

STATE OF HAWAII  
DEPARTMENT OF LAND AND NATURAL RESOURCES  
Land Division  
Honolulu, Hawaii 96813

May 10, 2013

Board of Land and Natural Resources  
State of Hawaii  
Honolulu, Hawaii

Ref: 13SD-012

Statewide

Consent to Mortgage Encumbering Leases and Easements for Utility Purposes,  
Hawaiian Telcom, Inc., Applicant; Statewide located at:

Honolulu, Koolaupoko, Koolauloa, Waialua, Wahiawa, Waianae, Ewa, Island of  
Oahu; Tax Map Keys: (1) 1-1, 1-5, 1-8, 1-9, 2-1, 2-2, 2-4, 2-5, 2-9, 3-1, 4-1, 4-5,  
5-6, 5-8, 5-9, 6-9, 7-3, 7-4, 8-1, 8-5, 8-9, 9-1, 9-3, 9-4, 9-7, 9-9;

Hana, Makawao, Wailuku, Lahaina, Island of Maui; Tax Map Keys: (2) 1-4, 2-1,  
2-2, 2-4, 2-9, 3-1, 3-6, 3-7, 3-8, 4-5, 4-6;

Puna, South Hilo, North Hilo, Hamakua, North Kohala, South Kohala, North  
Kona, South Kona, Kau, Island of Hawaii; Tax Map Keys: (3) 1-1, 1-2, 1-5, 2-1,  
2-2, 2-3, 2-4, 2-5, 2-6, 3-6, 4-3, 4-4, 4-5, 4-6, 4-8, 5-2, 5-4, 5-5, 6-1, 6-2, 6-4, 6-5,  
6-6, 7-1, 7-3, 7-4, 7-5, 8-8, 9-4, 9-5, 9-6, 9-8; and

Waimea, Koloa, Lihue, Kawaihau, Hanalei, Island of Kauai; Tax Map Keys: (4)  
1-2, 1-4, 1-5, 1-8, 1-9, 2-4, 3-8, 4-1, 4-5, 4-6, 4-8, 5-4

APPLICANT AND REQUEST:

Hawaiian Telcom, Inc., requesting consent to mortgages from:

- (1) Credit Suisse AG, Cayman Islands Branch, in an amount not to exceed \$300,000,000,  
Mortgagee; and
- (2) First Hawaiian Bank, in an amount not to exceed \$30,000,000, Mortgagee.

LEGAL REFERENCE:

Section 171-22, Hawaii Revised Statutes, as amended.

LOCATION & AREA:

See **Exhibit A** for full list. Below is a breakdown of number of cases by islands and their

respective districts.

Oahu	Honolulu	17
	Koolaupoko	6
	Koolauloa	3
	Waialua	1
	Wahiawa	2
	Waianae	6
	Ewa	6
Maui	Hana	2
	Makawao	21
	Wailuku	9
	Lahaina	3
Hawaii	Puna	6
	South Hilo	12
	North Hilo	1
	Hamakua	7
	North Kohala	3
	South Kohala	8
	North Kona	13
	South Kona	2
	Kau	8
Kauai	Waimea	7
	Koloa	1
	Lihue	1
	Kawahau	8
	Hanalei	2

USE OF LOAN PROCEEDS:

For the operation of the grantee

REMARKS:

Hawaiian Telcom, Inc. (“HTI”) was previously in bankruptcy. Between 2010 and 2012, as part of its re-organization process, the holding company of HTI, Hawaiian Telcom Communications, Inc., obtained two (2) mortgages for \$300 million and \$30 million from commercial lenders. The mortgages were recorded at the Bureau of Conveyances as A45070054 and 2010-165556 and the lenders were Credit Suisse AG, Cayman Island Branch<sup>1</sup> (“Credit Suisse”) and First Hawaiian Bank (“FHB”) respectively.

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<sup>1</sup> Credit Suisse AG, Cayman Island Branch, according to the mortgage document, is the administrative agent and collateral agent for the secured parties as defined in the mortgages.

As part of the mortgage arrangement, HTI encumbered its real estate interest, both public and private lands, to Credit Suisse and FHB.

