XI Bonds: In September 2003, the Company issued $55.0 million in U.S. Government guaranteed ship finance bonds (Title XI) to partially finance the delivery of the MV *Manukai*. The secured bonds have a final maturity in September 2028 with a coupon of 5.34 percent. The bonds are amortized by fifty semi-annual payments of $1.1 million plus interest. In July 2004, the Company issued $55.0 million of U.S. Government guaranteed ship finance bonds (Title XI) to partially finance the delivery of the MV *Maunawili*. The secured bonds have a final maturity in July 2029, with a coupon of 5.27 percent. The bonds are amortized by fifty semi-annual payments of $1.1 million plus interest.

Revolving Credit Facility: During the second quarter of 2012, the Company entered into a $375.0 million, five-year unsecured revolving credit facility with a syndicate of banks to provide the Company with additional sources of liquidity for working capital requirements and investment opportunities (the "Credit Facility"). The Credit Facility includes a $100 million sub-limit for the issuance of standby and commercial letters of credit, and a $50 million sub-limit for swing line loans. The Credit Facility also includes an uncommitted option to increase the Credit Facility by $75 million.

The Credit Facility is subject to commitment fees, letter of credit fees, and interest on borrowings based on the Company's ratio of total debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") (the "Leverage Ratio"). Commitment fees and letter of credit fees are computed using rates tied to a sliding scale, which range from 0.15 percent to 0.40 percent, and 1.00 percent to 2.25 percent, respectively, based upon the Leverage Ratio. Interest rates on borrowings are based upon the London Interbank Offered Rate ("LIBOR") plus 1.00 percent to 2.25 percent using a sliding scale based on the Leverage Ratio. The Company may also select an interest rate for borrowings at a base rate as defined within the agreement, plus a margin that ranges from 0.0 percent to 1.25 percent.

As of December 31, 2014 and 2013, the used portion of the Company's Credit Facility was $6.0 million and $5.8 million, respectively, all of which was from letters of credit.

In August 2011, the Company renewed its revolving credit facility with a commitment of $125.0 million and an expiration date of August 2016. As part of the Company's debt restructuring completed in June 2012, in connection with the Separation, the outstanding balance of $72.0 million was paid off and the facility was terminated.

Capital Leases: The Company's capital lease obligations relate to the leasing of specialized and standard containers used in the Company's South Pacific service. Capital leases have been classified within current and long-term debt in the Company's consolidated balance sheets.

Debt Guarantees: The Company's total debt was $373.6 million and $286.1 million as of December 31, 2014 and 2013, respectively. The outstanding debt was unsecured, except for $63.8 million and $68.2 million as of December 31, 2014 and 2013, respectively, which is guaranteed by the Company's significant subsidiaries.

Covenants: Principal financial covenants as defined in the Company's five-year revolving credit facility and long-term fixed rate debt include, but are not limited to:

- The ratio of debt to consolidated EBITDA cannot exceed 3.25 to 1.00 for each fiscal four quarter period;
- The ratio of consolidated EBITDA to interest expense as of the end of any fiscal four quarter period cannot be less than 3.50 to 1.00; and
- The principal amount of priority debt at any time cannot exceed 20 percent of consolidated tangible assets; and the principal amount of priority debt that is not Title XI priority debt at any time cannot exceed 10 percent of consolidated tangible assets. Priority debt, as further defined in the revolving credit facility agreement, is all debt secured by a lien on the Company's assets or subsidiary debt.

The Company was in compliance with these covenants as of December 31, 2014.

8. LEASES

The Company leases certain property and equipment, and other facilities under operating lease agreements, with terms that range from 1 to 50 years. Such leases generally include provisions for the maintenance of the leased assets, options to purchase the assets at fair value, and renewal options to extend the lease agreement. The minimum lease terms of the Company's non-cancelable operating leases are as follows:

Classification	Range of Life (in years)
Vessels, machinery and equipment	2015 to 2022
Office and warehouse	2015 to 2021
Terminal facilities and land	2016 to 2036

Rent expense under operating leases totaled $58.3 million in 2014, $58.2 million in 2013, and $52.3 million in 2012, which includes volume-based terminal rent. Additionally, rent expense for short-term and cancelable equipment rentals was $27.6 million, $20.5 million, and $17.8 million in 2014, 2013, and 2012, respectively. Management expects that in the normal course of business most operating leases will be renewed or replaced by other similar leases.

Future minimum payments under operating leases as of December 31, 2014 were as follows (in millions):

Year	Total Operating Leases
2015	$ 20.8
2016	13.0

2017		9.2
2018		3.7
2019		2.3
Thereafter		8.1
Total minimum lease payments	$	57.1

In addition to the future minimum lease payments above, the Company's operating lease for terminal facilities in Honolulu includes a minimum annual commitment, which is calculated by the lessor based on capital improvements by the lessor and an allocation of lessor operating expenses. The Company has met these minimum annual commitments in 2014, 2013 and 2012.

9. PENSION AND POST-RETIREMENT PLANS

Non-bargaining Plans:

The Company has two funded qualified single-employer defined benefit pension plans that cover certain non-bargaining unit employees and bargaining unit employees. In addition, the Company has plans that provide certain retiree health care and life insurance benefits to substantially all salaried, non-bargaining employees hired before 2008 and to certain bargaining unit employees. Employees are generally eligible for such benefits upon retirement and completion of a specified number of years of service. The Company does not pre-fund these health care and life insurance benefits, and has the right to modify or terminate certain of these plans in the future. Certain groups of retirees pay a portion of the benefit costs.

Plan Administration, Investments and Asset Allocations: The Company has an Investment Committee that meets regularly with investment advisors to establish investment policies, direct investments and select investment options for the qualified plans. The Investment Committee is also responsible for appointing investment managers and monitoring their performance. The Company's investment policy permits investments in marketable equity securities, such as domestic and foreign stocks, domestic and foreign bonds, venture capital, real estate investments, and cash equivalents. The Company's investment policy does not permit direct investment in certain types of assets, such as options or commodities, or the use of certain strategies, such as short selling or the purchase of securities on margin.

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The Company's investment strategy for its qualified pension plan assets is to achieve a diversified mix of investments that provides for long-term growth at an acceptable level of risk, and to provide sufficient liquidity to fund ongoing benefit payments. The Company has engaged a number of investment managers to implement various investment strategies to achieve the desired asset class mix, liquidity and risk diversification objectives.

The Company's target and actual asset allocations at December 31, 2014 and 2013 were as follows:

Asset Category	Target	2014	2013
Domestic equity securities	53%	63%	58%
International equity securities	15%	14%	15%
Debt securities	22%	17%	18%
Real estate	5%	5%	5%
Other and cash	5%	1%	4%
Total	100%	100%	100%

The Company's investments in equity securities primarily include domestic large-cap and mid-cap companies, but also includes an allocation to small-cap and international equity securities. Equity investments do not include any direct holdings of the Company's stock but may include such holdings to the extent that the stock is included as part of certain mutual fund holdings. Debt securities include investment-grade and high-yield corporate bonds from diversified industries, mortgage-backed securities, and U.S. Treasuries. Other types of investments include funds that invest in commercial real estate assets, and to a lesser extent, private equity investments in technology companies. All assets within specific funds are allocated to the targeted asset allocation of the fund.

The expected return on plan assets is principally based on the Company's historical returns combined with the Company's long-term future expectations regarding asset class returns, the mix of plan assets, and inflation assumptions. The one-, three-, and five-year pension asset returns (losses) were 5.8 percent, 13.8 percent, and 10.3 percent, respectively, and the long-term average return (since plan inception in 1989) has been approximately 8.7 percent. Over the long-term, the actual returns have generally exceeded the benchmark returns used by the Company to evaluate performance of its fund managers.

The Company's pension plan assets are held in a master trust and are stated at estimated fair values of the underlying investments. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

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 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 incorporate other observable inputs when broker/dealer quotes are not available, such as cash flow, security structure, or market information.

Real Estate, Private Equity and Insurance Contract Interests: The fair value of real estate, private equity and insurance contract interests are determined by the issuer based on the unit values of the funds. Unit values are determined by dividing the fund's net assets 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 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 by the general partner, and such other factors as the general partner deems relevant. Insurance contracts are principally invested in real estate assets, which are valued based upon independent appraisals.

The fair values of the Company's pension plan assets at December 31, 2014 and 2013, by asset category, are as follows (in millions):

Asset Category	Total	Fair Value Measurements at December 31, 2014 Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	$ 19.4	$ 19.4	$ —	$ —
Equity securities:				
U.S. large-cap	69.5	69.5	—	—
U.S. mid- and small-cap	35.6	35.6	—	—
International large-cap (1)	17.6	5.9	11.7	—
International small-cap (1)	6.9	—	6.9	—
Fixed income securities:				
U.S. Treasuries	0.4	—	0.4	—
Municipal bonds	0.1	—	0.1	—
Investment grade U.S. corporate bonds	2.3	—	2.3	—
High-yield U.S. corporate bonds	6.7	—	6.7	—
Emerging markets fixed income	10.8	10.8	—	—
Other types of investments:				
Real estate partnership interests	9.3	—	—	9.3
Private equity partnership interests	0.3	—	—	0.3
Total	$ 178.9	$ 141.2	$ 28.1	$ 9.6

(1) Certain amounts in these categories classified as Level 1 in 2013, were classified as Level 2 in 2014 as there is no-longer an active market for these securities.

Asset Category	Total	Fair Value Measurements at December 31, 2013 Quoted Prices in Active Markets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash	$ 6.9	$ 6.9	$ —	$ —
Equity securities:				
U.S. large-cap	64.2	64.2	—	—
U.S. mid- and small-cap	35.7	35.7	—	—
International large-cap	19.0	19.0	—	—
International small-cap	7.2	7.2	—	—
Fixed income securities:				
U.S. Treasuries	0.6	—	0.6	—
Municipal bonds	0.1	—	0.1	—
Investment grade U.S. corporate bonds	1.9	—	1.9	—
High-yield U.S. corporate bonds	6.7	—	6.7	—
Emerging markets fixed income	8.9	8.9	—	—
Mortgage-backed securities	12.7	—	12.7	—
Other types of investments:				
Real estate partnership interests	8.6	—	—	8.6
Private equity partnership interests	0.3	—	—	0.3
Total	$ 172.8	$ 141.9	$ 22.0	$ 8.9

The table below presents a reconciliation of all pension plan investments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2014 and 2013 (in millions):

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Real Estate	Private Equity	Total
Balance at December 31, 2012	$ 7.8	$ 0.8	$ 8.6
Actual return (loss) on plan assets:			
Assets held at the reporting date	0.9	(0.2)	0.7
Assets sold during the period	0.3	0.1	0.4
Purchases, sales and settlements, net	(0.4)	(0.4)	(0.8)
Balance at December 31, 2013	8.6	0.3	8.9
Actual return (loss) on plan assets:			
Assets held at the reporting date	0.8	—	0.8
Assets sold during the period	0.3	—	0.3
Purchases, sales and settlements, net	(0.4)	—	(0.4)
Balance at December 31, 2014	$ 9.3	$ 0.3	$ 9.6

Contributions to each of the qualified single-employer defined benefit pension plans are determined annually by the Company's pension administrative committee, based upon the actuarially determined minimum required contribution under the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, the Pension Protection Act of 2006, and the maximum deductible contribution allowed for tax purposes. In 2014, 2013 and 2012, the Company contributed $6.5 million, $3.5 million, and $13.3 million, respectively. The Company's funding policy is to contribute cash to its pension plans so that it meets at least the minimum contribution requirements.

The benefit formulas for employees who are members of collective bargaining units are determined according to the collective bargaining agreements, either using final average pay as the base or a flat dollar amount per year of service.

Effective December 31, 2011, the Company froze benefit accruals under the final average pay formula for salaried, non-bargaining unit employees hired before January 1, 2008 and transitioned them to the same cash balance formula for 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 interest credit rate will vary from year to year based on the ten-year U.S. Treasury rate.

Benefit Plan Assets and Obligations: The measurement date for the Company's benefit plan disclosures is December 31 of each year.

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The status of the funded qualified defined benefit pension plans and the unfunded post-retirement benefit plans at December 31, 2014 and 2013 are shown below (in millions):

	Pension Benefits		Other Post-retirement Benefits	
	2014	2013	2014	2013
Change in Benefit Obligation				
Benefit obligation at beginning of year	$ 197.5	$ 210.1	$ 52.1	$ 49.2
Service cost	3.3	2.9	1.1	1.1
Interest cost	9.4	8.6	2.6	2.1
Plan participants' contributions	—	—	0.7	0.9
Actuarial (gain) loss	38.2	(13.3)	9.7	2.0
Benefits paid	(10.0)	(9.8)	(3.6)	(3.2)
Expenses paid	(1.0)	(1.0)	—	—
Benefit obligation at end of year	$ 237.4	$ 197.5	$ 62.6	$ 52.1
Change in Plan Assets				
Fair value of plan assets at beginning of year	$ 172.8	$ 149.2	$ —	$ —
Actual return on plan assets	10.6	30.8	—	—
Plan participants' contributions	—	—	0.7	0.9
Employer contributions	6.5	3.5	2.9	2.3
Benefits paid	(10.0)	(9.8)	(3.6)	(3.2)
Expenses paid	(1.0)	(0.9)	—	—
Fair value of plan assets at end of year	178.9	172.8	—	—
Funded Status and Recognized Liability	$ (58.5)	$ (24.7)	$ (62.6)	$ (52.1)

Amounts recognized on the consolidated balance sheets and in accumulated other comprehensive loss at December 31, 2014 and 2013 were as follows (in millions):

	Pension Benefits		Other Post-retirement Benefits	
	2014	2013	2014	2013
Current liabilities	$ —	$ —	$ (2.5)	$ (2.4)
Non-current liabilities, net	(58.5)	(24.7)	(60.1)	(49.7)
Total	$ (58.5)	$ (24.7)	$ (62.6)	$ (52.1)
Net loss (net of taxes)	$ 55.5	$ 32.0	$ 7.2	$ 1.7
Prior service cost (net of taxes)	(10.6)	(12.0)	—	—
Total	$ 44.9	$ 20.0	$ 7.2	$ 1.7

The information for qualified pension plans with an accumulated benefit obligation in excess of plan assets at December 31, 2014 and 2013 is shown below (in millions):

	2014	2013
Projected benefit obligation	$ 235.0	$ 197.5
Accumulated benefit obligation	$ 234.6	$ 197.2
Fair value of plan assets	$ 176.1	$ 172.8

The estimated net loss and prior service credit for the qualified pension plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost, net of tax, in 2015 is $2.5 million. The estimated net loss and prior service cost for the other post-retirement benefit plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost, net of tax, in 2015 is $1.4 million.

Unrecognized gains and losses of the post-retirement benefit plans are amortized over five years. Although current health care costs are expected to increase, the Company attempts to mitigate these increases by maintaining caps on certain of its benefit plans, using lower cost health care plan options where possible, requiring that certain groups of employees pay a portion of their benefit costs, self-insuring for certain insurance plans, encouraging wellness programs for employees, and implementing measures to mitigate future benefit cost increases.

Components of the net periodic benefit cost and other amounts recognized in other comprehensive income (loss) for the qualified pension plans and the post-retirement health care and life insurance benefit plans during 2014, 2013, and 2012, are shown below (in millions):

	Pension Benefits			Other Post-retirement Benefits		
	2014	2013	2012	2014	2013	2012
Components of Net Periodic Benefit Cost						
Service cost	$ 3.3	$ 2.9	$ 2.7	$ 1.1	$ 1.1	$ 1.0
Interest cost	9.4	8.6	9.0	2.6	2.1	2.3
Expected return on plan assets	(14.1)	(11.9)	(10.7)	—	—	—
Amortization of net loss (gain)	3.0	6.8	7.0	0.6	0.3	0.6
Amortization of prior service cost	(2.3)	(2.3)	(2.3)	—	—	0.1
Net periodic benefit cost	$ (0.7)	$ 4.1	$ 5.7	$ 4.3	$ 3.5	$ 4.0
Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income (net of tax)						
Net loss (gain)	$ 25.4	$ (19.6)	$ 4.0	$ 5.9	$ 1.2	$ (0.4)
Amortization of unrecognized loss	(1.8)	(4.2)	(4.2)	(0.4)	(0.2)	(0.3)
Amortization of prior service cost	1.4	1.4	1.4	—	—	—
Total recognized in other comprehensive income	$ 25.0	$ (22.4)	$ 1.2	$ 5.5	$ 1.0	$ (0.7)
Total recognized in net periodic benefit cost and other comprehensive income	$ 24.3	$ (18.3)	$ 6.9	$ 9.8	$ 4.5	$ 3.3

The weighted average assumptions used to determine benefit information during 2014, 2013, and 2012, were as follows:

	Pension Benefits			Other Post-retirement Benefits		
	2014	2013	2012	2014	2013	2012
Weighted Average Assumptions:						
Discount rate	4.10%	4.90%	4.20%	4.20%	5.00%	4.30%
Expected return on plan assets	8.25%	8.25%	8.25%			
Rate of compensation increase	3.00%	3.00%	3.00%	3.00%	3.00%	3.00%
Initial health care cost trend rate				7.10%	7.30%	8.00%
Ultimate health care cost tread rate				4.50%	4.50%	4.50%
Year ultimate health care cost tread rate is reached				2027	2027	2020

The Company adopted a modified version of the new mortality table (RP-2014) issued by the Society of Actuaries in October 2014 along with a modified mortality improvement scale for the purposes of determining the Company's mortality assumption used in its defined benefit and other post-retirement plan liability calculations. The use of the new table resulted in an increase of approximately $17.6 million and $3.9 million to the projected benefit obligation for pension and other post-retirement benefits, respectively as of December 31, 2014.

If the assumed health care cost trend rate were increased or decreased by one percentage point, the accumulated post-retirement benefit obligation, as of December 31, 2014, 2013, and 2012 and the net periodic post-retirement benefit cost for 2014, 2013 and 2012, would have increased or decreased as follows (in millions):

	Other Post-retirement Benefits One Percentage Point					
	Increase			Decrease		
	2014	2013	2012	2014	2013	2012
Effect on total of service and interest cost components	$ 0.7	$ 0.6	$ 0.6	$ (0.5)	$ (0.5)	$ (0.4)
Effect on post-retirement benefit obligation	$ 10.0	$ 7.1	$ 6.5	$ (7.8)	$ (5.7)	$ (5.2)

Current liabilities of $4.1 million and $5.0 million, related to non-qualified pension benefits and post-retirement benefits, are classified as accrued and other liabilities in the consolidated balance sheets as of December 31, 2014 and 2013, respectively.

Non-qualified Pension Plans: The Company has non-qualified supplemental pension plans covering certain employees and retirees, which provide for incremental pension payments from the Company's general funds so that total pension benefits would be substantially equal to amounts that would have been payable from the Company's qualified pension plans if it were not for limitations imposed by income tax law. A few employees and retirees receive additional supplemental pension benefits. The Company also has a frozen non-qualified pension plan that covers one outside director and pays retirement benefits in a lump sum from the Company's general funds. The obligations relating to these plans totaled $5.4 million and $7.3 million at December 31, 2014 and 2013, respectively. The expense associated with the non-qualified plans was $0.6 million, $0.6 million, and $0.3 million in 2014, 2013, and 2012, respectively. A 3.0 percent discount rate was used to determine the 2014 obligation.

As of December 31, 2014, the amount recognized in accumulated other comprehensive income for net loss, net of tax, was $1.2 million, and the amount recognized as prior service credit, net of tax, was $0.7 million. The net loss amortization for the nonqualified plans to be recognized into net periodic pension costs in 2015 is $0.2 million for net periodic benefit cost, and $(0.2) million for prior service credit amortization.

Estimated Benefit Payments: The estimated future benefit payments for the next ten years are as follows (in millions):

Year	Qualified Pension Benefits	Non-qualified Pension Benefits	Post-retirement Benefits (1)
2015	$ 11.4	$ 1.6	$ 2.5
2016	11.9	0.9	2.5
2017	12.4	0.2	2.6
2018	12.9	1.0	2.7
2019	13.2	0.2	2.8
2020-2024	70.9	2.4	15.3
Total	$ 132.7	$ 6.3	$ 28.4

(1) Net of plan participants' contributions and Medicare D subsidies.

