

HAWAIIAN ELECTRIC INDUSTRIES INC  
Form 10-Q  
August 08, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 30, 2013

OR

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

Exact Name of Registrant as Specified in Its Charter	Commission File Number	I.R.S. Employer Identification No.
<b>HAWAIIAN ELECTRIC INDUSTRIES, INC.</b>	1-8503	99-0208097
and Principal Subsidiary		
<b>HAWAIIAN ELECTRIC COMPANY, INC.</b>	1-4955	99-0040500

State of Hawaii

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(State or other jurisdiction of incorporation or organization)

**Hawaiian Electric Industries, Inc. 1001 Bishop Street, Suite 2900, Honolulu, Hawaii 96813**

**Hawaiian Electric Company, Inc. 900 Richards Street, Honolulu, Hawaii 96813**

(Address of principal executive offices and zip code)

**Hawaiian Electric Industries, Inc. (808) 543-5662**

**Hawaiian Electric Company, Inc. (808) 543-7771**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name, former address and former fiscal year, if changed since last report)

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.

Hawaiian Electric Industries, Inc. Yes  No

Hawaiian Electric Company, Inc. Yes  No

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Hawaiian Electric Industries, Inc. Yes  No

Hawaiian Electric Company, Inc. Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Hawaiian Electric Industries, Inc. Yes  No

Hawaiian Electric Company, Inc. Yes  No

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Hawaiian Electric Industries, Inc. Large accelerated filer

Hawaiian Electric Company, Inc. Large accelerated filer

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

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

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuers' classes of common stock, as of the latest practicable date.

<b>Class of Common Stock</b>	<b>Outstanding July 31, 2013</b>
Hawaiian Electric Industries, Inc. (Without Par Value)	99,128,257 Shares
Hawaiian Electric Company, Inc. (\$6-2/3 Par Value)	14,665,264 Shares (not publicly traded)

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**Hawaiian Electric Industries, Inc. and Subsidiaries**

**Hawaiian Electric Company, Inc. and Subsidiaries**

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Hawaiian Electric Industries, Inc. and Subsidiaries

Hawaiian Electric Company, Inc. and Subsidiaries

Form 10-Q Quarter ended June 30, 2013

**GLOSSARY OF TERMS**

<b>Terms</b>	<b>Definitions</b>
<b>AFTAP</b>	Adjusted Funding Target Attainment Percentage
<b>AFUDC</b>	Allowance for funds used during construction
<b>AOCI</b>	Accumulated other comprehensive income/(loss)
<b>ARO</b>	Asset retirement obligation
<b>ASB</b>	American Savings Bank, F.S.B., a wholly-owned subsidiary of American Savings Holdings, Inc.
<b>ASHI</b>	American Savings Holdings, Inc., a wholly owned subsidiary of Hawaiian Electric Industries, Inc. and the parent company of American Savings Bank, F.S.B.
<b>ASU</b>	Accounting Standards Update
<b>CIP CT-1</b>	Campbell Industrial Park 110 MW combustion turbine No. 1
<b>CIS</b>	Customer Information System
<b>Company</b>	Hawaiian Electric Industries, Inc. and its direct and indirect subsidiaries, including, without limitation, Hawaiian Electric Company, Inc. and its subsidiaries (listed under HECO); American Savings Holdings, Inc. and its subsidiary, American Savings Bank, F.S.B.; HEI Properties, Inc.; Hawaiian Electric Industries Capital Trust II and Hawaiian Electric Industries Capital Trust III (inactive financing entities); and The Old Oahu Tug Service, Inc. (formerly Hawaiian Tug & Barge Corp.).
<b>Consumer Advocate</b>	Division of Consumer Advocacy, Department of Commerce and Consumer Affairs of the State of Hawaii
<b>DBEDT</b>	State of Hawaii Department of Business, Economic Development and Tourism
<b>D&amp;O</b>	Decision and order
<b>Dodd-Frank Act</b>	Dodd-Frank Wall Street Reform and Consumer Protection Act
<b>DOH</b>	Department of Health of the State of Hawaii
<b>DRIP</b>	HEI Dividend Reinvestment and Stock Purchase Plan
<b>DSM</b>	Demand-side management
<b>ECAC</b>	Energy cost adjustment clauses
<b>EIP</b>	2010 Equity and Incentive Plan
<b>EGU</b>	Electrical generating unit
<b>Energy Agreement</b>	Agreement dated October 20, 2008 and signed by the Governor of the State of Hawaii, the State of Hawaii Department of Business, Economic Development and Tourism, the Division of Consumer Advocacy of the Department of Commerce and Consumer Affairs, and HECO, for itself and on behalf of its electric utility subsidiaries committing to actions to develop renewable energy and reduce dependence on fossil fuels in support of the HCEI
<b>EPA</b>	Environmental Protection Agency federal
<b>EPS</b>	Earnings per share
<b>ERISA</b>	Employee Retirement Income Security Act of 1974, as amended
<b>EVE</b>	Economic value of equity
<b>Exchange Act</b>	Securities Exchange Act of 1934
<b>FASB</b>	Financial Accounting Standards Board
<b>FDIC</b>	Federal Deposit Insurance Corporation
<b>federal</b>	U.S. Government
<b>FHLB</b>	Federal Home Loan Bank
<b>FHLMC</b>	Federal Home Loan Mortgage Corporation
<b>FNMA</b>	Federal National Mortgage Association
<b>FRB</b>	Federal Reserve Board