HTI requests the Board give its blanket consent to the above described mortgages pertaining to the State dispositions comprising 152 perpetual, one (1) term easements, and two (2) leases shown on Exhibit A. HTI is in compliance with all terms and conditions (rent, insurance, performance bond, conservation plan, inspections, etc.) contained in the dispositions on Exhibit A.

There are no other pertinent issues or concerns. Staff does not have any objection to the request.

RECOMMENDATION: That the Board consent to the mortgages between Hawaiian Telcom, Inc., Mortgagor, and Credit Suisse AG, Cayman Island Branch and First Hawaiian Bank, Mortgagees, subject to the following:

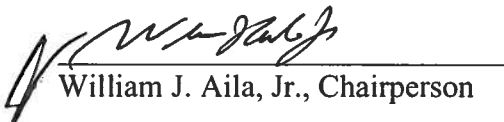
1. The loan proceeds shall be used for the purposes as stated in "Use of Loan Proceeds" above. The Applicant shall maintain records of loan expenditures which may be inspected by the Department;
2. The standard terms and conditions of the most current consent to mortgage form, as may be amended from time to time;
3. Review and approval by the Department of the Attorney General; and
4. Such other terms and conditions as may be prescribed by the Chairperson to best serve the interests of the State.

Respectfully Submitted,



Barry Cheung  
District Land Agent

APPROVED FOR SUBMITTAL:



William J. Aila, Jr., Chairperson

No.	DLNR Doc No.	HTI Doc#	Tax Map Key	Area (Ac)	Date of Document	Regula System Document #	Liber	Page	Land Court Document #	TCT #	
	OAHU										
1	LOD 28800	2003-012	(1) 1-1-003:007	0.120	11/28/2005	2005-259685					
2	LOD 28552	2002-805	(1) 1-5-041:077	0.031	9/16/2002	2002-167631					
3	LOD 28638	1962-39C-2	(1) 1-5-20:4, 1-5-42:2	0.022	7/29/2003	2003-181639					
4	LOD 18534	1953-150	(1) 1-8-023:016	0.102	11/6/1961		4159	283			
5	LOD 28746	2001-023	(1) 1-8-026:006	0.092	11/29/2004	2004-245167					
6	LOD 28931	2008-804	(1) 1-9-007-002	0.392	7/10/2008	2008-111251					
7	LOD 28380	1981-025	(1) 2-1-018:011	0.160	11/1/1999	1999-175997					
8	LOD 28557	2000-046	(1) 2-1-037:040	0.002	8/15/2002	2002-150073					
9	LOD 28617	1973-042B	(1) 2-2-016:020	0.007	2/3/2006	2006-023662					
10	LOD 28850	2006-801	(1) 2-2-054:001	0.005	9/25/2006	2006-205560					
11	LOD 28665	2001-009	(1) 2-2-53:2, 3; 2-5-10:1,3	0.257	10/15/2003	2003-225970					
12	LOD 28538	2002-804	(1) 2-4-032:002	0.001	11/28/2005	2006-015808					
13	LOD 28092	1953-103-1	(1) 2-5-10:1;2-5-19:5	0.729	10/26/1975	1995-082777					
14	LOD 28648	1950-015	(1) 2-5-19, 20, 24	0.786	12/21/2004	2005-002411					
15	LOD 24496	1965-113	(1) 2-9-018:001	1.195	2/11/1966		5936	357			
16	GL 3903 (Lease)		(1) 3-1-042:014	0.081	3/11/1965		5227	507			
17	LOD 28465	2001-803	(1) 3;9(2) 2; (3) 6; (4) 3	132.612	9/17/2001	2001-146656					
18	LOD 29016	2005-013	(1) 4-1-008-005 & 080	1.620	8/1/2012	A-46030967					
19	LOD 28992	2007-006	(1) 4-1-026-013	0.002	2/8/2011	2011-024201					
20	LOD 27583	1985-036	(1) 4-1-035:001-002, 004-006, 009	0.003	7/7/1986	L19828, p702	19828	702			
21	LOD 28985	1985-036B	(1) 4-1-035-013	0.026	10/27/2010	2010-163948					
22	LOD 27892	1991-800	(1) 4-1-14:4,13	2.677	11/14/1991	91-156750	6512	122			
23	LOD 28902	1994-013	(1) 4-5-023:009	0.001	10/10/2007	2007-183437					
24	LOD 28587	2000-024-2	(1) 5-6-006:003	0.253	8/13/2009	2009-125891			3888766		
25	LOD 24353	1959-171-2	(1) 5-8-001:000	0.799	1/6/1967		5560	171			
26	LOD 24352	1965-019	(1) 5-9-005-002 & 077	0.276	12/22/1966	67-2029-31	5560	147			
27	LOD 28695	2004-800	(1) 6-9-1:2,3	1.158	8/23/2004				3156637		
28	LOD 28979	2009-044	(1) 7-3-12; 7-3-13	0.340	6/24/2010	2010-090910					
29	LOD 29025	O039-1	(1) 7-4-007-006	0.094	5/16/2012				T-8185313		
30	LOD 28991	2003-810	(1) 8-1-001-007, 6-9-001-004, 6-9-003-002 & 005; 6-9-005-001	4.612	3/30/2012	A-44930891					
31	LOD 28863	1991-066	(1) 8-5-006:001	3.487	5/3/2010	2010-060593					
32	LOD 28941	2007-089	(1) 8-5-028:042	0.288	6/26/2009	2009-100172					
33	LOD 28633	1978-026D	(1) 8-5-2, 28	0.008	4/12/1979	2004-033565					