Defined Contribution Plans: The Company sponsors defined contribution plans that qualify under Sections 401(a) and 401(k) of the Internal Revenue Code. These plans provide matching contributions of up to 4 percent of eligible employee compensation. The Company's matching contributions expensed under these plans totaled $1.6 million for each of the years ended December 31, 2014, 2013, and 2012, respectively. The Company also provides profit sharing contributions under the qualified defined contribution plans; if a minimum threshold of the Company's performance is achieved, the Company provides contributions to salaried, non-bargaining unit employees of up to 3 percent based on a formula that may change on an annual basis. For certain eligible employees, supplemental profit sharing contributions are credited under a non-qualified plan to be paid after separation from service from the Company's general funds so that total profit sharing contributions would be substantially equal to amounts that would have been contributed to the Company's qualified defined contribution plans if it were not for limitations imposed by income tax law. Profit sharing expenses recorded in 2014, 2013 and 2012 under this plan totaled $1.6 million, $1.2 million and $1.2 million, respectively.

Multi-employer Bargaining Plans:

The Company contributes to ten multiemployer defined benefit pension plans under the terms of collective-bargaining agreements that cover its bargaining unit employees. Contributions are generally based on amounts paid for union labor or cargo volume.

The risks of participating in multiemployer plans are different from single-employer plans because assets contributed to the multiemployer plan by one employer may be used to provide benefits to employees of other participating employers. Additionally, if one employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.

The multiemployer pension plans are subject to the plan termination insurance provisions of ERISA and are paying premiums to the Pension Benefit Guaranty Corporation ("PBGC"). The statutes provide that an employer who withdraws from, or significantly reduces its contribution obligation to, a multiemployer plan generally will be required to continue funding its proportional share of the plan's unfunded vested benefits. As of December 31, 2014, the Company's benefit plan withdrawal obligations were $94.8 million. No withdrawal obligations have been recorded by the Company in the consolidated balance sheets at December 31, 2014 and 2013 as the Company has no present intention of withdrawing from and does not anticipate termination of any of these plans.

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Information regarding the Company's participation in multiemployer pension plans is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employer Identification Number ("EIN") and the three-digit plan number, if applicable. Unless otherwise noted, the most recent Pension Protection Act zone status available in 2014 and 2013 is for the plan's year-end at December 31, 2014 and 2013, respectively. The zone status is based on information that the Company received from the plan and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are less than 80 percent funded, and plans in the green zone are at least 80 percent funded. The funding improvement plan ("FIP") or rehabilitation plan ("RP") column indicates the status which is either pending or has been implemented. The last column lists the expiration dates of the collective-bargaining agreements to which the plans are subject.

Pension Fund	EIN/Pension Plan Number		Pension Protection Act Zone Status as of December 31, 2014	2013	FIP/RP Status Pending/ Implemented	Contributions of Matson ($ in millions) 2014	2013	2012	Surcharge Imposed		Expiration Date of Collective Bargaining Agreement
Hawaii Terminals Multiemployer Pension Plan	20-0389370/001		Yellow	Yellow	Implemented	$ 5.1	$ 5.3	$ 5.1	No		6/30/2014
Hawaii Stevedoring Multiemployer Retirement Plan	99-0314293/001		Yellow	Yellow	Implemented	2.9	2.7	2.4	No		6/30/2014
Master, Mates and Pilots Pension Plan	13-6372630/001	(1)	Green	Green	None	1.9	2.1	3.4	No	(3)	6/15/2023 8/15/2023
Masters, Mates and Pilots Adjustable Pension Plan	37-1719247/001	(1)	(2)	(2)	None	1.0	0.8	—	No	(3)	6/15/2023 8/15/2023
MEBA Pension Trust - Defined Benefit Plan	51-6029896/001	(4)	Green	Green	None	2.1	2.1	2.1	No		8/15/2018
OCU Trust Pension	26-1574440/001		Green	Green	None	0.1	0.1	0.1	No		6/30/2016
Total						$ 13.1	$ 13.1	$ 13.1			

(1) Effective December 31, 2012, the Masters, Mates and Pilots Pension Plan was frozen for all new benefit accruals. Commencing January 1, 2013, all new benefits accrue under a new Masters, Mates and Pilots Adjustable Pension Plan.
(2) The Plan is not subject to the PPA funding requirements under IRS Section 432 as the Plan was not in effect on July 16, 2006.
(3) The Company is party to two collective-bargaining agreements based upon vessels that require contributions to this plan: Contract A, covering thirteen vessels, expires on June 15, 2023, and Contract B, covering one managed vessel, expires on August 15, 2023.
(4) In 2012, the Company agreed to contribute at least 11.7 percent of total wages paid to employees in covered Marine Engineer Benefits Association ("MEBA") employment to the MEBA Pension Trust by a reallocation of the total labor cost under the collective bargaining agreement. The pension contribution rate was determined by the plan's actuary to be necessary to maintain full funding of the pension plan and is fully offset by a reallocation of wages and other benefits.

The Company was listed in its plans' Forms 5500 as providing more than five percent of the total contributions for the following plans and plan years:

Pension Plans	Year Contributions to Plan Exceeded More than 5 Percent of Total Contributions (as of December 31 of the Plan's Year-End)
Hawaii Terminals Multiemployer Pension Plan	2014, 2013 and 2012
Hawaii Stevedoring Multiemployer Retirement Plan	2014, 2013 and 2012
Masters, Mates and Pilots Pension Plan (5)	2013 and 2012
Masters, Mates and Pilots Adjustable Pension Plan (5)	2013

MEBA Pension Trust - Defined Benefit Plan (5)		2013 and 2012

(5) As of the date the consolidated financial statements were issued, Form 5500s were not available for the plan years ending in 2014 for this and other plans.

The Company contributes to seven multiemployer plans that provide post-retirement benefits other than pensions under the terms of collective-bargaining agreements with American Radio Association AFL-CIO; ILWU Local 142; ILWU Local 63, Office Clerical Unit Marine Clerk Association; International Organization of Masters, Mates and Pilots, AFL-CIO; Marine Engineers' Beneficial Association, AFL-CIO District No. 1 — PCD, MEBA; Marine Firemen's Union; and Sailors' Union of the Pacific. Benefits provided to active and retired employees and their eligible dependents under these plans include medical, dental, vision, hearing, prescription drug, death, accidental death and dismemberment, disability, legal aid, training in maritime electronics, scholarship program, wage insurance and license insurance, although not all of these benefits are provided by each plan. These plans are not subject to the PBGC plan termination and withdrawal liability provisions of ERISA applicable to multiemployer defined benefit pension plans. Contributions made to these plans by the Company were $11.1 million, $10.5 million and $10.8 million in 2014, 2013 and 2012, respectively.

Multiemployer Defined Contribution Plans: The Company contributes to six multi-employer defined contribution pension plans. These plans are not subject to the withdrawal liability provisions of ERISA or the PBGC applicable to multi-employer defined benefit pension plans. Contributions made to these plans by the Company were $3.0 million, $3.0 million and $3.3 million in 2014, 2013 and 2012, respectively.

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10. INCOME TAXES

The income tax expense on income from continuing operations for the years ended December 31, 2014, 2013 and 2012 consisted of the following (in millions):

	Years Ended December 31, 2014	2013	2012
Current:			
Federal	$ 45.5	$ (24.3)	$ 38.9
State	3.7	(1.0)	3.2
Total	49.2	(25.3)	42.1
Deferred	2.7	57.5	(9.1)
Total income tax expense	$ 51.9	$ 32.2	$ 33.0

Income tax expense for 2014, 2013, and 2012 differs from amounts computed by applying the statutory federal rate to income from continuing operations before income taxes for the following reasons:

	Years Ended December 31, 2014	2013	2012
Computed federal income tax expense	35.0%	35.0%	35.0%
State income tax	2.2%	2.9%	0.6%
Deferred tax adjustment	(0.9%)	0.0%	(1.6%)
Separation costs	0.0%	0.0%	2.0%
Transaction costs	1.4%	0.0%	0.0%
Unrecognized tax benefits	(0.4%)	(2.1%)	1.7%
Valuation allowance	3.3%	0.0%	0.0%
Other — net	1.7%	1.7%	1.1%
Effective income tax rate	42.3%	37.5%	38.8%

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31 of each year are as follows (in millions):

	As of December 31, 2014	2013
Deferred tax assets:		
Benefit plans	$ 63.6	$ 41.8
Insurance reserves	11.4	10.0
Allowance for doubtful accounts	1.4	1.3
Reserves	2.1	6.0
Foreign losses	4.1	3.1
Alternative minimum tax credits	1.5	1.4
Other	0.8	(0.2)
Total deferred tax assets	84.9	63.4
Valuation allowance	(4.1)	—
Total Deferred tax assets, net of valuation allowance	80.8	63.4
Deferred tax liabilities:		
Basis differences for property and equipment	252.7	278.0
Capital Construction Fund	106.9	83.4
Joint ventures and other investments	7.7	4.6
Deferred revenue	10.1	11.4
Amortization	3.8	3.0
Total deferred tax liabilities	381.2	380.4
Deferred tax liability, net	$ 300.4	$ 317.0

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During 2014, the Company recorded a full valuation allowance against deferred tax assets related to accumulated operating losses of a foreign subsidiary of $4.1 million.

The Company's income taxes payable has been reduced by the tax benefits from share-based compensation. The Company receives an income tax benefit for exercised stock options calculated as the difference between the fair market value of the stock issued at the time of exercise and the option exercise price, tax effected. The Company also receives an income tax benefit for non-vested stock when it vests, measured as the fair market value of the stock at the time of vesting, tax effected. The net tax benefits from share-based transactions were $0.8 million and $0.6 million for 2014 and 2013, respectively, and the portion of the tax benefit related to the excess of the amount reported as the tax deduction over expense was reflected as an increase to additional paid in capital in the consolidated statements of shareholders' equity. The Company's deferred tax liabilities incurred during 2014 and 2013 are primarily due to increased contributions to the CCF (see Note 6).

Unrecognized Tax Benefits: A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows (in millions):

Balance at December 31, 2011	$	2.6
Additions for tax positions of prior years		4.0
Reductions for tax positions of current year		3.7
Reductions for tax positions of prior years		(1.0)
Reductions for lapse of statute of limitations		(1.0)
Balance at December 31, 2012		8.3
Additions for tax positions of prior years		2.0
Reductions for lapse of statute of limitations		(3.1)
Balance at December 31, 2013		7.2
Additions for tax positions of prior years		0.5
Reductions for lapse of statute of limitations		(1.0)
Balance at December 31, 2014	$	6.7

Of the total unrecognized benefits, $6.7 million, $7.2 million, and $8.3 million at December 31, 2014, 2013 and 2012, respectively, represent the amount that, if recognized, would favorably affect the Company's effective rate in future periods. The Company does not expect a material change in gross unrecognized benefits in the next twelve months.

The Company recognizes potential accrued interest and penalties related to unrecognized tax benefits in income tax expense. To the extent interest and penalties are not ultimately assessed with respect to the settlement of uncertain tax positions, amounts accrued will be reduced and reflected as a reduction of the overall income tax provision. Interest accrued related to the balance of unrecognized tax benefits totaled $0.2 million, $0.3 million, and $0.4 million as of December 31, 2014, 2013 and 2012, respectively.

The Company is no longer subject to U.S. federal income tax audits for years before 2011, and substantially all material income tax matters have been concluded for years through 2009. The Company is routinely involved in state, local income and excise tax audits.

11. SHARE-BASED AWARDS

2007 Incentive Compensation Plan: The 2007 Incentive Compensation Plan (the "2007 Plan") serves as a successor to the 1998 Stock Option/Stock Incentive Plan, the 1998 Non-Employee Director Stock Option Plan, the Restricted Stock Bonus Plan and the Non-Employee Director Stock Retainer Plan (the "Predecessor Plans"). Under the 2007 Plan, approximately 2.2 million shares of common stock were initially reserved for issuance. On January 28, 2010, the Board of Directors adopted an amended and restated 2007 Plan, which, among other things, authorized the issuance of an additional approximately 2.2 million shares of stock under the 2007 Plan. Shareholders approved the amended 2007 Plan at the 2010 Annual Meeting of Shareholders.

In connection with the Separation, on June 29, 2012, each stock option held by a Matson employee was converted into an adjusted Matson stock option. The exercise prices of the adjusted Matson stock options and the number of shares subject to each such stock option reflects a mechanism that was intended to preserve the intrinsic value of the original stock option. The modification of the awards did not result in any additional stock compensation expense to be recorded upon Separation. The resulting Matson stock options are subject to substantially the same terms, vesting conditions and other restrictions, if any, that were applicable to the Former Parent Company stock options immediately prior to the Separation. Also, in connection with the Separation, any non-vested restricted stock units ("RSUs") granted to Matson employees were converted into Matson RSUs. The RSU grants were converted in a manner that was intended to preserve the fair market value of the awards. The resulting Matson RSU grants are subject to substantially the same terms, vesting conditions and other restrictions, if any, that were applicable to the grants immediately prior to the Separation.

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After the Separation was completed, approximately 8.7 million shares of the Company's common stock were reserved for issuance under the plans, with approximately 6.1 million shares remaining as available for future issuance under all equity compensation plans (excluding 0.9 million shares to be issued upon exercise of outstanding options, warrants and rights as of December 31, 2014).

The 2007 Plan consists of four separate incentive compensation programs: (i) the discretionary grant program, (ii) the stock issuance program, (iii) the incentive bonus program and (iv) the automatic grant program for the non-employee members of the Company's Board of Directors. Share-based compensation is generally awarded under three of the four programs, as more fully described below.

Discretionary Grant Program — Under the Discretionary Grant Program, stock options may be granted with an exercise price no less than 100 percent of the fair market value (defined as the closing market price) of the Company's common stock on the date of the grant. Options generally become exercisable ratably over three years and have a maximum contractual term of 10 years.

Stock Issuance Program — Under the Stock Issuance Program, shares of common stock, restricted stock units or performance shares may be granted. Time-based equity awards vest ratably over three years. Provided certain three-year performance targets are achieved, performance-based equity awards vest on the three-year anniversary date of the grant. During the first quarter of 2013, the Company granted performance-based awards tied to the Company's average annual return on invested capital (which the Company refers to as "average ROIC"), as measured over the three-year period beginning January 1, 2013 and ending December 31, 2015. During the first quarter of 2014, the Company granted similarly structured performance share awards that will be measured over the three-year period beginning January 1, 2014 and ending December 31, 2016. Performance Share awards for the senior leadership team will also be modified based on total shareholder return performance (which the Company refers to as the "TSR modifier") measured over the same respective three-year period. The relative TSR is based on the Company's total shareholder return over the three-year measurement period relative to the shareholder return over the same period for the companies comprising the S&P Transportation Select Industry Index and S&P Mid-Cap 400 Index (with each index weighted 50 percent). The service-vesting provisions of each performance-based award require the award recipient to remain in continuous service with the Company until the end of the three-year measurement period, subject to certain exceptions due to retirement, disability, or death, in order to vest in any shares that become issuable on the basis of the performance-vesting criteria.

Automatic Grant Program — The Automatic Grant Program supersedes and replaces the Company's 1998 Non-Employee Director Stock Option Plan and the Non-Employee Director Stock Retainer Plan. At each annual shareholder meeting, non-employee directors will receive an award of restricted stock units that entitle the holder to an equivalent number of shares of common stock upon vesting. Awards of restricted stock units granted under the program generally vest ratably over three years.

The shares of common stock authorized to be issued under the 2007 Plan may be drawn from shares of the Company's authorized but unissued common stock or from shares of its common stock that the Company acquires, including shares purchased on the open market or in private transactions.

Predecessor Plans: Adopted in 1998, the Company's 1998 Stock Option/Stock Incentive Plan ("1998 Plan") provided for the issuance of non-qualified stock options and common stock to employees of the Company. Under the 1998 Plan, option prices could not be less than the fair market value of the Company's common stock on the dates of grant and the options became exercisable over periods determined, at the dates of grant, by the Compensation Committee of the Former Parent Company Board of Directors that administer the plan. Generally, options vested ratably over three years and expired ten years from the date of grant. Payments for options exercised may be made in cash or in shares of the Company's stock. If an option to purchase shares is exercised within five years of the date of grant and if payment is made in shares of the Company's stock, the option holder may receive, under a reload feature, a new stock option grant for such number of shares as is equal to the number surrendered, with an option price not less than the greater of the fair market value of the Company's stock on the date of exercise or one and one-half times the original option price. The 1998 Plan also permitted the issuance of shares of the Company's common stock. Generally, grants of time-based, non-vested stock vested ratably over three years and performance-based, non-vested stock vested in one year, provided that certain performance targets were achieved. The 1998 Plan was superseded by the 2007 Plan, and no further grants have been or will be made under the 1998 Plan.

Director Stock Option Plans: The 1998 Non-Employee Director Stock Option Plan ("1998 Director Plan") was superseded by the 2007 Plan. Under the 1998 Director Plan, each non-employee Director of the Company, elected at an Annual Meeting of Shareholders, was automatically granted, on the date of each such Annual Meeting, an option to purchase 8,000 shares of the Company's common stock at the fair market value of the shares on the date of grant. Each option to purchase shares generally became exercisable ratably over three years following the date granted.

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The Company estimates the grant-date fair value of its stock options using a Black-Scholes option-pricing model. The weighted average grant-date fair values, prior to the Separation, of the options granted during 2012 was $10.74 per option. No options were granted after the Separation; therefore all weighted average assumptions provided in the table below are prior to the Separation:

	Year Ended December 31, 2012
Expected volatility (1)	31.8%
Expected term (in years) (2)	6.1
Risk-free interest rate (3)	1.2%
Dividend yield (4)	2.7%

(1) Expected volatility was primarily determined using the historical volatility of the Company's common stock over the expected term, but the Company could also consider future events and other factors that it reasonably concluded marketplace participants might consider.
(2) The expected term of the awards represents expectations of future employee exercise and post-vesting termination behavior and was primarily based on historical experience. The Company analyzed various groups of employees and considers expected or unusual trends that would likely affect this assumption.
(3) The risk free interest rate was based on U.S. Government treasury yields for periods equal to the expected term of the option on the grant date.
(4) The expected dividend yield was based on the Company's current and historical dividend policy.

Application of alternative assumptions could produce significantly different estimates of the fair value of share-based compensation and, consequently, significantly affect the related amounts recognized in the consolidated statements of income and comprehensive income.

Activity in the Company's stock option plans for the year ended December 31, 2014, was as follows (in thousands, except weighted average exercise price and weighted average contractual life):

	2007 Plan	1998 Plan	1998 Director Plan	Total Shares	Weighted Average Exercise Price	Weighted Average Contractual Life	Aggregate Intrinsic Value
Outstanding at December 31, 2013	844	208	140	1,192	$ 21.24		

Granted	—	—	—	—				
Exercised	(187)	(70)	(62)	(319)	$ 21.10			
Forfeited and expired	—	(6)	(15)	(21)	$ 23.17			
Outstanding at December 31, 2014	657	132	63	852	$ 21.24	4.1	$	11,294
Exercisable at December 31, 2014	620	132	63	815	$ 21.13	4.0	$	10,895

The following table summarizes non-vested restricted stock unit activity through December 31, 2014, (in thousands, except weighted average grant-date fair value amounts):

	2007 Plan Restricted Stock Units	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2013	555	$ 25.61
Granted	352	23.61
Exercised	(193)	25.05
Canceled	(36)	24.78
Outstanding at December 31, 2014	678	$ 24.78

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A summary of compensation cost related to share-based payments for each of the three years in the period ended December 31, 2014, is as follows (in millions):

	Years Ended December 31,		
	2014	2013	2012
Share-based expense (net of estimated forfeitures):			
Stock options	$ 0.3	$ 0.4	$ 0.9
Non-vested stock and restricted stock units	8.4	5.5	3.1
Total share-based expense	8.7	5.9	4.0
Total recognized tax benefit	(3.4)	(2.2)	(1.6)
Total share-based expense (net of tax)	$ 5.3	$ 3.7	$ 2.4
Cash received by Matson upon option exercise	$ 5.8	$ 1.7	$ 3.5
Intrinsic value of options exercised	$ 3.4	$ 1.1	$ 5.2
Tax benefit realized upon option exercise	$ 1.9	$ 1.7	$ 1.5
Fair value of stock vested	$ 5.0	$ 4.4	$ 3.8

As of December 31, 2014, there was no unrecognized compensation cost related to non-vested stock options. As of December 31, 2014, unrecognized compensation cost related to non-vested stock and restricted stock units was $9.0 million. That unrecognized compensation cost is expected to be recognized over a weighted average period of approximately 1.7 years.

12. COMMITMENTS AND CONTINGENCIES

Commitments and Contingencies: Commitments and financial arrangements, excluding lease commitments that are described in Note 8, included the following as of December 31, 2014 (in millions):

Standby letters of credit (1)	$	6.0
Bonds (2)	$	20.6
Benefit plan withdrawal obligations (3)	$	94.8

(1) Includes $4.8 million in letters of credit, which are required for the Company's uninsured workers' compensation programs and its other insurance programs, and $1.2 million in letters of credit used to support various credit enhancement needs.

(2) Consists of $19.2 million in U.S. Custom bonds, and $1.4 million related to transportation and other matters.

(3) Represents the withdrawal liabilities as of the most recent valuation dates for multiemployer pension plans, in which the Company is a participant. Management has no present intention of withdrawing from, and does not anticipate the termination of, any of the aforementioned plans.

These amounts are not recorded on the Company's consolidated balance sheets and it is not expected that the Company or its subsidiaries will be called upon to advance funds under these commitments.

Employee Matters: As of December 31, 2014, Matson and its subsidiaries had 1,056 employees, of which 285 employees were covered by collective bargaining agreements with unions. Of these covered employees, 252 are subject to collective bargaining agreements that expired in 2014. These numbers do not include billets on ships, employees of SSAT or contractors.

Matson and SSAT are members of the Pacific Maritime Association ("PMA"), which on behalf of its members negotiates collective bargaining agreements with the International Longshore and Warehouse Union ("ILWU") on the U.S. West Coast. The PMA/ILWU collective bargaining agreements that cover substantially all U.S. West Coast longshore labor expired on July 1, 2014. On February 20, 2015, the PMA and the ILWU announced a tentative agreement on a new five-year contract covering longshore workers at all 29 U.S. West Coast ports. The tentative agreement is subject to ratification by both the PMA and ILWU, and no assurance can be given that the tentative agreement will be ratified by both parties. If the tentative agreement is not ratified, Matson and SSAT could be subject to future slow-downs, strikes, lock-outs or other disruptions that may adversely impact Matson's or SSAT's operations.

Matson also has collective bargaining agreements with ILWU labor in Hawaii, and ILWU office clerical workers in Oakland, each of which expired on June 30, 2014. Workers under these agreements are operating under extensions with the unions. With a tentative agreement reached between the PMA and the ILWU, negotiations with the ILWU labor in Hawaii are expected to resume, and negotiations with the ILWU office clerical workers in Oakland are expected to commence; however no assurance can be given that agreements will be reached without slow-downs, strikes, lock-outs or other disruptions that may adversely impact Matson's operations.

Environmental Matter: Molasses was released into Honolulu Harbor from a pipeline system operated by a subsidiary of the Company in September 2013. The Company is cooperating with federal and state agencies involved in responding to and investigating the incident. On September 20, 2013, the Hawaii Department of Health ("DOH") and other responding governmental agencies announced that they had officially transitioned their role from a response phase to a recovery and restoration phase. The DOH also reported on September 20, 2013 that dissolved oxygen and pH levels in the harbor and nearby Keehi Lagoon had returned to normal target levels and that there was no longer discoloration of the water in those same areas attributable to the molasses release. Keehi Lagoon was reopened to the public on September 21, 2013.

On October 10, 2013, the Company was served with a federal grand jury subpoena seeking documents in connection with a criminal investigation into the release of molasses into Honolulu Harbor. In addition, in April 2014, the Company received two subpoenas from the Hawaii Attorney General and written requests for information regarding the release from the following governmental agencies: (i) the DOH; (ii) the State of Hawaii Office of Hawaiian Affairs; and (iii) the U.S. Environmental Protection Agency (the "EPA") (Region IX).

On October 21, 2014, the U.S. Attorney for the District of Hawaii (the "U.S. Attorney") filed an Information (the "Information") with the U.S. District Court for the District of Hawaii (the "Court") charging Matson Terminals, Inc. ("MTI"), the subsidiary of the Company that operated the pipeline, with two misdemeanor violations of Section 407 of the Rivers and Harbors Act of 1899 (the "Refuse Act") arising from the molasses release. The U.S. Attorney also filed a Memorandum of Plea Agreement (the "Plea Agreement"), subject to the approval of the Court, to resolve federal criminal charges arising from the molasses release. Pursuant to the Plea Agreement, MTI agreed to plead guilty to the two violations of the Refuse Act and to pay $1.0 million, comprised of a $0.4 million fine and restitution payments of $0.6 million to community organizations involved in the protection of the shoreline and ocean resources. On October 24, 2014, MTI entered a guilty plea in the Court. On January 29, 2015, MTI executed an Amended Plea Agreement that was accepted by the Court which then sentenced MTI to make the payments described above. On February 24, 2015, the EPA informed the Company that it will not seek to debar MTI and its affiliates from obtaining future U.S. government contracts. The Company has included the $1.0 million in accrued and other liabilities in the consolidated balance sheet at December 31, 2014.

Furthermore, the Company has not yet resolved any potential civil claims by the governmental agencies arising out of the molasses release. However, except with respect to the matters discussed above, government agencies have not initiated any legal actions in connection with the release of molasses. Therefore, the Company is not able to estimate the future costs, penalties, damages or expenses that it may incur related to the incident. As a result, at this time no assurance can be given that the impact of the incident on the Company's financial position, results of operations, or cash flows will not be material. The Company continues to respond to governmental requests for information, and is engaging in dialogue with governmental agencies in order to reasonably resolve these matters.

In addition to the molasses release discussed above, the Company's shipping business has certain other risks that could result in expenditures for environmental remediation. The Company believes that based on all information available to it, the Company is currently in compliance, in all material respects, with applicable environmental laws and regulations.

The Company and its subsidiaries are parties to, or may be contingently liable in connection with other legal actions arising in the normal course of their businesses, the outcomes of which, in the opinion of management after consultation with counsel, would not have a material effect on the Company's financial condition, results of operations, or cash flows.

13. RELATED PARTY TRANSACTIONS

Effective upon the completion of the Separation, the Company ceased to be a related party of the Former Parent Company. Prior to the Separation, transactions with Former Parent Company were considered related party transactions, as discussed below.

Historically, the Company provided vessel management services to A&B for its bulk sugar vessel, the MV *Moku Pahu*, the income of which is included in Ocean Transportation segment. Additionally, the Company expensed operating costs related to a lease for industrial warehouse space in Savannah, Georgia, that was leased from A&B. The Company also recognized the cost for equipment and repair services to the vessel and other various services provided by A&B in operating costs.

There were no related party transactions entered into after the completion of the Separation on June 29, 2012. Prior to the Separation, the related party transactions were as follows (in millions):

Related Party Transactions	**Years Ended December 31, 2012**
Vessel management services income	$ 2.0
Lease expense to A&B	(2.1)
Equipment and repair services expense and other	(1.4)
Related party expense, net	$ (1.5)

Contributions to A&B totaled $155.7 million for the year ended December 31, 2012, which related to the Separation. Contributions to the Former Parent Company for the proceeds from the issuance of capital stock of $21.7 million for the year ended December 31, 2012 have been included in the consolidated financial statements due to Matson being the successor company of the Former Parent Company for accounting purposes. No contributions were made subsequent to 2012. Contributions from the Former Parent Company of $25.0 million, for the year ended December 31, 2012, represent dividends paid by the Former Parent Company to its shareholders prior to the Separation offset by distributions to the Former Parent Company for stock based compensation and are reflected in the consolidated financial statements due to Matson being the successor company of the Former Parent Company for accounting purposes. No distributions were made subsequent to 2012.

14. REPORTABLE SEGMENTS

Reportable segments are components of an enterprise that engage in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company's chief operating decision maker is its Chief Executive Officer.

The Company consists of two segments, Ocean Transportation and Logistics, which are further described in Note 1. Reportable segments are measured based on operating profit, exclusive of interest expense, general corporate expenses, and income taxes. In arrangements where the customer purchases ocean transportation and logistics services, the revenues are allocated to each reportable segment based upon the contractual amounts for each type of service.

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Reportable segment information for 2014, 2013, and 2012 is summarized below (in millions):

	Years Ended December 31, 2014	2013	2012
Revenue:			
Ocean Transportation	$ 1,278.4	$ 1,229.4	$ 1,189.8
Logistics	435.8	407.8	370.2
Total revenue	$ 1,714.2	$ 1,637.2	$ 1,560.0
Operating Income:			
Ocean Transportation (1)	$ 131.1	$ 94.3	$ 96.6
Logistics	8.9	6.0	0.1
Total operating income	140.0	100.3	96.7
Interest expense, net	(17.3)	(14.4)	(11.7)
Income before income taxes	122.7	85.9	85.0
Income taxes	(51.9)	(32.2)	(33.0)
Income from continuing operations	70.8	53.7	52.0
Discontinued operations	—	—	(6.1)
Net income	$ 70.8	$ 53.7	$ 45.9

(1) The Ocean Transportation segment includes $6.6 million, $(2.0) million and $3.2 million of equity in income (loss) from the Company's Terminal Joint Venture, SSAT, for 2014, 2013, and 2012, respectively.

	As of December 31, 2014	2013	2012
As of December 31:			
Identifiable Assets:			
Ocean Transportation (2)	$ 1,313.9	$ 1,168.6	$ 1,097.2
Logistics	87.9	79.7	77.1
Total assets	$ 1,401.8	$ 1,248.3	$ 1,174.3
Capital Expenditures:			
Ocean Transportation	$ 27.8	$ 33.8	$ 37.0
Logistics	0.1	1.4	1.1
Total capital expenditures	$ 27.9	$ 35.2	$ 38.1
Depreciation and Amortization from Continuing Operations:			
Ocean Transportation	$ 66.6	$ 66.4	$ 69.1
Logistics	3.1	3.3	3.4
Total depreciation and amortization	$ 69.7	$ 69.7	$ 72.5

(2) The Ocean Transportation segment includes $64.4 million, $57.6 million, and $59.6 million related to the Company's Terminal Joint Venture equity investment in SSAT as of December 31, 2014, 2013, and 2012, respectively.

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15. QUARTERLY INFORMATION (Unaudited)

Segment results by quarter for 2013 and 2012 are listed below (in millions, except per-share amounts):

	Quarters During the Year Ended December 31, 2014 Q1	Q2	Q3	Q4
Revenue:				

		Q1		Q2		Q3		Q4
Ocean Transportation	$	294.6	$	321.1	$	329.5	$	333.2
Logistics		97.9		115.3		112.3		110.3
Total operating revenue	$	392.5	$	436.4	$	441.8	$	443.5
Operating Income:								
Ocean Transportation	$	9.4	$	32.8	$	42.6	$	46.3
Logistics		0.5		2.9		2.4		3.1
Total operating income		9.9		35.7		45.0		49.4
Interest Expense		(4.1)		(4.5)		(4.4)		(4.3)
Income before Income Taxes		5.8		31.2		40.6		45.1
Income tax expense		(2.4)		(13.1)		(19.1)		(17.3)
Net Income	$	3.4	$	18.1	$	21.5	$	27.8
Basic Earnings Per Share:	$	0.08	$	0.42	$	0.50	$	0.65
Diluted Earnings Per Share:	$	0.08	$	0.42	$	0.50	$	0.63

	Quarters During the Year Ended December 31, 2013							
		Q1		Q2		Q3		Q4
Revenue:								
Ocean Transportation	$	299.9	$	310.0	$	310.1	$	309.4
Logistics		94.8		106.6		104.9		101.5
Total operating revenue	$	394.7	$	416.6	$	415.0	$	410.9
Operating Income (loss):								
Ocean Transportation	$	18.5	$	34.3	$	25.5	$	16.0
Logistics		0.2		2.2		1.7		1.9
Total operating income		18.7		36.5		27.2		17.9
Interest Expense		(3.7)		(3.6)		(3.6)		(3.5)
Income before Income Taxes		15.0		32.9		23.6		14.4
Income tax expense		(5.9)		(12.8)		(6.4)		(7.1)
Net Income	$	9.1	$	20.1	$	17.2	$	7.3
Basic Earnings Per Share:	$	0.21	$	0.47	$	0.40	$	0.17
Diluted Earnings Per Share:	$	0.21	$	0.47	$	0.40	$	0.17

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding Effectiveness of Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

Internal Control over Financial Reporting

See page 33, for management's annual report on internal control over financial reporting, which is incorporated herein by reference.

See page 34, for the attestation report of the independent registered public accounting firm on the Company's internal control over financial reporting, which is incorporated herein by reference.

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the Company's fiscal fourth quarter ended December 31, 2014, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

A. Directors

For information about the directors of Matson, see the section captioned "Election of Directors" in Matson's proxy statement for the 2015 Annual Meeting of Shareholders ("Matson's 2015 Proxy Statement"), which section is incorporated herein by reference.

B. Executive Officers

For information about the executive officers of Matson, see the section captioned "Executive Officers" in Matson's 2015 Proxy Statement, which section is incorporated herein by reference.

C. Corporate Governance

For information about the Audit Committee of the Matson Board of Directors and compliance with Section 16 (a) of the Exchange Act, see the sections captioned "Board of Directors and Committees of Board" and "Section 16 (a) Beneficial Ownership Reporting Compliance" in Matson's 2015 Proxy Statement, which sections are incorporated herein by reference.

D. Code of Ethics

For information about Matson's Code of Ethics, see the subsection captioned "Code of Ethics" in Matson's 2015 Proxy Statement, which subsection is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

See the section captioned "Executive Compensation" and the subsections captioned "Compensation of Directors" and "Pay Risk Assessment" in Matson's 2015 Proxy Statement, which section and subsections are incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

See the section captioned "Security Ownership of Certain Shareholders" and the subsections titled "Security Ownership of Directors and Executive Officers" and "Equity Compensation Plan Information" in Matson's 2015 Proxy Statement, which section and subsections are incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

See the section captioned "Election of Directors" and the subsection captioned "Certain Relationships and Transactions" in Matson's 2015 Proxy Statement, which section and subsection are incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information concerning principal accountant fees and services appears in the sections captioned "Audit Committee Report" and "Ratification of Appointment of Independent Registered Public Accounting Firm" in Matson's 2015 Proxy Statement, which sections are incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

A. Financial Statements

The consolidated financial statements are set forth in Item 8 of Part II above.

B. Financial Statement Schedules

All schedules are omitted because of the absence of the conditions under which they are required or because the information called for is included in the consolidated financial statements or notes thereto.

C. Exhibits Required by Item 601 of Regulation S-K

Exhibits not filed herewith are incorporated by reference to the exhibit number and previous filing shown in parentheses. All previous exhibits were filed with the Securities and Exchange Commission in Washington, D.C.

Exhibits filed pursuant to the Securities Exchange Act of 1934 were filed under file number 001-34187. Shareholders may obtain copies of exhibits for a copying and handling charge of $0.15 per page by writing to, Corporate Secretary, Matson, Inc., 555 12th Street, Oakland, California 94607.

2. Plan of acquisition, reorganization, arrangement, liquidation or succession.

2.1 Agreement and Plan of Merger, dated as of November 11, 2014, by and among Matson Navigation Company, Inc., Hogan Acquisition Inc. and Horizon Lines, Inc. (incorporated by reference to Exhibit 2.1 of Matson's Form 8-K dated November 11, 2014).

2.2 Amendment No. 1 to Agreement and Plan of Merger, dated as of February 13, 2015, by and among Matson Navigation Company, Inc., Hogan Acquisition Inc. and Horizon Lines, Inc. (incorporated by reference to Exhibit 2.1 of Matson's Form 8-K dated February 13, 2015).

3. Articles of incorporation and bylaws.

3.1 Amended and Restated Articles of Incorporation of Matson, Inc. (incorporated by reference to Exhibit 3.1 of Matson's Form 10-Q for the quarter ended June 30, 2012).

3.2 Articles of Amendment to Change Corporate Name (incorporated by reference to Exhibit 4.2 of Matson's Form S-8 dated October 26, 2012).

3.3 Amended and Restated Bylaws of Matson, Inc. (as amended as of November 6, 2013) (incorporated by reference to Exhibit 3.1 of Matson's Form 10-Q for the quarter ended September 30, 2013).

10. Material contracts.

10.1 Transition Services Agreement, dated as of June 8, 2012, by and between Matson, Inc. (formerly known as Alexander & Baldwin Holdings, Inc.) and A & B II, Inc. (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated June 8, 2012).

10.2 Employee Matters Agreement, dated as of June 8, 2012, by and between Matson, Inc. (formerly known as Alexander & Baldwin Holdings, Inc.) and A & B II, Inc. (incorporated by reference to Exhibit 10.2 of Matson's Form 8-K dated June 8, 2012).

10.3 Tax Sharing Agreement, dated as of June 8, 2012, by and between Matson, Inc. (formerly known as Alexander & Baldwin Holdings, Inc.) and A & B II, Inc. (incorporated by reference to Exhibit 10.3 of Matson's Form 8-K dated June 8, 2012).

10.4 Second Amended and Restated Note Agreement among Matson Navigation Company, Inc., Prudential Investment Management, Inc. and the other purchasers party thereto, dated as of June 4, 2012 (incorporated by reference to Exhibit 10.4 of Alexander & Baldwin, Inc.'s Form 8-K dated June 7, 2012).

10.5 Limited Consent — Amended and Restated Note Agreement between Matson Navigation Company and The Prudential Insurance Company of America and Pruco Life Insurance Company, dated as of June 4, 2012 (incorporated by reference to Exhibit 10.5 of Alexander & Baldwin, Inc.'s Form 8-K dated June 4, 2012).

10.6 Credit Agreement between Matson Navigation Company, Inc., First Hawaiian Bank, Bank of America, N.A. and the other lenders party thereto, dated as of June 4, 2012 (incorporated by reference to Exhibit 10.6 of Alexander & Baldwin, Inc.'s Form 8-K dated June 4, 2012).

10.7 Amended and Restated Limited Liability Company Agreement of SSA Terminal LLC by and between SSA Ventures, Inc. and Matson Ventures, Inc., dated as of April 24, 2002 (certain portions of this exhibit have been omitted pursuant to a confidential treatment request submitted to the Commission) (incorporated by reference to Exhibit 10.1 of Matson's Form 10-Q for the quarter ended June 30, 2012).

10.8 Parent Company Agreement, dated as of April 24, 2002, by and among SSA Pacific Terminals, Inc., formerly known as Stevedoring Services of America, Inc., SSA Ventures, Inc., Matson Navigation Company, Inc. and Matson Ventures, Inc. (incorporated by reference to Exhibit 10.2 of Matson's Form 10-Q for the quarter ended June 30, 2012).

10.9 Borrower Assignment, Assumption, and Release among Bank of America, N.A., Matson Navigation Company, Inc. and Matson, Inc., dated as of June 28, 2012 (incorporated by reference to Exhibit 10.3 of Matson's Form 10-Q for the quarter ended June 30, 2012).

10.10 Company Assignment, Assumption and Release Agreement among The Prudential Insurance Company of America, Pruco Life Insurance Company, The Prudential Life Insurance Company, Ltd., Gibraltar Life Insurance Co. Ltd., Prudential Annuities Life Assurance Corporation and Prudential Arizona Reinsurance Universal Company, Matson Navigation Company, Inc. and Matson, Inc. dated June 29, 2012 (incorporated by reference to Exhibit 10.4 of Matson's Form 10-Q for the quarter ended June 30, 2012).

10.11 Security Agreement between Matson Navigation Company, Inc. and the United States of America, with respect to $55 million of Title XI ship financing bonds, dated July 29, 2004 (incorporated by reference to Exhibit 10.a.(xxvi) of Alexander & Baldwin, Inc.'s Form 10-Q for the quarter ended September 30, 2004).