No.	DLNR Doc No.	HTI Doc#	Tax Map Key	Area (Ac)	Date of Document	Regula System Document #	Liber	Page	Land Court Document #	TCT #
34	LOD 28429	1988-043	(1) 8-5-6:8-5-34	2.102	5/3/2001	2001-065109				
35	LOD 28968	2009-802	(1) 8-9-006:001	0.007	12/11/2009	2009-189696				
36	LOD 28975	2009-075	(1) 9-1-018:003	1.539	5/18/2010				3964727	
37	LOD 24801	1969-036	(1) 9-3-001-022	0.009	7/11/1969	69-33943-945	6619	279		
38	LOD 28663	2002-046	(1) 9-4-11:17,20,29	0.021	6/14/2002	2003-216871				
39	LOD 24564	1968-800	(1) 9-7-022-001	0.031	4/14/1968	68-16871-872	6041	31		
40	LOD 28725	1994-025A	(1) 9-9-010:030	0.780	7/30/2004				3230478	
41	GL 4921 (Term Easement)	1985-801	(1) 9-9-068:59	0.011	6/14/1985	85-74327 - 74328	18773	703		

No.	DLNR Doc No.	HTI Doc#	Tax Map Key	Area (Ac)	Date of Document	Regula System Document #	Liber	Page	Land Court Document #	TCT #	
	MAUI										
1	LOD 28101	M1980-059	(2) 1-4-003:001	0.002	8/29/1995	1995-111831					
2	LOD 27095	M1972-078	(2) 1-4-008-013	0.002	12/6/1979		14638	316			
3	LOD 28479	M1984-028	(2) 2-1-004:121	0.047	9/15/2004	2004-193683					
4	LOD 28122	M1978-135	(2) 2-1-005:034	0.203	11/13/1995	1995-147061					
5	LOD 27721	M1983-068A	(2) 2-1-005:077	0.019	9/22/1988		22789	344			
6	LOD 28078	M1981-001	(2) 2-1-005:080	0.239	4/27/1995	1995-069077					
7	LOD 28699	M2003-112	(2) 2-1-006:030	0.048	2/7/2008	2008-020762					
8	LOD 28084	M1995-017	(2) 2-1-006:099	0.036	5/23/1995	1995-069083					
9	LOD 28123	M1989-112	(2) 2-2-002:008	0.049	11/13/1995	1995-147064					
10	LOD 28225	M1995-039	(2) 2-2-002:043	0.225	2/4/1998	1998-015428-430					
11	LOD 27329	M1978-057	(2) 2-2-003:031	0.002	11/30/1982		16887	262			
12	LOD 27169	M1980-122	(2) 2-2-009:030	0.028	11/18/1980		15378	513			
13	LOD 28017	M1988-028	(2) 2-2-009:030	0.048	4/22/1988	1994-071293-295					
14	LOD 27356	M1981-088	(2) 2-2-011-033	0.163	5/27/1983		17204	176			
15	LOD 28580	M2002-805	(2) 2-2-024:002	0.007	11/19/2002	2002-211084					
16	LOD 27292	M1978-046	(2) 2-4-013-078	0.077	1/12/1982		16319	699			
17	LOD 28081	M1984-015	(2) 2-4-15:2-4-16	0.616	4/27/1995	1995-069080					
18	LOD 28018	M1988-032	(2) 2-4-16:1,2	0.616	4/22/1988	1994-071296					
19	LOD 28515	M2002-804	(2) 2-9-005:020	0.064	11/19/1993	2002-164966					
20	LOD 28015	M1988-805	(2) 2-9-006:022	0.633	4/22/1988	1994-071287					
21	LOD 27606	M1986-803	(2) 2-9-006-022	0.050	12/2/1986		20114	428			
22	LOD 28016	M1979-042	(2) 2-9-008:018	0.026	4/22/1988	1994-071290					
23	LOD 28480	M2001-804	(2) 2-9-3:16,39	0.023	9/4/2001	2001-175356					
24	LOD 28033	M1985-038	(2) 3-1-002:002	0.354	9/1/1988	1994-103920					
25	LOD 26897	M1974-130	(2) 3-1-004-049	0.027	1/26/1978	1978-23449-451	12767	472-81			
26	LOD 28031	M1994-818	(2) 3-1-1:3-1-2	2.246	5/6/1994	1994-097811					
27	LOD 28086	M1984-058	(2) 3-1-4:92,76-B	0.041	4/27/1995	1995-069086					
28	LOD 27379	M1983-809	(2) 3-6-001-014 & 042	1.985	11/22/1983		17591	58-69			
29	LOD 27109	M1980-031	(2) 3-7-002-026 & 3-8-007-040	0.041	3/20/1980						
30	LOD 28489	M2003-803	(2) 3-8-038:057	0.008	10/23/2003	2003-232789					
31	LOD 28637	M1999-34A	(2) 3-8-046:014	0.060	7/10/2003	2003-140766					
32	LOD 28477	M1995-043	(2) 3-8-8:1,7,1-B	3.675	9/15/2004	2004-193685					
33	LOD 28102	M1994-084A	(2) 4-5-21:10,15	0.127	8/29/1995	1995-112725					
34	LOD 28649	M2003-806	(2) 4-6-001:009	0.015	10/16/2003	2003-228674					
35	LOD 28124	M1995-019	(2) 4-6-007:002	0.115	11/13/1995	1995-147067					