10.12 Amendment No. 1 dated September 21, 2007, to Security Agreement between Matson Navigation Company, Inc. and the United States of America, with respect to $55 million of Title XI ship financing bonds, dated July 29, 2004 (incorporated by reference to Exhibit 10.a.(xxx) of Alexander & Baldwin, Inc.'s Form 10-Q for the quarter ended September 30, 2007).

10.13 Matson, Inc. 2007 Incentive Compensation Plan, amended and restated, effective January 29, 2015.

10.14 Form of Notice of Performance Share Award Grant (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated January 29, 2013).

10.15 Form of Matson, Inc. Performance Share Award Agreement (incorporated by reference to Exhibit 10.2 of Matson's Form 8-K dated January 29, 2013).

10.16 Form of Notice of Stock Option Grant (incorporated by reference to Exhibit 99.2 to Matson's Form S-8 dated October 26, 2012).

10.17 Form of Stock Option Agreement for Non-Executive Employees (incorporated by reference to Exhibit 99.3 of Matson's Form S-8 dated October 26, 2012).

10.18 Form of Stock Option Agreement for Executive Employees (incorporated by reference to Exhibit 99.4 of Matson's Form S-8 dated October 26, 2012).

10.19 Form of Notice of Time-Based Restricted Stock Unit Grant (incorporated by reference to Exhibit 99.5 of Matson's Form S-8 dated October 26, 2012).

10.20 Form of Time-Based Restricted Stock Unit Agreement for Non-Executive Employees (incorporated by reference to Exhibit 99.6 of Matson's Form S-8 dated October 26, 2012).

10.21 Form of Time-Based Restricted Stock Unit Agreement for Executive Employees (incorporated by reference to Exhibit 99.7 of Matson's Form S-8 dated October 26, 2012).

10.22 Form of Amended and Restated Restricted Stock Unit Award Agreement for Non-Employee Directors (No Deferral) (incorporated by reference to Exhibit 10.20 of Matson's Form 10-K for the year ended December 31, 2013).

10.23 Form of Amended and Restated Restricted Stock Unit Award Agreement for Non-Employee Directors (Deferral Election) (incorporated by reference to Exhibit 10.21 of Matson's Form 10-K for the year ended December 31, 2013).

10.24 Form of Anti-Dilution Adjustment Amendment to Restricted Stock Unit Award Agreements (incorporated by reference to Exhibit 99.10 of Matson's Form S-8 dated October 26, 2012).

10.25 Form of Anti-Dilution Adjustment Amendment to Stock Option Agreements (incorporated by reference to Exhibit 99.11 of Matson's Form S-8 dated October 26, 2012).

10.26 Form of Anti-Dilution Adjustment Amendment to 2012 Performance-Based Restricted Stock Unit Award Agreements (incorporated by reference to Exhibit 99.12 of Matson's Form S-8 dated October 26, 2012).

10.27 Matson, Inc. 1998 Stock Option/Stock Incentive Plan (formerly known as the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan) (incorporated by reference to Exhibit 99.1 of Post-Effective Amendment No. 2 to Alexander & Baldwin, Inc.'s Form S-8 dated June 6, 2012).

10.28 Matson, Inc. 1998 Non-Employee Director Stock Option Plan (formerly known as the Alexander & Baldwin, Inc. 1998 Non-Employee Director Stock Option Plan) (incorporated by reference to Exhibit 99.2 of Post-Effective Amendment No. 2 to Alexander & Baldwin, Inc.'s Form S-8 dated June 6, 2012).

10.29 Form of Restricted Stock Unit Assumption Agreement (incorporated by reference to Exhibit 99.3 of Post-Effective Amendment No. 2 to Alexander & Baldwin, Inc.'s Form S-8 dated June 6, 2012).

10.30 Form of Stock Option Assumption Agreement (incorporated by reference to Exhibit 99.4 of Post-Effective Amendment No. 2 to Alexander & Baldwin, Inc.'s Form S-8 dated June 6, 2012).

10.31 Special Form of Restricted Stock Unit Assumption Agreement (incorporated by reference to Exhibit 99.5 of Post-Effective Amendment No. 2 to Alexander & Baldwin, Inc.'s Form S-8 dated June 6, 2012).

10.32 Special Form of Stock Option Assumption Agreement (incorporated by reference to Exhibit 99.6 of Post-Effective Amendment No. 2 to Alexander & Baldwin, Inc.'s Form S-8 dated June 6, 2012).

10.33 Matson, Inc. Deferred Compensation Plan for Outside Directors (incorporated by reference to Exhibit 10.34 of Matson's Form 10-K for the year ended December 31, 2012).

10.34 Matson, Inc. Excess Benefits Plan, amended and restated effective August 27, 2014 (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated August 28, 2014).

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10.35 Matson, Inc. Executive Survivor/Retirement Benefit Plan (formerly known as the Alexander & Baldwin, Inc. Executive Survivor/Retirement Benefit Plan), amended and restated effective January 1, 2005 (incorporated by reference to Exhibit 10.b.1.(l) of Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.36 Matson, Inc. Executive Survivor/Retirement Benefit Plan (formerly known as the Alexander & Baldwin, Inc. Executive Survivor/Retirement Benefit Plan), amended and restated effective February 27, 2008 (incorporated by reference to Exhibit 10.b.1.(li) of Alexander &Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.37 Matson, Inc. 1985 Supplemental Executive Retirement Plan (formerly known as the Alexander & Baldwin, Inc. 1985 Supplemental Executive Retirement Plan), amended and restated effective as of January 1, 2008 (incorporated by reference to Exhibit 10.b.1.(lii) of Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.38 Amendment No. 1 to the Matson, Inc. 1985 Supplemental Executive Retirement Plan (formerly known as the Alexander & Baldwin, Inc. 1985 Supplemental Executive Retirement Plan), effective as of December 31, 2011 (incorporated by reference to Exhibit 10.b.1.(liii) of Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.39 Amendment No. 2 to the Matson, Inc. 1985 Supplemental Executive Retirement Plan (formerly known as the Alexander & Baldwin, Inc. 1985 Supplemental Executive Retirement Plan), effective as of January 1, 2012 (incorporated by reference to Exhibit 10.b.1.(liv) of Alexander &Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.40 Matson, Inc. Retirement Plan for Outside Directors (incorporated by reference to Exhibit 10.44 of Matson's Form 10-K for the year ended December 31, 2012).

10.41 Form of Letter Agreement entered into with certain executive officers (incorporated by reference to Exhibit 10.45 of Matson's Form 10-K for the year ended December 31, 2012).

10.42 Schedule identifying executive officers who have entered into Form of Letter Agreement.

10.43 Form of Letter Agreement entered into with executive officer (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated October 24, 2014).

10.44 Letter Agreement Counter Party (incorporated by reference to Exhibit 10.2 of Matson's Form 8-K dated October 24, 2014).

10.45 Matson, Inc. Executive Severance Plan (incorporated by reference to Exhibit 10.47 of Matson's Form 10-K for the year ended December 31, 2012).

10.46 Matson, Inc. One-Year Performance Improvement Incentive Plan (incorporated by reference to Exhibit 10.48 of Matson's Form 10-K for the year ended December 31, 2012).

10.47 Matson, Inc. Cash Incentive Plan (incorporated by reference to Exhibit 10.49 of Matson's Form 10-K for the year ended December 31, 2012).

10.48 Matson, Inc. Three-Year Performance Improvement Incentive Plan (formerly known as the Alexander & Baldwin, Inc. Three-Year Performance Improvement Incentive Plan), as restated effective October 22, 1992 (incorporated by reference to Exhibit 10.b.1.(lxxi) of Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.49 Matson, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.51 of Matson's Form 10-K for the year ended December 31, 2012).

10.50 Matson, Inc. Restricted Stock Bonus Plan (formerly known as the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan), as restated effective April 28, 1988 (incorporated by reference to Exhibit 10.b.1.(lxxiv) of Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.51 Amendment No. 1 to the Matson Restricted Stock Bonus Plan (formerly known as the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan), effective December 11, 1997 (incorporated by reference to Exhibit 10.b.1.(lxxv) to Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

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10.52 Amendment No. 2 to the Matson Restricted Stock Bonus Plan (formerly known as the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan), dated June 25, 1998 (incorporated by reference to Exhibit 10.b.1.(lxxvi) to Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.53 Amendment No. 3 to the Matson Restricted Stock Bonus Plan (formerly known as the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan), dated December 8, 2004 (incorporated by reference to Exhibit 10.b.1.(lxxvii) to Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.54 Amendment No. 4 to the Matson Restricted Stock Bonus Plan (formerly known as the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan), dated December 13, 2007 (incorporated by reference to Exhibit 10.b.1.(lxxvii) to Alexander & Baldwin, Inc.'s Form 10-K for the year ended December 31, 2011).

10.55 Agreement and Plan of Merger, dated as of February 13, 2012, by and among Alexander & Baldwin, Inc., Alexander & Baldwin Holdings, Inc. and A&B Merger Corporation (incorporated by reference to Exhibit 2.1 of Alexander & Baldwin, Inc.'s Form 8-K dated February 13, 2012).

10.56 Separation and Distribution Agreement, dated as of June 8, 2012, by and between Alexander & Baldwin Holdings, Inc. and A&B II, Inc. (incorporated by reference to Exhibit 2.1 of Matson's Form 8-K dated June 8, 2012).

10.57 Shipbuilding Contract, by and between Aker Philadelphia Shipyard, Inc. and Matson Navigation Company, Inc., dated as of November 6, 2013 (certain portions of this exhibit have been omitted pursuant to a confidential treatment request submitted to the Commission) (incorporated by reference to Exhibit 10.56 of Matson's Form 10-K for the year ended December 31, 2013).

10.58 Shipbuilding Contract, by and between Aker Philadelphia Shipyard, Inc. and Matson Navigation Company, Inc., dated as of November 6, 2013 (certain portions of this exhibit have been omitted pursuant to a confidential treatment request submitted to the Commission) (incorporated by reference to Exhibit 10.57 of Matson's Form 10-K for the year ended December 31, 2013).

10.59 Guaranty Agreement by Aker Philadelphia Shipyard ASA, in favor of Matson Navigation Company, Inc., dated as of November 6, 2013 (incorporated by reference to Exhibit 10.58 of Matson's Form 10-K for the year ended December 31, 2013).

10.60 Note Purchase Agreement among Matson, Inc., and the purchasers party thereto, dated as of November 5, 2013 (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated January 29, 2014).

10.61 Form of Capital Construction Fund Agreement with Matson Navigation Company, as amended by Addendums No. 2, No. 5, No. 18, No. 20 and No. 31, thereto (incorporated by reference to Exhibit 10.60 of Matson's Form 10-K for the year ended December 31, 2013).

10.62 Form of Consulting Agreement by and between Matson Navigation Company, Inc., and Kevin C. O'Rourke (incorporated by reference to Exhibit 10.61 of Matson's Form 10-K for the year ended December 31, 2013).

10.63 Form of Notice of Performance Share Award Grant (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated January 29, 2013).

10.64 Form of Performance Share Award Agreement (incorporated by reference to Exhibit 10-2 of Matson's Form 8-K dated January 29, 2013).

10.65 Settlement Agreement, dated as of July 17, 2014, among the United States of America, acting through the United States Department of Justice and on behalf of the United States Surface Deployment and Distribution Command, Matson Navigation Company, Inc., and Mario Rizzo (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated July 22, 2014).

10.66 Form of Voting Agreement, dated as of November 11, 2014, among Matson Navigation Company, Inc. and certain holders of voting securities of Horizon Lines, Inc. (incorporated by reference to Exhibit 10.1 of Matson's Form 8-K dated November 11, 2014).

21. Matson, Inc. Subsidiaries as of February 1, 2015.

23. Consent of Deloitte & Touche, LLP dated February 27, 2015.

31.1 Certification of Chief Executive Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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31.2 Certification of Chief Financial Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32. Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MATSON, INC.
(Registrant)

Date: February 27, 2015

/s/ Matthew J. Cox
Matthew J. Cox
President,
Chief Executive Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Matthew J. Cox Matthew J. Cox	President, Chief Executive Officer and Director	February 27, 2015
/s/ Walter A. Dods, Jr. Walter A. Dods, Jr.	Chairman of the Board and Director	February 27, 2015
/s/ W. Blake Baird W. Blake Baird	Director	February 27, 2015
/s/ Michael J. Chun Michael J. Chun	Director	February 27, 2015
/s/ Thomas B. Fargo Thomas B. Fargo	Director	February 27, 2015
/s/ Constance H. Lau Constance H. Lau	Director	February 27, 2015
/s/ Jeffrey N. Watanabe Jeffrey N. Watanabe	Director	February 27, 2015
/s/ Joel M. Wine Joel M. Wine	Senior Vice President and Chief Financial Officer	February 27, 2015

/s/ Dale B. Hendler Dale B. Hendler	Vice President and Controller, (principal accounting officer)	February 27, 2015

Exhibit 10.13

MATSON, INC.
2007 INCENTIVE COMPENSATION PLAN

AS AMENDED AND RESTATED EFFECTIVE JANUARY 28, 2010,
AS ASSUMED BY ALEXANDER & BALDWIN HOLDINGS, INC.
EFFECTIVE JUNE 6, 2012,
AS RENAMED, EFFECTIVE JUNE 29, 2012
AND
AS AMENDED AND RESTATED EFFECTIVE OCTOBER 24, 2012 TO REFLECT
ADJUSTMENTS REQUIRED PURSUANT TO SECTION V.F OF ARTICLE ONE
IN CONNECTION WITH THE SPIN-OFF OF ALEXANDER & BALDWIN, INC.
AND
AS FURTHER AMENDED AND RESTATED EFFECTIVE FEBRUARY 27, 2014 AND JANUARY 29, 2015

ARTICLE ONE

GENERAL PROVISIONS

I. PURPOSE OF THE PLAN

This 2007 Incentive Compensation Plan, as amended and restated, is intended to promote the interests of Matson, Inc., a Hawaii corporation, by providing eligible persons in the Corporation's service with the opportunity to participate in one or more cash or equity incentive compensation programs designed to encourage them to continue their service relationship with the Corporation.

The 2007 Incentive Compensation Plan was originally adopted by Alexander & Baldwin, Inc., a Hawaii corporation on the Plan Effective Date (the "***Original Plan***"). Subsequently the Original Plan was assumed by Alexander & Baldwin Holdings, Inc. ("***Holdings***") on June 6, 2012 upon the consummation of the merger of Alexander & Baldwin, Inc. with a wholly-owned subsidiary of Holdings (the "***Merger***"), pursuant to which Holdings became the parent holding company of Alexander & Baldwin, Inc. in accordance with the terms of the Agreement and Plan of Merger by and among Holdings, Alexander & Baldwin, Inc, and A&B Merger Corporation dated February 13, 2012. On June 29, 2012 Holdings consummated a spin-off transaction by distributing all of the shares of Alexander & Baldwin, Inc. (formerly known as A&B II, Inc.) to its shareholders (the "***Spin-off***") and changed its name to Matson, Inc. ("***Matson***") and the Original Plan's name was changed, effective June 29, 2012 to be named the Matson, Inc. 2007 Incentive Compensation Plan.

Effective as of the Merger, the securities issuable pursuant to the provisions of the Original Plan as assumed by Matson (formerly known as Holdings) are shares of Matson common stock.

Capitalized terms shall have the meanings assigned to such terms in the attached Appendix, and those terms have been revised to reflect the assumption of the Original Plan by Matson and the status of Matson as the successor corporation to Alexander & Baldwin, Inc. and subsequent amendments made to the 2007 Incentive Compensation Plan by Matson from time to time.

II. STRUCTURE OF THE PLAN

A. The Plan shall be divided into a series of separate incentive compensation programs:

- the Discretionary Grant Program under which eligible persons may, at the discretion of the Plan Administrator, be granted options to purchase shares of Common Stock or stock appreciation rights tied to the value of such Common Stock,

- the Stock Issuance Program under which eligible persons may, at the discretion of the Plan Administrator, be issued shares of Common Stock pursuant to restricted stock awards, restricted stock units, performance shares or other stock-based awards which vest upon the completion of a designated service period or the attainment of pre-established performance milestones, or such shares of Common Stock may be issued through direct purchase or as a bonus for services rendered the Corporation (or any Parent or Subsidiary),

- the Incentive Bonus Program under which eligible persons may, at the discretion of the Plan Administrator, be provided with incentive bonus opportunities through performance unit awards and special cash incentive programs tied to the attainment of pre-established performance milestones, and

- the Automatic Grant Program under which eligible non-employee Board members will automatically receive equity awards at designated intervals over their period of continued Board service.

B. The provisions of Articles One and Six shall apply to all incentive compensation programs under the Plan and shall govern the interests of all persons under the Plan.

III. ADMINISTRATION OF THE PLAN

A. The Compensation Committee (either acting directly or through a subcommittee of two or more members of the Compensation Committee) shall have sole and exclusive authority to administer the Discretionary Grant, Stock Issuance and Incentive Bonus Programs with respect to Section 16 Insiders. Administration of the Discretionary Grant, Stock Issuance and Incentive Bonus Programs with respect to all other persons eligible to participate in those programs may, at the Board's discretion, be vested in the Compensation Committee or a Secondary Board Committee, or the Board may retain the power to administer those programs with respect to all such persons. However, all Awards to non-employee Board members (other than pursuant to the Automatic Grant Program) shall be made by the Compensation Committee (or subcommittee thereof) which shall at the time of any such Award be comprised solely of independent directors, as determined in accordance with the governance standards established by the Stock Exchange on which the Common Stock is at the time primarily traded (the "***Independent Directors***"). In addition, any Awards for members of the Compensation Committee (other than pursuant to the Automatic Grant Program) must be authorized by a disinterested majority of the Independent Directors.

B. Members of the Compensation Committee or any Secondary Board Committee shall serve for such period of time as the Board may determine and may be removed by the Board at any time. The Board may also at any time terminate the functions of any Secondary Board Committee and reassume all powers and authority previously delegated to such committee.

C. Each Plan Administrator shall, within the scope of its administrative functions under the Plan, have full power and authority (subject to the provisions of the Plan) to establish such rules and regulations as it may deem appropriate for proper administration of the Discretionary Grant, Stock Issuance and Incentive Bonus Programs and to make such determinations under, and issue such interpretations of, the provisions of those programs and any outstanding Awards thereunder as it may deem necessary or advisable. Decisions of the Plan Administrator within the scope of its administrative functions under the Plan shall be final and binding on all parties who have an interest in the Discretionary Grant, Stock Issuance and Incentive Bonus Programs under its jurisdiction or any Award thereunder.

D. Service as a Plan Administrator by the members of the Compensation Committee or the Secondary Board Committee shall constitute service as Board members, and the members of each such committee shall accordingly be entitled to full indemnification and reimbursement as Board members for their service on such committee. No member of the Compensation Committee or the Secondary Board Committee shall be liable for any act or omission made in good faith with respect to the Plan or any Award thereunder.

E. Administration of the Automatic Grant Program shall be self-executing in accordance with the terms of that program, and no Plan Administrator shall exercise any discretionary functions with respect to any Awards made under that program, except that the Compensation Committee (or subcommittee thereof) shall have the express authority to establish from time to time the applicable dollar amount to be used to determine the specific number of shares of Common Stock for which the initial and annual Awards are to be made to the non-employee Board members in accordance with the dollar value formula set forth in Article Five.

IV. ELIGIBILITY

A. The persons eligible to participate in the Plan are as follows:

(i) Employees,

(ii) Non-employee members of the Board or the board of directors of any Parent or Subsidiary, and

(iii) Consultants and other independent advisors who provide services to the Corporation (or any Parent or Subsidiary).

B. The Plan Administrator shall have full authority to determine, (i) with respect to Awards made under the Discretionary Grant Program, which eligible persons are to receive such Awards, the time or times when those Awards are to be made, the number of shares to be covered by each such Award, the time or times when the Award is to become exercisable, the vesting schedule (if any) applicable to the Award, the maximum term for which such Award is to remain outstanding and the status of a granted option as either an Incentive Option or a Non-Statutory Option; (ii) with respect to Awards under the Stock Issuance Program, which eligible persons are to receive such Awards, the time or times when the Awards are to be made, the number of shares subject to each such Award, the vesting and issuance schedules applicable to the shares which are the subject of such Award, the cash consideration (if any) payable for those shares and the form (cash or shares of Common Stock) in which the Award is to be settled; and (iii) with respect to Awards under the Incentive Bonus Program, which eligible persons are to receive such Awards, the time or times when the Awards are to be made, the performance objectives for each such Award, the amounts payable at designated levels of attained performance, any applicable service vesting requirements, the payout schedule for each such Award and the form (cash or shares of Common Stock) in which the Award is to be settled.

C. The Plan Administrator shall have the absolute discretion to grant options or stock appreciation rights in accordance with the Discretionary Grant Program, to effect stock issuances and other stock-based awards in accordance with the Stock Issuance Program and to grant incentive bonus awards in accordance with the Incentive Bonus Program.

D. The individuals who shall be eligible to participate in the Automatic Grant Program shall be limited to (i) those individuals who first become non-employee Board members on or after the Plan Effective Date, whether through appointment by the Board or election by the Corporation's stockholders, and (ii) those individuals who continue to serve as non-employee Board members on or after the Plan Effective Date. A non-employee Board member who has previously been in the employ of the Corporation (or any Parent or Subsidiary) shall not be eligible to receive a grant under the Automatic Grant Program at the time he or she first becomes a non-employee Board member, but shall be eligible to receive periodic grants under the Automatic Grant Program while he or she continues to serve as a non-employee Board member.

V. STOCK SUBJECT TO THE PLAN

A. The stock issuable under the Plan shall be shares of authorized but unissued or reacquired Common Stock, including shares repurchased by the Corporation on the open market. The number of shares of Common Stock reserved for issuance over the term of the Plan shall be limited to Eight Million Six Hundred Sixty-Two Thousand Two Hundred Four (8,662,204) shares. Such share reserve includes (i) the original Two Million Two Hundred Fifteen Thousand (2,215,000) shares of Common Stock authorized for issuance under the Plan, (ii) an additional Two Million Two Hundred Thousand (2,200,0000) shares of Common Stock authorized by the Board on January 28, 2010 and approved by the stockholders at the 2010 Annual Meeting, (iii) an additional Five Hundred Sixty-Nine Thousand Eighty-Five (569,085) shares authorized pursuant to Section V.B of Article One below as of June 29, 2012 and (iv) an additional Three Million Six Hundred Seventy-Eight Thousand One Hundred Nineteen (3,678,119) shares of Common Stock authorized pursuant to Section V.F of Article One as a result of Spin-off.

B. The Plan shall serve as the successor to the Predecessor Plans, and no further stock option grants or unvested share awards shall be made under the Predecessor Plans on or after the Plan Effective Date. However, all option grants and unvested share awards outstanding under the Predecessor Plans on the Plan Effective Date shall continue in full force and effect in accordance with their terms, and no provision of this Plan shall be deemed to affect or otherwise modify the rights or obligations of the holders of those awards with respect to their acquisition of shares of Common Stock thereunder. To the extent any options outstanding under the Predecessor Plans on the Plan Effective Date expire or terminate unexercised or any unvested shares outstanding under the Predecessor Plans on the Plan Effective Date are forfeited or repurchased by the Corporation at the original issue price, the number of shares of Common Stock subject to those expired or terminated options at the time of expiration or termination and the number of such forfeited or repurchased shares shall be added to the share reserve under this Plan and shall accordingly be available for issuance hereunder, up to a maximum of an additional Nine Hundred Twenty-One Thousand Eight Hundred Thirty-Five (921,835) shares, as adjusted pursuant to Section V.F of Article One as a result of Spin-off.

C. The maximum number of shares of Common Stock that may be issued pursuant to Incentive Options granted under the Plan shall not exceed Eight Million Six Hundred Eight Thousand Four Hundred Seventeen (8,608,417) shares, as adjusted pursuant to Section V.F of Article One as a result of Spin-off.

D. Each person participating in the Plan shall be subject the following limitations:

- for Awards denominated in terms of shares of Common Stock (whether payable in Common Stock, cash or a combination of both), the maximum number of shares of Common Stock for which such Awards (including, without limitation, stock options, stock appreciation rights, restricted stock, restricted stock units and performance shares) may be made to such person in any calendar year shall not exceed Nine Hundred Seventy-Four Thousand Nine Hundred Five (974,905) shares of Common Stock in the aggregate, as adjusted pursuant to Section V.F of Article One as a result of Spin-off, and

- for Awards denominated in terms of cash dollars (whether payable in cash, Common Stock or a combination of both), the maximum dollar amount for which such Awards may be made to such person in any calendar year shall not exceed Five Million Dollars ($5,000,000.00), with such limitation to be measured at the time the Award is made and not at the time the Award becomes payable.

E. Shares of Common Stock subject to outstanding Awards made under the Plan shall be available for subsequent issuance under the Plan to the extent those Awards expire or terminate for any reason prior to the issuance of the shares of Common Stock subject to those Awards. Unvested shares issued under the Plan and subsequently forfeited or repurchased by the Corporation, at a price per share not greater than the original issue price paid per share, pursuant to the Corporation's repurchase rights under the Plan shall be added back to the number of shares of Common Stock reserved for issuance under the Plan and shall accordingly be available for subsequent reissuance. Should the exercise price of an option under the Plan be paid with shares of Common Stock, then the authorized reserve of Common Stock under the Plan shall be reduced by the gross number of shares for which that option is exercised, and not by the net number of shares issued under the exercised stock option. Upon the exercise of any stock appreciation right under the Plan, the share reserve shall be reduced by the gross number of shares as to which such right is exercised, and not by the net number of shares actually issued by the Corporation upon such exercise. If shares of Common Stock otherwise issuable under the Plan are withheld by the Corporation in satisfaction of the withholding taxes incurred in connection with the issuance, vesting or exercise of an Award or the issuance of Common Stock thereunder, then the number of shares of Common Stock available for issuance under the Plan shall be reduced on the basis of the gross number of shares issued, vested or exercised under such Award, calculated in each instance prior to any such share withholding.

F. Should any change be made to the Common Stock by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares, spin-off transaction or other change affecting the outstanding Common Stock as a class without the Corporation's receipt of consideration, or should the value of outstanding shares of Company Stock be substantially reduced as a result of a spin-off transaction or an extraordinary dividend or distribution, or should there occur any merger, consolidation or other reorganization, then equitable adjustments shall be made by the Plan Administrator to (i) the maximum number and/or class of securities issuable under the Plan, (ii) the maximum number and/or class of securities by which the share reserve under the Plan may increase by reason of the expiration or termination of unexercised options or the forfeiture or repurchase of shares under the Predecessor Plans, (iii) the maximum number and/or class of securities that may be issued pursuant to Incentive Options granted under the Plan, (iv) the maximum number and/or class of securities for which any one person may be granted Common Stock-denominated Awards under the Plan per calendar year, (v) the number and/or class of securities and the exercise or base price per share in effect under each outstanding Award under the Discretionary Grant Program, (vi) the number and/or class of securities subject to each outstanding Award under the Stock Issuance Program and the cash consideration (if any) payable per share, (vii) the number and/or class of securities subject to each outstanding Award under the Automatic Grant Program, (viii) the number and/or class of securities for which Awards may subsequently be made to new and continuing non-employee Board members under the Automatic Grant Program, (ix) the number and/or class of securities subject to each outstanding Award under the Incentive Bonus Program denominated in shares of Common Stock and (x) the number and/or class of securities subject to the Corporation's outstanding repurchase rights under the Plan and the repurchase price payable per share. The adjustments shall be made in such manner as the Plan Administrator deems appropriate in order to prevent the dilution or enlargement of benefits under the Plan and the outstanding

Awards thereunder, and such adjustments shall be final, binding and conclusive. In the event of a Change in Control, however, the adjustments (if any) shall be made solely in accordance with the applicable provisions of the Plan governing Change in Control transactions.

G. Outstanding Awards granted pursuant to the Plan shall in no way affect the right of the Corporation to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets.

ARTICLE TWO

DISCRETIONARY GRANT PROGRAM

I. OPTION TERMS

Each option shall be evidenced by one or more documents in the form approved by the Plan Administrator; provided, however, that each such document shall comply with the terms specified below. Each document evidencing an Incentive Option shall, in addition, be subject to the provisions of the Plan applicable to such options.

A. **Exercise Price**.

1. The exercise price per share shall be fixed by the Plan Administrator; ***provided, however,*** that such exercise price shall not be less than one hundred percent (100%) of the Fair Market Value per share of Common Stock on the Award Date.

2. The exercise price shall become immediately due upon exercise of the option and shall, subject to the provisions of the documents evidencing the option, be payable in one or more of the forms specified below:

(i) cash or check made payable to the Corporation,

(ii) shares of Common Stock (whether delivered in the form of actual stock certificates or through attestation of ownership) held for the requisite period (if any) necessary to avoid any resulting charge to the Corporation's earnings for financial reporting purposes and valued at Fair Market Value on the Exercise Date,

(iii) shares of Common Stock otherwise issuable under the option but withheld by the Corporation in satisfaction of the exercise price, with such withheld shares to be valued at Fair Market Value on the Exercise Date, and

(iv) to the extent the option is exercised for vested shares, through a special sale and remittance procedure pursuant to which the Optionee shall concurrently provide instructions to (a) a brokerage firm (reasonably satisfactory to the Corporation for purposes of administering such procedure in compliance with the Corporation's pre-clearance/pre-notification policies) to effect the immediate sale of the purchased shares and remit to the Corporation, out of the sale proceeds available on the settlement date, sufficient funds to cover the aggregate exercise price payable for the purchased shares plus all applicable income and employment taxes required to be withheld by the Corporation by reason of such exercise and (b) the Corporation to deliver the certificates for the purchased shares directly to such brokerage firm on such settlement date in order to complete the sale.

Except to the extent such sale and remittance procedure is utilized, payment of the exercise price for the purchased shares must be made on the Exercise Date.

B. **Exercise and Term of Options.**

1. Each option shall be exercisable at such time or times, during such period and for such number of shares as shall be determined by the Plan Administrator and set forth in the documents evidencing the option. However, no option shall have a term in excess of ten (10) years measured from the Award Date.

2. The Plan Administrator shall also have the discretionary authority, consistent with Code Section 162(m), to structure one or more Awards under the Discretionary Grant Program so that those Awards shall vest and become exercisable only after the achievement of pre-established corporate performance objectives based on one or more Performance Goals and measured over the performance period specified by the Plan Administrator at the time of the Award.

3. Notwithstanding the foregoing, the following limitations shall apply with respect to the vesting schedules established for the Awards made under the Discretionary Grant Program, subject to the acceleration provisions in Paragraph C.2 below and Section IV of this Article Two:

(i) for any such Award which is to vest on the basis of Service, the minimum vesting period shall be three (3) years, with the rate of vesting over that period to be determined by the Plan Administrator; and

(ii) for any such Award which is to vest on the basis of performance objectives, the performance period shall have a duration of at least one year.

C. **Effect of Termination of Service**.

1. The following provisions shall govern the exercise of any options granted pursuant to the Discretionary Grant Program that are outstanding at the time of the Optionee's cessation of Service or death:

(i) Any option outstanding at the time of the Optionee's cessation of Service for any reason shall remain exercisable for such period of time thereafter as shall be determined by the Plan Administrator and set forth in the documents evidencing the option, but no such option shall be exercisable after the expiration of the option term.

(ii) Any option held by the Optionee at the time of the Optionee's death and exercisable in whole or in part at that time may be subsequently exercised by the personal representative of the Optionee's estate or by the person or persons to whom the option is transferred pursuant to the Optionee's will or the laws of inheritance or by the Optionee's designated beneficiary or beneficiaries of that option.

(iii) Should the Optionee's Service be terminated for Cause or should the Optionee otherwise engage in conduct constituting grounds for a termination for Cause while holding one or more outstanding options granted under this Article Two, then all of those options shall terminate immediately and cease to be outstanding.

(iv) During the applicable post-Service exercise period, the option may not be exercised for more than the number of vested shares for which the option is at the time exercisable; ***provided, however,*** that one or more options under the Discretionary Grant Program may be structured so that those options continue to vest in whole or part during the applicable post-Service exercise period. Upon the expiration of the applicable exercise period or (if earlier) upon the expiration of the option term, the option shall terminate and cease to be outstanding for any shares for which the option has not been exercised.

2. The Plan Administrator shall have complete discretion, exercisable either at the time an option is granted or at any time while the option remains outstanding, to:

(i) extend the period of time for which the option is to remain exercisable following the Optionee's cessation of Service from the limited exercise period otherwise in effect for that option to such greater period of time as the Plan Administrator shall deem appropriate, but in no event beyond the expiration of the option term,

(ii) include an automatic extension provision whereby the specified post-Service exercise period in effect for any option granted under this Article Two shall automatically be extended by an additional period of time equal in duration to any interval within the specified post-Service exercise period during which the exercise of that option or the immediate sale of the shares acquired under such option could not be effected in compliance with applicable federal and state securities laws, but in no event shall such an extension result in the continuation of such option beyond the expiration date of the term of that option, and/or

(iii) permit the option to be exercised, during the applicable post-Service exercise period, not only with respect to the number of vested shares of Common Stock for which such option is exercisable at the time of the Optionee's cessation of Service but also with respect to one or more additional installments in which the Optionee would have vested had the Optionee continued in Service.

D. **Stockholder Rights.** The holder of an option shall have no stockholder rights with respect to the shares subject to the option until such person shall have exercised the option, paid the exercise price and become a holder of record of the purchased shares.

E. **Repurchase Rights.** The Plan Administrator shall have the discretion to grant options which are exercisable for unvested shares of Common Stock. Should the Optionee cease Service while such shares are unvested, the Corporation shall have the right to repurchase any or all of those unvested shares at a price per share equal to the ***lower*** of (i) the exercise price paid per share or (ii) the Fair Market Value per share of Common Stock at the time of repurchase. The terms upon which such repurchase right shall be exercisable (including the period and procedure for exercise and the appropriate vesting schedule for the purchased shares) shall be established by the Plan Administrator and set forth in the document evidencing such repurchase right.

F. **Transferability of Options**. The transferability of options granted under the Plan shall be governed by the following provisions:

(i) *Incentive Options*. During the lifetime of the Optionee, Incentive Options shall be exercisable only by the Optionee and shall not be assignable or transferable other than by will or the laws of inheritance following the Optionee's death.

(ii) *Non-Statutory Options*. Non-Statutory Options shall be subject to the same limitation on transfer as Incentive Options, except that the Plan Administrator may structure one or more Non-Statutory Options so that the option may be assigned in whole or in part during the Optionee's lifetime to one or more Family Members of the Optionee or to a trust established exclusively for the Optionee and/or such Family Members, to the extent such assignment is in connection with the Optionee's estate plan or pursuant to a domestic relations order. The assigned portion may only be exercised by the person or persons who acquire a proprietary interest in the option pursuant to the assignment. The terms applicable to the assigned portion shall be the same as those in effect for the option immediately prior to such assignment and shall be set forth in such documents issued to the assignee as the Plan Administrator may deem appropriate.

(iii) *Beneficiary Designations*. Notwithstanding the foregoing, the Optionee may designate one or more persons as the beneficiary or beneficiaries of his or her outstanding options under this Article Two (whether Incentive Options or Non-Statutory Options), and those options shall, in accordance with such designation, automatically be transferred to such beneficiary or beneficiaries upon the Optionee's death while holding those options. Such beneficiary or beneficiaries shall take the transferred options subject to all the terms and conditions of the applicable agreement evidencing each such transferred option, including (without limitation) the limited time period during which the option may be exercised following the Optionee's death.

II. INCENTIVE OPTIONS

The terms specified below shall be applicable to all Incentive Options. Except as modified by the provisions of this Section II, all the provisions of Articles One, Two and Six shall be applicable to Incentive Options. Options which are specifically designated as Non-Statutory Options when issued under the Plan shall not be subject to the terms of this Section II.

A. **Eligibility.** Incentive Options may only be granted to Employees.

B. **Dollar Limitation.** The aggregate Fair Market Value of the shares of Common Stock (determined as of the respective date or dates of grant) for which one or more options granted to any Employee under the Plan (or any other option plan of the Corporation or any Parent or Subsidiary) may for the first time become exercisable as Incentive Options during any one calendar year shall not exceed the sum of One Hundred Thousand Dollars ($100,000).

To the extent the Employee holds two (2) or more such options which become exercisable for the first time in the same calendar year, then for purposes of the foregoing limitations on the exercisability of those options as Incentive Options, such options shall be deemed to become first exercisable in that calendar year on the basis of the chronological order in which they were granted, except to the extent otherwise provided under applicable law or regulation.

C. **10% Stockholder.** If any Employee to whom an Incentive Option is granted is a 10% Stockholder, then the exercise price per share shall not be less than one hundred ten percent (110%) of the Fair Market Value per share of Common Stock on the Award Date, and the option term shall not exceed five (5) years measured from the Award Date.

III. STOCK APPRECIATION RIGHTS

A. **Authority**. The Plan Administrator shall have full power and authority, exercisable in its sole discretion, to grant stock appreciation rights in accordance with this Section III to selected Optionees or other individuals eligible to receive option grants under the Discretionary Grant Program.

B. **Types**. Two types of stock appreciation rights shall be authorized for issuance under this Section III: (i) tandem stock appreciation rights ("Tandem Rights") and (ii) stand-alone stock appreciation rights ("Stand-alone Rights").

C. **Tandem Rights**. The following terms and conditions shall govern the grant and exercise of Tandem Rights.

1. One or more Optionees may be granted a Tandem Right, exercisable upon such terms and conditions as the Plan Administrator may establish, to elect between the exercise of the underlying option for shares of Common Stock or the surrender of that option in exchange for a distribution from the Corporation in an amount equal to the excess of (i) the Fair Market Value (on the option surrender date) of the number of shares in which the Optionee is at the time vested under the surrendered option (or surrendered portion thereof) over (ii) the aggregate exercise price payable for such vested shares.

2. Any distribution to which the Optionee becomes entitled upon the exercise of a Tandem Right may be made in (i) shares of Common Stock valued at Fair Market Value on the option surrender date, (ii) cash or (iii) a combination of cash and shares of Common Stock, as specified in the applicable Award agreement.

D. **Stand-Alone Rights**. The following terms and conditions shall govern the grant and exercise of Stand-Alone Rights:

1. One or more individuals eligible to participate in the Discretionary Grant Program may be granted a Stand-Alone Right not tied to any underlying option under this Discretionary Grant Program. The Stand-Alone Right shall relate to a specified number of shares of Common Stock and shall be exercisable upon such terms and conditions as the Plan Administrator may establish. In no event, however, may the Stand-Alone Right have a maximum term in excess of ten (10) years measured from the Award Date. The provisions and limitations of Paragraphs B.2 and B.3 of Section I of this Article Two shall also be applicable to any Stand-Alone Right awarded under the Plan.

2. Upon exercise of the Stand-Alone Right, the holder shall be entitled to receive a distribution from the Corporation in an amount equal to the excess of (i) the aggregate Fair Market Value (on the exercise date) of the shares of Common Stock underlying the exercised right over (ii) the aggregate base price in effect for those shares.

3. The number of shares of Common Stock underlying each Stand-Alone Right and the base price in effect for those shares shall be determined by the Plan Administrator in its sole discretion at the time the Stand-Alone Right is granted. In no event, however, may the base price per share be less than the Fair Market Value per underlying share of Common Stock on the Award Date.

4. Stand-Alone Rights shall be subject to the same transferability restrictions applicable to Non-Statutory Options and may not be transferred during the holder's lifetime, except if such assignment is in connection with the holder's estate plan and is to one or more Family Members of the holder or to a trust established for the holder and/or one or more such Family Members or pursuant to a domestic relations order covering the Stand-Alone Right as marital property. In addition, one or more beneficiaries may be designated for an outstanding Stand-Alone Right in accordance with substantially the same terms and provisions as set forth in Section I.F of this Article Two.