No.	DLNR Doc No.	HTI Doc#	Tax Map Key	Area (Ac)	Date of Document	Regula System Document #	Liber	Page	Land Court Document #	TCT #
HAWAII										
1	LOD 28409	H2000-804	(3) 1-1-020:169	0.017	7/12/2000	2000-097677				
2	LOD 27898	H1979-112	(3) 1-1-5:36,40	0.023	12/9/1991	1991-171078				
3	LOD 27504	H1985-812	(3) 1-2-009:003	2.986	6/5/1985		18692	655		
4	LOD 28312	H1998-811	(3) 1-2-009:003	0.017	11/30/1998	1998-181980				
5	LOD 28009	H1983-242	(3) 1-5-003:014	0.008	3/11/1994	1994-048034				
6	LOD 28574	H1985-087	(3) 1-5-3:45; 1-5-116: 18, 19 & 46	0.008	10/10/2002					
7	LOD 28657	H2003-162	(3) 2-1-1:2-2-1,31,32	0.074	12/1/2003	2003-272342				
8	LOD 28214	H1981-146	(3) 2-2-048-003;004	0.017	9/30/1988	1997-136429				
9	LOD 28353	H1999-802	(3) 2-3-27;2-5-6;2-5-10	0.014	4/8/1988	1999-155328				
10	LOD 28327	H1998-154	(3) 2-4-001:007	5.921	1/27/1999	1999-022777				
11	LOD 28797	H2005-048	(3) 2-4-001:015	0.003	1/30/2006	2006-021988				
12	LOD 28341	H1999-803	(3) 2-4-1:12,40,122	1.812	4/19/1999	1999-066183				
13	LOD 28756	H2005-801	(3) 2-5-001-006; 2-5-002-014; 2-6-018-004; 4-4-016; 4-4-015-002; 4-4-015, 4-4-015-004	158.574	6/14/2005	2005-121261				
14	LOD 27793	H1988-147	(3) 2-5-002:001	0.244	7/26/1988	1990-050012				
15	LOD 28322	H1998-814	(3) 2-5-006:141	0.009	10/6/1998	1999-006096				
16	LOD 28534	H2002-006	(3) 2-5-006:142	0.239	4/26/1996	2002-058285				
17	LOD 28008	H1994-005	(3) 2-5-040:012	0.156	1/13/1994	1994-114809				
18	LOD 25281	H0100	(3) 2-6-006-002	0.027	2/16/1970		6900	410-419		
19	LOD 28504	H2001-824	(3) 3-6-4:5:3-9-1:1,13	1.712	1/2/2002	2002-003086				
20	LOD 27675	H1975-116	(3) 4-3-010-007 & 4-3-011-005	1.441	8/20/1988		21986	626-637		
21	LOD 28385	H1999-809	(3) 4-3-014:001	0.072	11/22/1996	2000-001982				
22	LOD 28140	H1978-253	(3) 4-3-6:4,8,10,12,16	0.027	11/9/1995	1996-035955				17878, 20172
23	LOD 28749	H2004-804	(3) 4-4-16:5,6	0.572	6/9/2000	2004-261870				
24	LOD 28206	H1997-097	(3) 4-5-010:091	0.008	10/1/1997	1997-134415				
25	LOD 26709	H1975-160	(3) 4-6-011-004	7.275	6/17/1976	1976-55535-537	11531	62		
26	LOD 28407	H2000-808	(3) 4-8-006:010	0.028	11/22/1996	2000-091032				
27	LOD 28516	H2004-024	(3) 5-2-008:003	0.016	7/15/2004	2004-144015				
28	LOD 27382	H1976-002	(3) 5-4-005:037	0.135	1/10/1984		17591	90		
29	LOD 28517	H1997-145	(3) 5-5-004:006	0.002	6/16/2006	2006-120560				
30	LOD 27819	H1989-135	(3) 6-1-3:23,44	0.022	5/31/1990	1990-138168				
31	LOD 27332	H1978-814	(3) 6-2-001-003 & 005	0.552	3/1/1983		16911	407		
32	LOD 28759	H2004-280	(3) 6-2-002:001	0.120	5/12/1972	2005-055548				