5. The distribution with respect to an exercised Stand-Alone Right may be made in (i) shares of Common Stock valued at Fair Market Value on the exercise date, (ii) cash or (iii) a combination of cash and shares of Common Stock, as specified in the applicable Award agreement.

6. The holder of a Stand-Alone Right shall have no stockholder rights with respect to the shares subject to the Stand-Alone Right unless and until such person shall have exercised the Stand-Alone Right and become a holder of record of the shares of Common Stock issued upon the exercise of such Stand-Alone Right.

E. **Post-Service Exercise**. The provisions governing the exercise of Tandem and Stand-Alone Rights following the cessation of the recipient's Service shall be substantially the same as those set forth in Section I.C.1 of this Article Two for the options granted under the Discretionary Grant Program, and the Plan Administrator's discretionary

authority under Section I.C.2 of this Article Two shall also extend to any outstanding Tandem or Stand-Alone Appreciation Rights.

IV. CHANGE IN CONTROL

A. In the event of an actual Change in Control transaction, each outstanding Award under the Discretionary Grant Program shall automatically accelerate so that each such Award shall, immediately prior to the effective date of that Change in Control, become exercisable as to all the shares of Common Stock at the time subject to such Award and may be exercised as to any or all of those shares as fully vested shares of Common Stock. However, an outstanding Award under the Discretionary Grant Program shall ***not*** become exercisable on such an accelerated basis if and to the extent: (i) such Award is to be assumed by the successor corporation (or parent thereof) or is otherwise to continue in full force and effect pursuant to the terms of the Change in Control transaction or (ii) such Award is to be replaced with a cash incentive program of the successor corporation which preserves the spread existing at the time of the Change in Control on any shares as to which the Award is not otherwise at that time exercisable and provides for subsequent vesting and payout of that spread in accordance with the same exercise/vesting schedule in effect for that Award or (iii) the acceleration of such Award is subject to other limitations imposed by the Plan Administrator. Notwithstanding the foregoing, any Award outstanding under the Discretionary Grant Program on the date of such Change in Control shall be subject to cancellation and termination, without cash payment or other consideration due the Award holder, if the Fair Market Value per share of Common Stock on the date of such Change in Control (or any earlier date specified in the definitive agreement for the Change in Control transaction) is less than the per share exercise or base price in effect for such Award.

B. All outstanding repurchase rights under the Discretionary Grant Program shall automatically terminate, and the shares of Common Stock subject to those terminated rights shall immediately vest in full, immediately prior to the effective date of an actual Change in Control transaction, except to the extent: (i) those repurchase rights are to be assigned to the successor corporation (or parent thereof) or are otherwise to continue in full force and effect pursuant to the terms of the Change in Control transaction or (ii) such accelerated vesting is precluded by other limitations imposed by the Plan Administrator.

C. Immediately following the consummation of the Change in Control, all outstanding Awards under the Discretionary Grant Program shall terminate and cease to be outstanding, except to the extent assumed by the successor corporation (or parent thereof) or are otherwise continued in full force and effect pursuant to the terms of the Change in Control transaction.

D. Each Award which is assumed in connection with a Change in Control or otherwise continued in effect shall be appropriately adjusted, immediately after such Change in Control, to apply to the number and class of securities into which the shares of Common Stock subject to that Award would have been converted in consummation of such Change in Control had those shares actually been outstanding at that time. Appropriate adjustments to reflect such Change in Control shall also be made to (i) the exercise or base price per share in effect under each outstanding Award, <u>provided</u> the aggregate exercise or base price in

effect for such securities shall remain the same, (ii) the maximum number and/or class of securities available for issuance over the remaining term of the Plan (iii) the maximum number and/or class of securities by which the share reserve under the Plan may increase by reason of the expiration or termination of unexercised options or the forfeiture or repurchase of shares under the Predecessor Plan, (iv) the maximum number and/or class of securities that may be issued pursuant to Incentive Options granted under the Plan, (v) the maximum number and/or class of securities for which any one person may be granted Common Stock-denominated Awards under the Plan per calendar year, (vi) the number and/or class of securities and the exercise or base price per share in effect under each outstanding Award under the Discretionary Grant Program, (vii) the number and/or class of securities subject to each outstanding Award under the Stock Issuance Program and the cash consideration (if any) payable per share, (viii) the number and/or class of securities subject to each outstanding Award under the Incentive Bonus Program denominated in shares of Common Stock, (ix) the number and/or class of securities subject to each outstanding Award under the Automatic Grant Program, (x) the number and/or class of securities for which Awards may subsequently be made to new and continuing non-employee Board members under the Automatic Grant Program and (xi) the number and/or class of securities subject to the Corporation's outstanding repurchase rights under the Plan and the repurchase price payable per share. To the extent the actual holders of the Corporation's outstanding Common Stock receive cash consideration for their Common Stock in consummation of the Change in Control, the successor corporation may, in connection with the assumption or continuation of the outstanding Awards under the Discretionary Grant Program, substitute, for the securities underlying those assumed rights, one or more shares of its own common stock with a fair market value equivalent to the cash consideration paid per share of Common Stock in such Change in Control transaction, provided such common stock is readily traded on an established U.S. securities exchange or market.

E. The Plan Administrator shall have the discretionary authority to structure one or more outstanding Awards under the Discretionary Grant Program so that those Awards shall, immediately prior to the effective date of an actual Change in Control transaction, become exercisable as to all the shares of Common Stock at the time subject to those Awards and may be exercised as to any or all of those shares as fully vested shares of Common Stock, whether or not those Awards are to be assumed in the Change in Control transaction or otherwise continued in effect. In addition, the Plan Administrator shall have the discretionary authority to structure one or more of the Corporation's repurchase rights under the Discretionary Grant Program so that those rights shall terminate immediately prior to the effective date of an actual Change in Control transaction, and the shares subject to those terminated rights shall thereupon vest in full.

F. The Plan Administrator shall have full power and authority to structure one or more outstanding Awards under the Discretionary Grant Program so that those Awards shall become exercisable as to all the shares of Common Stock at the time subject to those Awards in the event the Optionee's Service is subsequently terminated by reason of an Involuntary Termination within a designated period following the effective date of any Change in Control transaction in which those Awards do not otherwise fully accelerate. In addition, the Plan Administrator may structure one or more of the Corporation's repurchase rights so that those rights shall immediately terminate with respect to any shares held by the

Optionee at the time of such Involuntary Termination, and the shares subject to those terminated repurchase rights shall accordingly vest in full at that time.

G. The portion of any Incentive Option accelerated in connection with a Change in Control shall remain exercisable as an Incentive Option only to the extent the applicable One Hundred Thousand Dollar ($100,000) limitation is not exceeded. To the extent such dollar limitation is exceeded, the accelerated portion of such option shall be exercisable as a Non-Statutory Option under the Federal tax laws.

V. PROHIBITION ON REPRICING PROGRAMS

The Plan Administrator shall not (i) implement any cancellation/regrant program pursuant to which outstanding options or stock appreciation rights under the Plan are cancelled and new options or stock appreciation rights are granted in replacement with a lower exercise price per share, (ii) cancel outstanding options or stock appreciation rights under the Plan with exercise or base prices per share in excess of the then current Fair Market Value per share of Common Stock for consideration payable in cash, equity securities of the Corporation or in the form of any other Award under the Plan, except in connection with a

Change in Control transaction, or (iii) otherwise directly reduce the exercise price in effect for outstanding options or stock appreciation rights under the Plan, without in each such instance obtaining stockholder approval.

ARTICLE THREE

STOCK ISSUANCE PROGRAM

I. STOCK ISSUANCE TERMS

Shares of Common Stock may be issued under the Stock Issuance Program, either as vested or unvested shares, through direct and immediate issuances. Each such stock issuance shall be evidenced by a Stock Issuance Agreement which complies with the terms specified below. Shares of Common Stock may also be issued under the Stock Issuance Program pursuant to performance shares or restricted stock units which entitle the recipients to receive the shares underlying those Awards upon the attainment of designated performance goals or the satisfaction of specified Service requirements or upon the expiration of a designated time period following the vesting of those Awards.

A. **Issue Price**.

1. The issue price per share shall be fixed by the Plan Administrator, but shall not be less than one hundred percent (100%) of the Fair Market Value per share of Common Stock on the Award Date.

2. Shares of Common Stock may be issued under the Stock Issuance Program for any of the following items of consideration which the Plan Administrator may deem appropriate in each individual instance:

(i) cash or check made payable to the Corporation;

(ii) past services rendered to the Corporation (or any Parent or Subsidiary); or

(iii) any other valid consideration under the State in which the Corporation is at the time incorporated.

B. **Vesting Provisions**.

1. Shares of Common Stock issued under the Stock Issuance Program may, in the discretion of the Plan Administrator, be fully and immediately vested upon issuance as a bonus for Service rendered or may vest in one or more installments over the Participant's period of Service or upon the attainment of specified performance objectives. The elements of the vesting schedule applicable to any unvested shares of Common Stock issued under the Stock Issuance Program shall be determined by the Plan Administrator and incorporated into the Stock Issuance Agreement. Shares of Common Stock may also be issued under the Stock Issuance Program pursuant to performance shares or restricted stock units which entitle the recipients to receive the shares underlying those Awards upon the attainment of designated performance goals or the satisfaction of specified Service requirements or upon the expiration of a designated time period following the vesting of those Awards, including (without limitation) a deferred distribution date following the

termination of the Participant's Service. Notwithstanding the foregoing, the following limitations shall apply with respect to the vesting schedules established for the Awards made under the Stock Issuance Program, subject to the acceleration provisions in Paragraphs B.6 and B.7 below and Section II of this Article Three:

(i) for any such Award which is to vest on the basis of Service, the minimum vesting period shall be three (3) years, with the rate of vesting over that period to be determined by the Plan Administrator; and

(ii) for any such Award which is to vest on the basis of performance objectives, the performance period shall have a duration of at least one year.

The foregoing minimum vesting requirements shall not be applicable to any Awards made under the Stock Issuance Program to an individual who is at the time of such Award serving solely in the capacity of a non-employee Board member; provided, however, that any Award made under the Stock Issuance Program to such non-employee Board member must have a minimum vesting period of at least one year, with not greater than monthly pro-rated vesting over that period.

2. The Plan Administrator shall also have the discretionary authority, consistent with Code Section 162(m), to structure one or more Awards under the Stock Issuance Program so that the shares of Common Stock subject to those Awards shall vest (or vest and become issuable) upon the achievement of pre-established corporate performance objectives based on one or more Performance Goals and measured over the performance period specified by the Plan Administrator at the time of the Award.

3. Any new, substituted or additional securities or other property (including money paid other than as a regular cash dividend) which the Participant may have the right to receive with respect to the Participant's unvested shares of Common Stock by reason of any stock dividend, stock split, recapitalization, combination of shares, exchange of shares, spin-off transaction, extraordinary dividend or distribution or other change affecting the outstanding Common Stock as a class without the Corporation's receipt of consideration shall be issued subject to (i) the same vesting requirements applicable to the Participant's unvested shares of Common Stock and (ii) such escrow arrangements as the Plan Administrator shall deem appropriate. Equitable adjustments to reflect each such transaction shall also be made by the Plan Administrator to the repurchase price payable per share by the Corporation for any unvested securities subject to its existing repurchase rights under the Plan; provided the aggregate repurchase price shall in each instance remain the same.

4. The Participant shall have full stockholder rights with respect to any shares of Common Stock issued to the Participant under the Stock Issuance Program, whether or not the Participant's interest in those shares is vested. Accordingly, the Participant shall have the right to vote such shares and to receive any dividends paid on such shares, subject to any applicable vesting requirements, including (without limitation) the requirement that any dividends paid on shares subject to performance-vesting conditions shall be held in escrow by the Corporation and shall not vest or actually be paid to the Award

holder prior to the time those shares vest. The Participant shall not have any stockholder rights with respect to the shares of Common Stock subject to a performance share or restricted stock unit Award until that Award vests and the shares of Common Stock are actually issued thereunder. However, dividend-equivalent units may be paid or credited, either in cash or in actual or phantom shares of Common Stock, on outstanding performance share or restricted stock unit Awards, subject to such terms and conditions as the Plan Administrator may deem appropriate; provided, however, that no such dividend-equivalent units relating to Awards subject to performance-vesting conditions shall vest or otherwise become payable prior to the time the underlying Award (or portion thereof to which such dividend-equivalents units relate) vests upon the attainment of the applicable performance goals and shall accordingly be subject to cancellation and forfeiture to the same extent as the underlying Award.

5. Should the Participant cease to remain in Service while holding one or more unvested shares of Common Stock issued under the Stock Issuance Program or should the performance objectives not be attained with respect to one or more such unvested shares of Common Stock, then those shares shall be immediately surrendered to the Corporation for cancellation, and the Participant shall have no further stockholder rights with respect to those shares. To the extent the surrendered shares were previously issued to the Participant for consideration paid in cash or cash equivalent, the Corporation shall repay to the Participant the ***lower*** of (i) the cash consideration paid for the surrendered shares or (ii) the Fair Market Value of those shares at the time of cancellation.

6. The Plan Administrator may in its discretion waive the surrender and cancellation of one or more unvested shares of Common Stock which would otherwise occur upon the cessation of the Participant's Service or the non-attainment of the performance objectives applicable to those shares, but only to the extent such waiver is effected in connection with (i) the Participant's cessation of Service by reason of death, Permanent Disability, Retirement or Involuntary Termination or (ii) the consummation of a Change in Control transaction. Any such waiver shall result in the immediate vesting of the Participant's interest in the shares of Common Stock as to which the waiver applies. However, no vesting requirements tied to the attainment of performance objectives may be waived with respect to shares which were intended at the time of issuance to qualify as performance-based compensation under Code Section 162(m), except in the event of the Participant's cessation of Service by reason of death or Permanent Disability or as otherwise provided in Section II of this Article Three.

7. Outstanding performance shares or restricted stock units under the Stock Issuance Program shall automatically terminate, and no shares of Common Stock shall actually be issued in satisfaction of those Awards, if the performance goals or Service requirements established for those Awards are not attained or satisfied. The Plan Administrator, however, shall have the discretionary authority to issue vested shares of Common Stock under one or more outstanding Awards of performance shares or restricted stock units as to which the designated performance goals or Service requirements have not been attained or satisfied, but only in connection with (i) the Participant's cessation of Service by reason of death, Permanent Disability, Retirement or Involuntary Termination or (ii) the consummation of a Change in Control transaction. However, no vesting requirements

tied to the attainment of performance goals may be waived with respect to Awards which were intended, at the time those Awards were made, to qualify as performance-based compensation under Code Section 162(m), except in the event of the Participant's death or Permanent Disability or as otherwise provided in Section II of this Article Three.

8. The following additional requirements shall be in effect for any performance shares awarded under this Article Three:

(i) At the end of the performance period, the Plan Administrator shall determine the actual level of attainment for each performance objective and the extent to which the performance shares awarded for that period are to vest and become payable based on the attained performance levels.

(ii) The performance shares which so vest shall be paid as soon as practicable following the end of the performance period, unless such payment is to be deferred for the period specified by the Plan Administrator at the time the performance shares are awarded or the period selected by the Participant in accordance with the applicable requirements of Code Section 409A.

(iii) Performance shares may be paid in (i) cash, (ii) shares of Common Stock or (iii) any combination of cash and shares of Common Stock, as determined by the Plan Administrator in its sole discretion.

(iv) Performance shares may also be structured so that the shares are convertible into shares of Common Stock, but the rate at which each performance share is to so convert shall be based on the attained level of performance for each applicable performance objective.

II. CHANGE IN CONTROL

A. Each Award outstanding under the Stock Issuance Program on the effective date of an actual Change in Control transaction may be (i) assumed by the successor corporation (or parent thereof) or otherwise continued in full force and effect pursuant to the terms of the Change in Control transaction or (ii) replaced with a cash incentive program of the successor corporation which preserves the Fair Market Value of the underlying shares of Common Stock at the time of the Change in Control and provides for the subsequent vesting and payment of that value in accordance with the same vesting schedule in effect for those shares at the time of such Change in Control. To the extent any such Award is at the time subject to performance-vesting requirements tied to the attainment of one or more specified performance goals and the Plan Administrator does not at the time provide otherwise, those performance-vesting requirements shall upon the assumption, continuation or replacement of that Award be cancelled, and such Award shall thereupon be converted into a Service-vesting Award, based on an assumed attainment of the applicable performance goals at target level, that will vest in one or more increments over the Service-vesting period in effect for that Award immediately prior to the effective date of the Change in Control. However, to the extent any Award outstanding under the Stock Issuance Program on the effective date of such Change in Control Transaction is not to be so assumed, continued or replaced, that Award shall vest in full immediately prior to the effective date of the actual Change in Control transaction, and the shares of Common Stock underlying the portion of the Award that vests on such accelerated basis shall be issued in accordance with the applicable Award Agreement, unless such accelerated vesting is precluded by other limitations imposed in the Stock Issuance Agreement.

B. Each outstanding Award under the Stock Issuance Program which is assumed in connection with a Change in Control or otherwise continued in effect shall be adjusted immediately after the consummation of that Change in Control so as to apply to the number and class of securities into which the shares of Common Stock subject to that Award immediately prior to the Change in Control would have been converted in consummation of such Change in Control had those shares actually been outstanding at that time, and appropriate adjustments shall also be made to the cash consideration (if any) payable per share thereunder, provided the aggregate amount of such consideration shall remain the same. To the extent the actual holders of the Corporation's outstanding Common Stock receive cash consideration for their Common Stock in consummation of the Change in Control, the successor corporation may, in connection with the assumption or continuation of the outstanding Awards, substitute one or more shares of its own common stock with a fair market value equivalent to the cash consideration paid per share of Common Stock in such Change in Control transaction, provided such common stock is readily traded on an established U.S. securities exchange or market.

C. The Plan Administrator shall have the discretionary authority to structure one or more unvested Awards under the Stock Issuance Program so that the shares of Common Stock subject to those Awards shall automatically vest (or vest and become issuable) in whole or in part immediately prior to the effective date of an actual Change in Control transaction or upon the subsequent termination of the Participant's Service by reason of an Involuntary Termination within a designated period following the effective date of that Change in Control transaction. The Plan Administrator's authority under this Section II.C shall also extend to any Awards intended to qualify as performance-based compensation under Code Section 162(m), even though the automatic vesting of those Awards pursuant to this Section II.C may result in their loss of performance-based status under Code Section 162(m).

ARTICLE FOUR

<u>INCENTIVE BONUS PROGRAM</u>

I. INCENTIVE BONUS TERMS

The Plan Administrator shall have full power and authority to implement one or more of the following incentive bonus programs under the Plan:

(i) cash bonus awards ("***Cash Awards***"),

(ii) performance unit awards ("***Performance Unit Awards***"), and

(iii) dividend equivalent rights ("***DER Awards***").

A. **<u>Cash Awards</u>.** The Plan Administrator shall have the discretionary authority under the Plan to make Cash Awards which are to vest in one or more installments over the Participant's continued Service with the Corporation or upon the attainment of specified performance goals. Each such Cash Award shall be evidenced by one or more documents in the form approved by the Plan Administrator; ***provided however,*** that each such document shall comply with the terms specified below.

1. The elements of the vesting schedule applicable to each Cash Award shall be determined by the Plan Administrator and incorporated into the Incentive Bonus Award Agreement.

2. The Plan Administrator shall also have the discretionary authority, consistent with Code Section 162(m), to structure one or more Cash Awards so that those Awards shall vest upon the achievement of pre-established corporate performance objectives based upon one or more Performance Goals.

3. Should the Participant cease to remain in Service while holding one or more unvested Cash Awards or should the performance objectives not be attained with respect to one or more such Cash Awards, then those Awards shall be immediately terminate, and the Participant shall not be entitled to any cash payment or other consideration with respect to those terminated Awards.

4. Outstanding Cash Awards shall automatically terminate, and no cash payment or other consideration shall be due the holders of those Awards, if the performance goals or Service requirements established for the Awards are not attained or satisfied. The Plan Administrator may in its discretion waive the cancellation and termination of one or more unvested Cash Awards which would otherwise occur upon the cessation of the Participant's Service or the non-attainment of the performance objectives applicable to those Awards. Any such waiver shall result in the immediate vesting of the Participant's interest in the Cash Award as to which the waiver applies. Such wavier may be effected at any time, whether before or after the Participant's cessation of Service or the attainment or non-attainment of the applicable performance objectives. However, no vesting requirements

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tied to the attainment of performance goals may be waived with respect to awards which were intended, at the time those awards were granted, to qualify as performance-based compensation under Code Section 162(m), except in the event of the Participant's death or Permanent Disability or as otherwise provided in Section II of this Article Four.

5. Cash Awards which become due and payable following the attainment of the applicable performance goals or satisfaction of the applicable Service requirement (or the waiver of such goals or Service requirement) may be paid in (i) cash, (ii) shares of Common Stock valued at Fair Market Value on the payment date or (iii) a combination of cash and shares of Common Stock as the Plan Administrator shall determine.

B. **Performance Unit Awards.** The Plan Administrator shall have the discretionary authority to make Performance Unit Awards in accordance with the terms of this Article Four. Each such Performance Unit Award shall be evidenced by one or more documents in the form approved by the Plan Administrator; ***provided however,*** that each such document shall comply with the terms specified below.

1. A Performance Unit shall represent a participating interest in a special bonus pool tied to the attainment of pre-established corporate performance objectives based on one or more Performance Goals. The amount of the bonus pool may vary with the level at which the applicable performance objectives are attained, and the value of each Performance Unit which becomes due and payable upon the attained level of performance shall be determined by dividing the amount of the resulting bonus pool (if any) by the total number of Performance Units issued and outstanding at the completion of the applicable performance period.

2. Performance Units may also be structured to include a Service requirement which the Participant must satisfy following the completion of the performance period in order to vest in the Performance Units awarded with respect to that performance period.

3. Performance Units which become due and payable following the attainment of the applicable performance objectives and the satisfaction of any applicable Service requirement may be paid in (i) cash, (ii) shares of Common Stock valued at Fair Market Value on the payment date or (iii) a combination of cash and shares of Common Stock as the Plan Administrator shall determine.

C. **DER Awards**. The Plan Administrator shall have the discretionary authority to make DER Awards in accordance with the terms of this Article Four. Each such DER Award shall be evidenced by one or more documents in the form approved by the Plan Administrator; ***provided however***, that each such document shall comply with the terms specified below.

1. The DER Awards may be made as stand-alone awards or in tandem with other Awards made under the Plan. The term of each such DER Award shall be established by the Plan Administrator at the time of grant, but no DER Award shall have a term in excess of ten (10) years.

2. Each DER shall represent the right to receive the economic equivalent of each dividend or distribution, whether in cash, securities or other property (other than shares of Common Stock), which is made per issued and outstanding share of Common Stock during the term the DER remains outstanding. A special account on the books of the Corporation shall be maintained for each Participant to whom a DER Award is made, and that account shall be credited per DER with each such dividend or distribution made per issued and outstanding share of Common Stock during the term of that DER remains outstanding.

3. Payment of the amounts credited to such book account may be made to the Participant either concurrently with the actual dividend or distribution made per issued and outstanding share of Common Stock or may be deferred for a period specified by the Plan Administrator at the time the DER Award is made or selected by the Participant in accordance with the requirements of Code Section 409A. In no event, however, shall any DER Award made with respect to an Award subject to performance-vesting conditions under the Stock Issuance or Incentive Bonus Program vest or become payable prior to the vesting of that Award (or the portion thereof to which the DER Award relates) upon the attainment of the applicable performance goals and shall accordingly be subject to cancellation and forfeiture to the same extent as the underlying Award.

4. Payment may be paid in (i) cash, (ii) shares of Common Stock or (iii) a combination of cash and shares of Common Stock as the Plan Administrator shall determine. If payment is to be made in the form of Common Stock, the number of shares of Common Stock into which the cash dividend or distribution amounts are to be converted for purposes of the Participant’s book account may be based on the Fair Market Value per share of Common Stock on the date of conversion, a prior date or an average of the Fair Market Value per share of Common Stock over a designated period, as the Plan Administrator shall determine in its sole discretion.

5. The Plan Administrator shall also have the discretionary authority, consistent with Code Section 162(m), to structure one or more DER Awards so that those Awards shall vest only after the achievement of pre-established corporate performance objectives based upon one or more Performance Goals.

II. CHANGE IN CONTROL

A. The Plan Administrator shall have the discretionary authority to structure one or more Awards under the Incentive Bonus Program so that those Awards shall automatically vest in whole or in part immediately prior to the effective date of an actual Change in Control transaction or upon the subsequent termination of the Participant’s Service by reason of an Involuntary Termination within a designated period following the effective date of such Change in Control. To the extent any such Award is, at the time of such Change in Control, subject to performance vesting upon the attainment of one or more performance goals and the Plan Administrator does not at that time provide otherwise, the performance-vesting condition shall automatically be cancelled on the effective date of such Change in Control, and such Award shall thereupon be converted into a Service-vesting Award, based on an assumed attainment of the applicable performance goals at target level, that will vest in

one or more installments over the Service-vesting period in effect for that Award immediately prior to the Change in Control.

B. The Plan Administrator’s authority under Section II.A shall also extend to any performance bonus awards intended to qualify as performance-based compensation under Code Section 162(m), even though the automatic vesting of those awards pursuant to such Paragraph A may result in their loss of performance-based status under Code Section 162(m).

ARTICLE FIVE

AUTOMATIC GRANT PROGRAM

I. AWARD TERMS

A. **Automatic Grants.** The Automatic Grant Program has, as of the Plan Effective Date, superseded and replaced the Corporation's 1998 Non-Employee Director Stock Option Plan and the Non-Employee Director Stock Retainer Plan. The Awards for the non-employee Board members at the 2007 Annual Meeting were made pursuant to the Automatic Grant Program in effect under this Article Five, and no further option grants or stock issuances shall be made to the non-employee Board members under the 1998 Non-Employee Director Stock Option Plan or the Non-Employee Director Stock Retainer Plan on or after the 2007 Annual Meeting. The Awards to be made pursuant to the Automatic Grant Program shall be as follows:

1. Each individual who is first elected or appointed as a non-employee Board member at any time on or after the date of the 2007 Annual Meeting shall automatically be granted, on the date of such initial election or appointment, an Award in the form of restricted stock units covering that number of shares of Common Stock (rounded up to the next whole share) determined by dividing the Applicable Dollar Amount by the Fair Market Value per share on such date, provided that individual has not been in the employ of the Corporation or any Parent or Subsidiary during the preceding twelve (12) months (the "***Initial Grant***"). The Applicable Dollar Amount shall be determined by the Plan Administrator at the time of each such grant, but in no event shall such amount exceed Three Hundred Thousand Dollars ($300,000.00) per non-employee Board member.

2. On the date of each annual stockholders meeting, beginning with the 2007 Annual Meeting, each individual who is to continue to serve as a non-employee Board member, whether or not that individual is standing for re-election to the Board at that particular annual meeting, shall automatically be granted an Award in the form of restricted stock units covering that number of shares of Common Stock (rounded up to the next whole share) determined by dividing the Applicable Annual Amount by the Fair Market Value per share on such date (the "***Annual Grant***"), provided that such individual has served as a non-employee Board member for a period of at least six (6) months. There shall be no limit on the number of such Annual Grants any one continuing non-employee Board member may receive over his or her period of Board service, and non-employee Board members who have previously been in the employ of the Corporation (or any Parent or Subsidiary) shall be eligible to receive one or more such Annual Grants over their period of continued Board service. The Applicable Annual Amount shall be determined by the Plan Administrator on or before the date of the annual stockholders meeting at which those Annual Grants are to be made, but in no event shall exceed Three Hundred Thousand Dollars ($300,000.00).

3. Each restricted unit awarded under this Article Five shall entitle the non-employee Board member to one share of Common Stock on the applicable issuance date following the vesting of that unit.

B. **Vesting of Awards and Issuance of Shares.** Each Initial and Annual Grant made under this Article Five on or after January 29, 2015 shall vest in full on the earlier of (I) the first anniversary of the non-employee Board member's completion of continuous Board service measured from the Award Date or (II) the first annual general meeting of the Company's stockholders held after the Award Date; ***provided, however***, that should such non-employee Board member cease Board service by reason of (i) death or Permanent Disability or (ii) retirement at or after age seventy five (75)(1), then each Initial and Annual Grant made to such individual under this Article Five and outstanding at the time of such cessation of Board service shall immediately vest in full to the extent not previously vested. The shares of Common Stock underlying each Initial or Annual Grant which vests in accordance with the foregoing vesting provisions shall be issued as they vest; ***provided, however***, that the Plan Administrator may allow one or more non-employee Board members to defer, in accordance with the applicable requirements of Code Section 409A and the regulations thereunder, the issuance of the shares beyond the vesting date to a designated date or until cessation of Board service or an earlier Change in Control.

C. **Dividend Equivalent Rights**. Each restricted stock unit shall include a dividend equivalent right pursuant to which a book account shall be established for the non-employee Board member and credited from time to time with each dividend or distribution, whether in cash, securities or other property (other than shares of Common Stock) which is made per issued and outstanding share of Common Stock during the period the share of Common Stock underlying that restricted stock unit remains unissued. The amount credited to the book account with respect to such restricted stock unit shall be paid to the non-employee Board member concurrently with the issuance of the share of Common Stock underlying that unit, subject to the Corporation's collection of any applicable withholding taxes.

II. CHANGE IN CONTROL

Should the non-employee Board member continue in Board service until the effective date of an actual Change in Control transaction, then the shares of Common Stock subject to each outstanding Initial and Annual Award made to such Board member shall, immediately prior to the effective date of that Change in Control transaction, vest in full and shall be issued to him or her as soon as administratively practicable thereafter, but in no event more than fifteen (15) business days after such effective date, except to the extent such issuance is subject to a deferred distribution date under Code Section 409A, or shall otherwise be converted into the right to receive the same consideration per share of Common Stock payable to the other stockholders in the Change in Control and distributed at the same time as such stockholder payments, subject to any applicable deferred distribution date under Code Section 409A.

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(1) Age 72 for Initial or Annual Grants made prior to February 27, 2014.

ARTICLE SIX

MISCELLANEOUS

I. DEFERRED COMPENSATION

A. The Plan Administrator may, in its sole discretion, structure one or more Awards under the Stock Issuance or Incentive Bonus Programs so that the Participants may be provided with an election to defer the compensation associated with those Awards for federal income tax purposes. Any such deferral opportunity shall comply with all applicable requirements of Code Section 409A.

B. The Plan Administrator may implement a non-employee Board member retainer fee deferral program under the Plan that allows the non-employee Board members the opportunity to elect, prior to the start of each calendar year, to convert the Board and Board committee retainer fees to be earned for that year into restricted stock units under the Stock Issuance Program that will defer the issuance of the shares of Common Stock that vest under those restricted stock units to a permissible date or event under Code Section 409A. If such program is implemented, the Plan Administrator shall have the authority to establish such rules and procedures as it deems appropriate for the filing of such deferral elections and the designation of the permissible distribution events under Code Section 409A.

C. To the extent the Corporation maintains one or more separate non-qualified deferred compensation arrangements which allow the participants the opportunity to make notional investments of their deferred account balances in shares of Common Stock, the Plan Administrator may authorize the share reserve under the Plan to serve as the source of any shares of Common Stock that become payable under those deferred compensation arrangements. In such event, the share reserve under the Plan shall be reduced on a share-for-one-share basis for each share of Common Stock issued under the Plan in settlement of the deferred compensation owed under those separate arrangements.

D. To the extent there is any ambiguity as to whether any provision of any Award made under the Plan that is deemed to constitute a deferred compensation arrangement under Code Section 409A would otherwise contravene one or more requirements or limitations of such Code Section 409A and the Treasury Regulations thereunder, such provision shall be interpreted and applied in a manner that complies with the applicable requirements of Code Section 409A and the Treasury Regulations thereunder.

II. TAX WITHHOLDING

A. The Corporation's obligation to deliver shares of Common Stock upon the exercise, issuance or vesting of an Award under the Plan shall be subject to the satisfaction of all applicable income and employment tax withholding requirements.

B. The Plan Administrator may, in its discretion, structure one or more Awards so that shares of Common Stock may be used as follows to satisfy all or part of the Withholding Taxes to which such holders of those Awards may become subject in connection with the issuance, exercise, vesting or settlement of those Awards:

1. Stock Withholding. The Corporation may be provided with the right to withhold, from the shares of Common Stock otherwise issuable upon the issuance, exercise or vesting of such Award or the issuance of shares of Common Stock thereunder, a portion of those shares with an aggregate Fair Market Value equal to the applicable Withholding Taxes. The shares of Common Stock so withheld shall reduce the number of shares of Common Stock authorized for issuance under the Plan.

2. Stock Delivery. The Award holder may be provided with the right to deliver to the Corporation, at the time of the issuance, exercise or vesting of such Award or the issuance of shares of Common Stock thereunder, one or more shares of Common Stock previously acquired by such individual (other than in connection with the exercise, share issuance or share vesting triggering the Withholding Taxes) with an aggregate Fair Market Value equal to the percentage of the Withholding Taxes (not to exceed one hundred percent (100%)) designated by the individual. The shares of Common Stock so delivered shall neither reduce the number of shares of Common Stock authorized for issuance under the Plan nor be added to the number of shares of Common Stock authorized for issuance under the Plan.

III. SHARE ESCROW/LEGENDS

Unvested shares may, in the Plan Administrator's discretion, be held in escrow by the Corporation until the Participant's interest in such shares vests or may be issued directly to the Participant with restrictive legends on the certificates evidencing those unvested shares.

IV. EFFECTIVE DATE AND TERM OF THE PLAN

A. The Original Plan became effective on the Plan Effective Date. The Original Plan was assumed by Alexander & Baldwin Holdings, Inc. on June 6, 2012 upon the consummation of the Merger and Alexander & Baldwin Holdings, Inc. changed its name to Matson, Inc. on June 29, 2012 effective as of the consummation of the Spin-off.

B. The 2007 Incentive Compensation Plan was amended on January 28, 2010 to increase the number of shares of Common Stock authorized for issuance by an additional Two Million Two Hundred Thousand (2,200,000) shares. Such share increase was approved by the stockholders at the 2010 Annual Meeting. It was amended on October 24, 2012 to (i) reflect an increase in the number of shares of Common Stock authorized for issuance by an additional Five Hundred Sixty-Nine Thousand Eighty-Five (569,085) shares, as of June 29, 2012, pursuant to Section V.B of Article One, and (ii) reflect various adjustments to the share limits contained in the 2007 Incentive Compensation Plan pursuant to Section V.F of Article One as a result of Spin-off.

C. The Plan shall serve as the successor to each of the Predecessor Plans, and no further option grants or unvested share issuances shall be made under the Predecessor Plans. The implementation of the Original Plan or the Plan shall not affect the option grants and unvested share awards that were outstanding under the Predecessor Plans at the time the Original Plan was approved by the stockholders at the 2007 Annual Meeting, and those option grants and unvested share awards shall continue in full force and effect in accordance with their terms. However, should any of those options expire or terminate unexercised or those unvested shares be forfeited or repurchased by the Corporation at the original issue price, the shares of Common Stock subject to those options at the time of expiration or termination and those forfeited or repurchased shares shall be added to the share reserve of this Plan, up to the maximum number of additional shares permissible hereunder.

D. The Plan shall terminate upon the ***earliest*** to occur of (i) April 26, 2017, (ii) the date on which all shares available for issuance under the Plan shall have been issued as fully vested shares or (iii) the termination of all outstanding Awards in connection with a Change in Control. Should the Plan terminate on

April 26, 2017, then all Awards outstanding at that time shall continue to have force and effect in accordance with the provisions of the documents evidencing those Awards.

V. AMENDMENT OF THE PLAN

A. The Board shall have complete and exclusive power and authority to amend or modify the Plan in any or all respects; ***provided, however,*** that stockholder approval shall be required for any amendment to the Plan which materially increases the number of shares of Common Stock authorized for issuance under the Plan (other than pursuant to Section V.F of Article One), materially increases the benefits accruing to Optionees or Participants, materially expands the class of individuals eligible to participate in the Plan, expands the types of awards which may be made under the Plan or extends the term of the Plan or to the extent such stockholder approval may otherwise be required under applicable law or regulation or pursuant to the listing standards of the Stock Exchange on which the Common Stock is at the time primarily traded. However, no such amendment or modification shall adversely affect the rights and obligations with respect to Awards at the time outstanding under the Plan unless the Optionee or the Participant consents to such amendment or modification.

B. The Compensation Committee shall have the discretionary authority to adopt and implement from time to time such addenda or subplans to the Plan as it may deem necessary in order to bring the Plan into compliance with applicable laws and regulations of any foreign jurisdictions in which grants or awards are to be made under the Plan and/or to obtain favorable tax treatment in those foreign jurisdictions for the individuals to whom the grants or awards are made.

C. Except as otherwise provided in Section IV.B of this Article Six, Awards may be made under the Plan that involve shares of Common Stock in excess of the number of shares then available for issuance under the Plan, provided no shares shall actually be issued pursuant to those Awards until the number of shares of Common Stock available for issuance under the Plan is sufficiently increased by stockholder approval of an amendment of the Plan

authorizing such increase. If such stockholder approval is not obtained within twelve (12) months after the date the first excess Award is made, then all Awards granted on the basis of such excess shares shall terminate and cease to be outstanding.

VI. USE OF PROCEEDS

Any cash proceeds received by the Corporation from the sale of shares of Common Stock under the Plan shall be used for general corporate purposes.

VII. REGULATORY APPROVALS

A. The implementation of the Plan, the granting of any Award under the Plan and the issuance of any shares of Common Stock in connection with the issuance, exercise or vesting of any Award under the Plan shall be subject to the Corporation's procurement of all approvals and permits required by regulatory authorities having jurisdiction over the Plan, the Awards made under the Plan and the shares of Common Stock issuable pursuant to those Awards.

B. No shares of Common Stock or other assets shall be issued or delivered under the Plan unless and until there shall have been compliance with all applicable requirements of applicable securities laws, including the filing and effectiveness of the Form S-8 registration statement for the shares of Common Stock issuable under the Plan, and all applicable listing requirements of any Stock Exchange on which Common Stock is then listed for trading.

VIII. NO EMPLOYMENT/SERVICE RIGHTS

Nothing in the Plan shall confer upon the Optionee or the Participant any right to continue in Service for any period of specific duration or interfere with or otherwise restrict in any way the rights of the Corporation (or any Parent or Subsidiary employing or retaining such person) or of the Optionee or the Participant, which rights are hereby expressly reserved by each, to terminate such person's Service at any time for any reason, with or without cause.

APPENDIX

The following definitions shall be in effect under the Plan:

A. **2007 Annual Meeting** shall mean the 2007 annual meeting of the Alexander & Baldwin, Inc. stockholders.

B. **2010 Annual Meeting** shall mean the 2010 annual meeting of the Alexander & Baldwin, Inc. stockholders.

C. **Automatic Grant Program** shall mean the automatic grant program in effect for non-employee Board members under Article Five of the Plan.

D. **Award** shall mean any of the following awards authorized for issuance or grant under the Plan: stock options, stock appreciation rights, direct stock issuances, restricted stock or restricted stock unit awards, performance shares, performance units, dividend-equivalent rights and cash incentive awards.

E. **Award Date** shall mean the date on which an Award is granted by the Plan Administrator, which shall generally be the date on which the Plan Administrator acts to grant the Award or a later date specified by the Plan Administrator when taking such action.

F. **Award Agreement** shall mean the agreement(s) between the Corporation and the Optionee or Participant evidencing a particular Award made to that individual under the Plan, as such agreement(s) may be in effect from time to time.

G. **Board** shall mean the Corporation's Board of Directors.

H. **Cause** shall, with respect to each Award made under the Plan, be defined in accordance with the following provisions:

· Cause shall have the meaning assigned to such term in the Award Agreement for the particular Award or in any other agreement incorporated by reference into the Award Agreement for purposes of defining such term.