No.	DLNR Doc No.	HTI Doc#	Tax Map Key	Area (Ac)	Date of Document	Regula System Document #	Liber	Page	Land Court Document #	TCT #
33	LOD 28164	H1996-803	(3) 6-4-003:097	0.014	7/22/1996	1996-106465				
34	LOD 28321	H1998-113	(3) 6-5-1:6-5-4	0.605	8/14/1970	1999-004280				
35	LOD 28215	H1997-815	(3) 6-6-001:002	38.801	12/3/1997	1997-169937				
36	LOD 28459	H1998-815	(3) 6-6-002:040	0.001	7/2/2001	2001-102122				219040 & 197552
37	LOD 28463	H2001-817	(3) 6-6-2:31,35,41	0.798	6/8/1984	2001-168800				
38	LOD 28178	H1996-810	(3) 7-1-003:001	52.913	11/29/1996	1997-006521				
39	LOD 28568	H2006-806	(3) 7-1-1:4,6;7-1-2:13	10.133	12/16/1983	2007-038249				355581
40	LOD 28886	H2007-801	(3) 7-1-2:3;7-2-4,5;7-3-10	30.314	8/9/2002	2007-144825				
41	LOD 28651	H2003-806	(3) 7-1-3:1;7-1-4:1	1.224	8/29/2003	2003-184809				
42	LOD 28707	H2004-802	(3) 7-3-043:042	0.402	3/13/1998	2004-089201				
43	LOD 28887	H2007-800	(3) 7-3-10:33,45	1.159	8/9/2007	2007-145593				
44	LOD 28397	H2000-801	(3) 7-4-008:003	0.022	4/14/2000	2000-053636 - 053637			2602332	
45	LOD 28500	H2002-801	(3) 7-4-020:016	0.012	4/25/1997	2002-042527				
46	LOD 28302	H1998-813	(3) 7-4-021:004	0.017	10/8/1998	1998-157044				
47	LOD 28190	H1993-134	(3) 7-4-6;7-5-11,13,14;7-6,7-7	0.124	4/8/1997	1997-045383				
48	LOD 28299	H1998-085	(3) 7-5-001:022	0.001	10/6/1998	1998-157046				
49	LOD 26535	H1975-132	(3) 7-5-005-007	0.504	9/25/1975		11009	374-384		
50	LOD 27287	H1979-004	(3) 7-5-008-010	0.009	1/18/1982		16272	342		
51	LOD 28336	H1999-007	(3) 8-8-001:006	3.852	2/2/1999	1999-056375				
52	LOD 28607	H2003-064	(3) 8-8-004:015	0.065	7/23/2003	2003-153618				
53	LOD 28431	H2001-033	(3) 9-4-003:026	0.490	9/11/1998	2001-059357				
54	LOD 28301	H1998-056	(3) 9-4-3, 4:9-5-2, 5	0.062	10/1/1998	1998-157041				
55	LOD 27715	H1988-801	(3) 9-5-002:028	0.027	11/21/1986		22593	564		490888