· In the absence of any other Cause definition in the Award Agreement for a particular Award (or in any other agreement incorporated by reference into the Award Agreement), an individual's termination of Service shall be deemed to be for Cause if such termination occurs by reason his or her commission of any act of fraud, embezzlement or dishonesty, any unauthorized use or disclosure by such person of confidential information or trade secrets of the Corporation (or any Parent or Subsidiary), or any other intentional misconduct by such person adversely affecting the business or affairs of the Corporation (or any Parent or Subsidiary) in a material manner.

I. **Change in Control** shall, with respect to each Award made under the Plan, be defined in accordance with the following provisions:

· Change in Control shall have the meaning assigned to such term in the Award Agreement for the particular Award or in any other agreement incorporated by reference into the Award Agreement for purposes of defining such term.

· In the absence of any other Change in Control definition in the Award Agreement (or in any other agreement incorporated by reference into the Award Agreement), Change in Control shall mean a change in ownership or control of the Corporation effected through any of the following transactions:

(i) a merger, consolidation or other reorganization approved by the Corporation's stockholders, unless securities representing more than fifty percent (50%) of the total combined voting power of the voting securities of the successor corporation are immediately thereafter beneficially owned, directly or indirectly and in substantially the same proportion, by the persons who beneficially owned the Corporation's outstanding voting securities immediately prior to such transaction,

(ii) a sale, transfer or other disposition of all or substantially all of the Corporation's assets,

(iii) the closing of any transaction or series of related transactions pursuant to which any person or any group of persons comprising a "group" within the meaning of Rule 13d-5(b)(1) of the 1934 Act (other than the Corporation or a person that, prior to such transaction or series of related transactions, directly or indirectly controls, is controlled by or is under common control with, the Corporation) acquires directly or indirectly (whether as a result of a single acquisition or by reason of one or more acquisitions within the twelve (12)-month period ending with the most recent acquisition) beneficial ownership (within the meaning of Rule 13d-3 of the 1934 Act) of securities possessing (or convertible into or exercisable for securities possessing) thirty-five percent (35%) of the total combined voting power of the Corporation's securities (as measured in terms of the power to vote with respect to the election of Board members) outstanding immediately after the consummation of such transaction or series of related transactions, whether such transaction involves a direct issuance from the Corporation or the acquisition of outstanding securities held by one or more of the Corporation's existing stockholders, or

(iv) a change in the composition of the Board over a period of twelve (12) consecutive months or less such that a majority of the Board members ceases, by reason of one or more contested elections for Board membership, to be comprised of individuals who either (A) have been Board members continuously since the beginning of such period or (B) have been elected or nominated for election as Board members during such period by at least a majority of the Board members described in clause (A) who were still in office at the time the Board approved such election or nomination.

J. **Code** shall mean the Internal Revenue Code of 1986, as amended.

K. **Common Stock** shall mean the Corporation's common stock.

L. **Compensation Committee** shall mean the Compensation Committee of the Board comprised of two (2) or more non-employee Board members.

M. **Corporation** shall mean Matson, Inc., a Hawaii corporation (formerly known as Alexander & Baldwin Holdings, Inc.) that is the successor to Alexander & Baldwin, Inc. and that has by appropriate action assumed this Plan in connection with the Merger, and any subsequent corporate successor to all or substantially all of the assets or voting stock of Matson, Inc. which has by appropriate action assumed the Plan.

N. **Discretionary Grant Program** shall mean the discretionary grant program in effect under Article Two of the Plan pursuant to which stock options and stock appreciation rights may be granted to one or more eligible individuals.

O. **Employee** shall mean an individual who is in the employ of the Corporation (or any Parent or Subsidiary, whether now existing or subsequently established), subject to the control and direction of the employer entity as to both the work to be performed and the manner and method of performance.

P. **Exercise Date** shall mean the date on which the Corporation shall have received written notice of the option exercise.

Q. **Fair Market Value** per share of Common Stock on any relevant date shall be the closing selling price per share of Common Stock at the close of regular hours trading (i.e., before after-hours trading begins) on date on question on the Stock Exchange serving as the primary market for the Common Stock, as such price is reported by the National Association of Securities Dealers (if primarily traded on the Nasdaq Global Select Market) or as officially quoted in the composite tape of transactions on any other Stock Exchange on which the Common Stock is then primarily traded. If there is no closing selling price for the Common Stock on the date in question, then the Fair Market Value shall be the closing selling price on the last preceding date for which such quotation exists.

R. **Family Member** means, with respect to a particular Optionee or Participant, any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law.

S. **Good Reason** shall, with respect to each Award made under the Plan, be defined in accordance with the following provisions:

· Good Reason shall have the meaning assigned to such term in the Award Agreement for the particular Award or in any other agreement incorporated by reference into the Award Agreement for purposes of defining such term.

· In the absence of any other Good Reason definition in the Award Agreement (or in any other agreement incorporated by reference into the Award Agreement), Good Reason shall mean an individual's voluntary resignation following the occurrence of any of the following events effected without such individual's consent: (A) a change in his or her position with the Corporation (or any Parent or Subsidiary) which materially reduces his or her duties and responsibilities or the level of management to which he or she reports, (B) a reduction in his or her level of compensation (including base salary, fringe benefits and target bonus under any corporate-performance based bonus or incentive programs) by more than fifteen percent (15%) or (C) a relocation of such individual's place of employment by more than fifty (50) miles or (D) the failure by the Corporation to continue in effect any stock option or other equity-based plan in which such individual is participating, or in which such individual is entitled to participate, immediately prior to a change in control of the Corporation, unless an equitable arrangement (embodied in an ongoing substitute or alternative plan) has been made with respect to such plan; or the failure by the Corporation to continue such individual's participation therein (or in such substitute or alternative plan) on a substantially equivalent basis, both in terms of the amount or timing of payment of benefits provided and the level of such individual's participation relative to other participants, as existed immediately prior to the change in control of the Corporation.

T. **Incentive Bonus Program** shall mean the incentive bonus program in effect under Article Four of the Plan.

U. **Incentive Option** shall mean an option which satisfies the requirements of Code Section 422.

V. **Involuntary Termination** shall mean the termination of the Service of any individual which occurs by reason of:

(v) such individual's involuntary dismissal or discharge by the Corporation (or any Parent or Subsidiary) for reasons other than for Cause, or

(vi) such individual's voluntary resignation for Good Reason.

W. **Merger** shall mean the merger of Alexander & Baldwin, Inc. with a wholly-owned subsidiary of the Corporation, pursuant to which the Corporation has become the parent holding company of Alexander & Baldwin, Inc. in accordance with the terms of the Agreement and Plan of Merger by and among Holdings, Alexander & Baldwin, Inc, and A&B Merger Corporation dated February 13, 2012.

X. **1934 Act** shall mean the Securities Exchange Act of 1934, as amended.

Y. **Non-Statutory Option** shall mean an option not intended to satisfy the requirements of Code Section 422.

Z. **Optionee** shall mean any person to whom an option is granted under the Discretionary Grant or Automatic Grant Program.

AA. **Parent** shall mean any corporation (other than the Corporation) in an unbroken chain of corporations ending with the Corporation, provided each corporation in the unbroken chain (other than the Corporation) owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

BB. **Participant** shall mean any person who is issued (i) shares of Common Stock, restricted stock units, performance shares, performance units or other stock-based awards under the Stock Issuance Program or (ii) an incentive bonus award under the Incentive Bonus Program.

CC. **Permanent Disability or Permanently Disabled** shall mean the inability of the Optionee or the Participant to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment expected to result in death or to be of continuous duration of twelve (12) months or more. However, solely for purposes of the Automatic Grant Program, Permanent Disability or Permanently Disabled shall mean the inability of the non-employee Board member to perform his or her usual duties as a Board member by reason of any medically determinable physical or mental impairment expected to result in death or to be of continuous duration of twelve (12) months or more.

DD. **Performance Goals** shall mean any of the following performance criteria upon which the vesting of one or more Awards under the Plan may be based: (i) cash flow; (ii) earnings (including gross margin, earnings before interest and taxes, earnings before taxes, earnings before interest, taxes, depreciation, amortization and charges for stock-based compensation, earnings before interest, taxes, depreciation and amortization, and net earnings); (iii) earnings per share; (iv) growth in earnings or earnings per share; (v) stock price; (vi) return on equity or average stockholder equity; (vii) total stockholder return or growth in total stockholder return either directly or in relation to a comparative group; (viii) return on capital; (ix) return on assets or net assets; (x) invested capital, required rate of return on capital or return on invested capital; (xi) revenue, growth in revenue or return on sales; (xii) income or net income; (xiii) operating income, net operating income or net operating income after tax; (xiv) operating profit or net operating profit; (xv) operating margin; (xvi) return on operating revenue or return on operating profit; (xvii) collections and recoveries; (xviii) property purchases, sales, investments and construction goals; (xix) application approvals; (xx) litigation and regulatory resolution goals; (xxi) occupancy or occupancy rates; (xxii) leases, contracts or financings, including renewals; (xxiii) overhead, savings, G&A and other expense control goals; (xxiv) budget comparisons; (xxv) growth in stockholder value relative to the growth of the S&P 400 or S&P 400 Index, the S&P Global Industry Classification Standards ("GICS") or GICS Index, or another peer group or peer group index; (xxvi) credit rating; (xxvii) development and implementation of strategic plans and/or organizational restructuring goals; (xxviii) development and implementation of risk and crisis management programs; (xxix) improvement in workforce diversity; (xxx) net cost per ton; (xxxi) price per container or average price of container; (xxxii) voyage days or vessel scheduling; (xxxiii) lift volume per container, volume per container, number of units or size of units; (xxxiv) compliance requirements and compliance relief; (xxxv) safety goals; (xxxvi) productivity goals; (xxxvii) workforce management and succession planning goals; (xxxviii) economic value added (including typical adjustments consistently applied from generally accepted accounting principles required to determine economic value added performance measures); (xxxix) measures of customer satisfaction, employee satisfaction or staff development; (xl) development or marketing collaborations, formations of joint ventures or partnerships or the completion of other similar transactions intended to enhance the Corporation's revenue or profitability or enhance its customer base; (xli) merger and acquisitions; and (xlii) other similar criteria consistent with the foregoing.

B. In addition, such performance criteria may be based upon the attainment of specified levels of the Corporation's performance under one or more of the measures described above relative to the performance of other entities and may also be based on the performance of any of the Corporation's business units or divisions or any Parent or Subsidiary.

C. Each applicable Performance Goal may include a minimum threshold level of performance below which no Award will be earned, levels of performance at which specified portions of an Award will be earned and a maximum level of performance at which an Award will be fully earned. Each applicable performance goal may be structured at the time of the Award to provide for appropriate adjustment for one or more of the following items: (A) asset impairments or write-downs; (B) litigation judgments or claim settlements; (C) the effect of changes in tax law, accounting principles or other such laws or provisions affecting reported results; (D) accruals for reorganization and restructuring programs; (E) any extraordinary nonrecurring items; (F) the operations of any business acquired by the Corporation; (G) the divestiture of one or more business operations or the assets thereof; and (H) any other adjustment consistent with the operation of the Plan.

EE. **Plan** shall mean the Matson, Inc. 2007 Incentive Compensation Plan, as amended and restated in this document.

FF. **Plan Administrator** shall mean the particular entity, whether the Compensation Committee (or subcommittee thereof), the Board or the Secondary Board Committee, which is authorized to administer the Discretionary Grant and Stock Issuance Programs with respect to one or more classes of eligible persons, to the extent such entity is carrying out its administrative functions under the Plan with respect to the persons under its jurisdiction.

GG. **Plan Effective Date** shall mean the April 26, 2007 date on which the Plan was approved by the Alexander & Baldwin, Inc. stockholders at the 2007 Annual Meeting.

HH. **Predecessor Plans** shall mean (i) the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan, (ii) the Alexander & Baldwin, Inc. 1998 Non-Employee Director Stock Option Plan, (iii) the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan

and (iv) the Alexander & Baldwin, Inc. Non-Employee Director Stock Retainer Plan, as each such plan is in effect immediately prior to the 2007 Annual Meeting.

II. **Retirement** shall mean (i) the Participant's termination of Service on or after attainment of age sixty-five (65) or (ii) the Participant's early retirement, with the prior approval of the Corporation (or Parent or Subsidiary employing Participant), on or after attainment of age fifty-five (55) and completion of at least five (5) years of Service.

JJ. **Secondary Board Committee** shall mean a committee of one or more Board members appointed by the Board to administer the Plan with respect to eligible persons other than Section 16 Insiders.

KK. **Section 16 Insider** shall mean an officer or director of the Corporation subject to the short-swing profit liabilities of Section 16 of the 1934 Act.

LL. **Service** shall mean the performance of services for the Corporation (or any Parent or Subsidiary, whether now existing or subsequently established) by a person in the capacity of an Employee, a non-employee member of the board of directors or a consultant or independent advisor, except to the extent otherwise specifically provided in the documents evidencing the option grant or stock issuance. For purposes of the Plan, an Optionee or Participant shall be deemed to cease Service immediately upon the occurrence of either of the following events: (i) the Optionee or Participant no longer performs services in any of the foregoing capacities for the Corporation or any Parent or Subsidiary or (ii) the entity for which the Optionee or Participant is performing such services ceases to remain a Parent or Subsidiary of the Corporation, even though the Optionee or Participant may subsequently continue to perform services for that entity. However, should the Corporation effect a distribution of all of the outstanding common stock of any wholly-owned subsidiary (the "Spun-off Subsidiary") to the holders of the outstanding Common Stock in a spin-off transaction, then the provisions of each applicable Award Agreement as assumed or otherwise replaced by the Spun-off Subsidiary shall thereafter be applied so that the Optionee or Participant shall be deemed to continue in service status for so long as that individual performs services following such spin-off distribution in one or more of the foregoing capacities with the Spun-off Subsidiary (or any Parent (other than Matson, Inc.) or Subsidiary of the Spun-off Subsidiary), if such individual's employee or service relationship is with any of those entities immediately prior to the spin-off distribution. In addition, the individual will be given appropriate Service-vesting credit under each Award Agreement assumed or replaced by the Spun-off Subsidiary for his or her period of continuous service with the Corporation or its Subsidiaries in one or more of the foregoing capacities through the date of the spin-off distribution. However, should the Optionee or Participant be a member of the Board of Directors of both the Corporation and the Spun-Off Subsidiary immediately prior to the spin-off distribution, then the Optionee or Participant shall, for purposes of the foregoing provisions of this Service definition, be deemed to be solely in the service of the Corporation immediately prior to the spin-off transaction, unless the Optionee or Participant is also serving as the lead independent director of the Spun-off Subsidiary's Board of Directors immediately prior to the spin-off transaction, in which event such individual shall be deemed hereunder to be solely in the service of the Spun-off Subsidiary immediately prior to the spin-off distribution. Service shall not be deemed to cease during a

period of military leave, sick leave or other personal leave approved by the Corporation; ***provided, however,*** that should such leave of absence exceed three (3) months, then for purposes of determining the period within which an Incentive Option may be exercised as such under the federal tax laws, the

Optionee's Service shall be deemed to cease on the first day immediately following the expiration of such three (3)-month period, unless Optionee is provided with the right to return to Service following such leave either by statute or by written contract. Except to the extent otherwise required by law or expressly authorized by the Plan Administrator or by the Corporation's written policy on leaves of absence, no Service credit shall be given for vesting purposes for any period the Optionee or Participant is on a leave of absence.

MM. **<u>Stock Exchange</u>** shall mean the American Stock Exchange, the Nasdaq Global Market or the New York Stock Exchange.

NN. **<u>Stock Issuance Agreement</u>** shall mean the agreement entered into by the Corporation and the Participant at the time of issuance of shares of Common Stock under the Stock Issuance Program.

OO. **<u>Stock Issuance Program</u>** shall mean the stock issuance program in effect under Article Three of the Plan.

PP. **<u>Subsidiary</u>** shall mean any corporation (other than the Corporation) in an unbroken chain of corporations beginning with the Corporation, provided each corporation (other than the last corporation) in the unbroken chain owns, at the time of the determination, stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain. The term **Subsidiary** shall also include any wholly-owned limited liability company within the applicable chain of subsidiaries that is a disregarded entity for U.S. federal income tax purposes.

QQ. **<u>10% Stockholder</u>** shall mean the owner of stock (as determined under Code Section 424(d)) possessing more than ten percent (10%) of the total combined voting power of all classes of stock of the Corporation (or any Parent or Subsidiary).

RR. **<u>Withholding Taxes</u>** shall mean the applicable federal and state income and employment withholding taxes to which the holder of an Award under the Plan may become subject in connection with the issuance, exercise or vesting of that Award or the issuance of shares of Common Stock thereunder.

Exhibit 10.42

Schedule to Form of Agreement Entered Into With Certain Executive Officers

Name	Title
Cox, M.	Chief Executive Officer
Wine, J.	SVP, Chief Financial Officer
Hoppes, D.	SVP, Ocean Services
Forest, R.	SVP, Operations
Angoco, V.	SVP, Pacific & EVP, MTI
Weis, P.	VP, CIO
Gonzalez, Y.	VP, Human Resources
Rolfe, R.	President, Matson Logistics

Matson, Inc.

Subsidiaries as of February 1, 2015

Name of Subsidiary	State or Other Jurisdiction Under Which Organized
ABHI-Crockett, Inc.	Hawaii
Matson Navigation Company, Inc.	Hawaii
Subsidiaries:	
Hogan Acquisition Inc.	Delaware
Matson Logistics, Inc.	Hawaii
Subsidiaries:	
Matson Logistics Services, LLC	Hawaii
Matson Logistics Warehousing, Inc.	Hawaii
Matson Terminals, Inc.	Hawaii
Matson Ventures, Inc.	Hawaii
Matson Logistics (Shanghai) Co., Ltd.	China
Matson Shipping (Hong Kong) Limited	China
Matson Shipping (Shanghai) Co., Ltd.	China
Matson South Pacific Holdco Limited	New Zealand
Subsidiaries:	
Matson South Pacific Limited	New Zealand
Subsidiaries:	
Matson Cook Islands Limited	Cook Islands
Tranz Pacific Management Limited	New Zealand
Matson (Antigua) Limited	Antigua and Barbuda
Reef Nauru Limited	New Zealand
Subsidiary:	
Reef Nauru II Shipping Limited	Antigua and Barbuda

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements Nos. 333-184623, 333-121194, as amended by Post-Effective Amendment No.1 filed on April 26, 2007 and as further amended by Post-Effective Amendment No. 2 filed on June 7, 2012, 333-166539, as amended by Post-Effective Amendment No. 1 filed on June 7, 2012, 333-142384, as amended by Post-Effective Amendment No. 1 filed on June 7, 2012, and 333-69197, as amended by Post-Effective Amendment No. 1 filed on June 7, 2012 on Form S-8 of our report relating to the consolidated financial statements of Matson, Inc. and subsidiaries and the effectiveness of Matson, Inc. and subsidiaries' internal control over financial reporting dated February 27, 2015, appearing in the Annual Report on Form 10-K of Matson, Inc. for the year ended December 31, 2014.

/s/ Deloitte & Touche LLP

Honolulu, Hawaii
February 27, 2015

EXHIBIT 31.1

CERTIFICATION

I, Matthew J. Cox, certify that:

1. I have reviewed this Annual Report on Form 10-K of Matson, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

By /s/ Matthew J. Cox
Matthew J. Cox, President and
Chief Executive Officer

Date: February 27, 2015

EXHIBIT 31.2

CERTIFICATION

I, Joel M. Wine, certify that:

1. I have reviewed this Annual Report on Form 10-K of Matson, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By /s/ Joel M. Wine
Joel M. Wine, Senior Vice President
and Chief Financial Officer

Date: February 27, 2015

EXHIBIT 32

Certification of Chief Executive Officer and
Chief Financial Officer Pursuant to
18 U.S.C. Section 1350, As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report of Matson, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Matthew J. Cox, as President and Chief Executive Officer of the Company, and Joel M. Wine, as Senior Vice President and Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Matthew J. Cox

Name:	Matthew J. Cox
Title:	President and Chief Executive Officer
Date:	February 27, 2015

/s/ Joel M. Wine

Name:	Joel M. Wine
Title:	Senior Vice President and Chief Financial Officer
Date:	February 27, 2015