56	LOD 28418	H2000-098	(3) 9-5-012:018	0.659	11/22/1996	2000-138509				
57	LOD 28483	H2003-811	(3) 9-5-014:042	0.078	4/14/2000	2003-246229				
58	LOD 28743	H2004-207	(3) 9-5-2:9-5-5	0.244	12/27/2004	2004-261868				
59	LOD 28539	H2002-018	(3) 9-6-11:2;9-8-1:9,12	1.392	9/11/1998	2002-065318				
60	LOD 28689	H2003-816	(3) 9-8-1:10, 9-9-1:29	1.736	5/23/2003	2004-078798				



No.	DLNR Doc No.	HTI Doc#	Tax Map Key	Area (Ac)	Date of Document	Regula System Document #	Liber	Page	Land Court Document #	TCT #
KAUAI										
1	LOD 28157	K1996-005	(4) 1-2-002-001	0.396	4/6/1995	1996-084595				226379
2	LOD 25095	K025	(4) 1-4-001-000	0.135	10/30/1969		6779	47		
3	LOD 24591	K020	(4) 1-5-001-002	1.120	9/5/1968		6231	449		
4	LOD 27368	K1983-038	(4) 1-8-008-029 & 078	0.117	7/18/1983		17312	442		
5	LOD 26909	K1978-005	(4) 1-9-012-005	0.019	4/14/1978		12844	456		
6	LOD 27025	K1979-005	(4) 3-8-005-013	0.028	10/24/1978		13746	417		
7	LOD 28654	K2003-801	(4) 4-1-1,9; 4-2-3,4	1.629	9/10/2003	2003-199522				
8	GL 4856 (Lease)		(4) 2-4-009:007	0.161	5/5/1987					
9	LOD 27404	K1984-001	(4) 4-5-001-029 & 4-5-015	1.199	12/5/1983		17737	171		
10	LOD 28324	K1997-800	(4) 4-5-015-008	0.283	1/19/1999	1999-035910				
11	LOD 24580	K021	(4) 4-5-015-028	0.371	6/21/1968	1968-27316 - 68-2	6119	292		
12	LOD 27378	K1982-019	(4) 4-6-003-004	0.043	5/20/1982		17591	101		
13	LOD 27306	K1982-040	(4) 4-6-008-001	0.001	5/10/1982		16522	182		
14	LOD 27446	K1984-019	(4) 4-6-014-027 & 030	0.145	4/27/1984		18139	579		
15	LOD 27537	K1985-025	(4) 4-8-011-000	0.037	7/2/1985		18989	529		
16	LOD 27381	K1983-046	(4) 5-4-025-012	0.032	12/5/1983		17591	80		
17	LOD 27806	K1989-033	(4) 5-4-2-26, 33, 34	0.145	12/14/1989	1990-006535				
18	LOD 27101	K1980-002	(4) 1-2-002-001	0.154	12/18/1979		14651	597		
19	LOD 27102	K1980-003	(4) 1-2-002-001	7.628	12/18/1979		14661	651		