Table of Contents**GLOSSARY OF TERMS, continued**

<b>Terms</b>	<b>Definitions</b>
<b>GAAP</b>	U.S. generally accepted accounting principles
<b>GHG</b>	Greenhouse gas
<b>GNMA</b>	Government National Mortgage Association
<b>HCEI</b>	Hawaii Clean Energy Initiative
<b>HECO</b>	Hawaiian Electric Company, Inc., an electric utility subsidiary of Hawaiian Electric Industries, Inc. and parent company of Hawaii Electric Light Company, Inc., Maui Electric Company, Limited, HECO Capital Trust III (unconsolidated financing subsidiary), Renewable Hawaii, Inc. and Uluwehiokama Biofuels Corp.
<b>HEI</b>	Hawaiian Electric Industries, Inc., direct parent company of Hawaiian Electric Company, Inc., American Savings Holdings, Inc., HEI Properties, Inc., Hawaiian Electric Industries Capital Trust II, Hawaiian Electric Industries Capital Trust III and The Old Oahu Tug Service, Inc. (formerly Hawaiian Tug & Barge Corp.)
<b>HEIRSP</b>	Hawaiian Electric Industries Retirement Savings Plan
<b>HELCO</b>	Hawaii Electric Light Company, Inc., an electric utility subsidiary of Hawaiian Electric Company, Inc.
<b>HPOWER</b>	City and County of Honolulu with respect to a power purchase agreement for a refuse-fired plant
<b>IPP</b>	Independent power producer
<b>IRP</b>	Integrated resource planning
<b>Kalaeloa</b>	Kalaeloa Partners, L.P.
<b>KW</b>	Kilowatt
<b>KWH</b>	Kilowatthour
<b>LTIP</b>	Long-term incentive plan
<b>MAP-21</b>	Moving Ahead for Progress in the 21st Century Act
<b>MECO</b>	Maui Electric Company, Limited, an electric utility subsidiary of Hawaiian Electric Company, Inc.
<b>MW</b>	Megawatt/s (as applicable)
<b>NII</b>	Net interest income
<b>NQSO</b>	Nonqualified stock option
<b>O&amp;M</b>	Other operation and maintenance
<b>OCC</b>	Office of the Comptroller of the Currency
<b>OPEB</b>	Postretirement benefits other than pensions
<b>PPA</b>	Power purchase agreement
<b>PPAC</b>	Purchased power adjustment clause
<b>PUC</b>	Public Utilities Commission of the State of Hawaii
<b>RAM</b>	Revenue adjustment mechanism
<b>RBA</b>	Revenue balancing account
<b>RFP</b>	Request for proposal
<b>REIP</b>	Renewable Energy Infrastructure Program
<b>RHI</b>	Renewable Hawaii, Inc., a wholly owned subsidiary of Hawaiian Electric Company, Inc.
<b>ROACE</b>	Return on average common equity
<b>RORB</b>	Return on average rate base
<b>RPS</b>	Renewable portfolio standard
<b>SAR</b>	Stock appreciation right
<b>SEC</b>	Securities and Exchange Commission
<b>See</b>	Means the referenced material is incorporated by reference
<b>SOIP</b>	1987 Stock Option and Incentive Plan, as amended
<b>TDR</b>	Troubled debt restructuring
<b>UBC</b>	Uluwehiokama Biofuels Corp., a non-regulated subsidiary of Hawaiian Electric Company, Inc.
<b>VIE</b>	Variable interest entity

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**FORWARD-LOOKING STATEMENTS**

This report and other presentations made by Hawaiian Electric Industries, Inc. (HEI) and Hawaiian Electric Company, Inc. (HECO) and their subsidiaries contain forward-looking statements, which include statements that are predictive in nature, depend upon or refer to future events or conditions, and usually include words such as expects, anticipates, intends, plans, believes, predicts, estimates or similar expressions. In addition, any statements concerning future financial performance, ongoing business strategies or prospects or possible future actions are also forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are subject to risks, uncertainties and the accuracy of assumptions concerning HEI and its subsidiaries (collectively, the Company), the performance of the industries in which they do business and economic and market factors, among other things. These forward-looking statements are not guarantees of future performance.

Risks, uncertainties and other important factors that could cause actual results to differ materially from those described in forward-looking statements and from historical results include, but are not limited to, the following:

- international, national and local economic conditions, including the state of the Hawaii tourism, defense and construction industries, the strength or weakness of the Hawaii and continental U.S. real estate markets (including the fair value and/or the actual performance of collateral underlying loans held by American Savings Bank, F.S.B. (ASB), which could result in higher loan loss provisions and write-offs), decisions concerning the extent of the presence of the federal government and military in Hawaii (including the effects of sequestration), the implications and potential impacts of U.S. and foreign capital and credit market conditions and federal, state and international responses to those conditions, and the potential impacts of global developments (including global economic conditions and uncertainties, unrest, conflict and the overthrow of governmental regimes in North Africa and the Middle East, terrorist acts, the war on terrorism, continuing U.S. presence in Afghanistan and potential conflict or crisis with North Korea or Iran);
- weather and natural disasters (e.g., hurricanes, earthquakes, tsunamis, lightning strikes and the potential effects of climate change, such as more severe storms and rising sea levels), including their impact on Company operations and the economy;
- the timing and extent of changes in interest rates and the shape of the yield curve;
- the ability of the Company to access credit markets to obtain commercial paper and other short-term and long-term debt financing (including lines of credit) and to access capital markets to issue HEI common stock under volatile and challenging market conditions, and the cost of such financings, if available;
- the risks inherent in changes in the value of the Company's pension and other retirement plan assets and ASB's securities available for sale;
- changes in laws, regulations, market conditions and other factors that result in changes in assumptions used to calculate retirement benefits costs and funding requirements;
- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act) and of the rules and regulations that the Dodd-Frank Act requires to be promulgated;
- increasing competition in the banking industry (e.g., increased price competition for deposits, or an outflow of deposits to alternative investments, which may have an adverse impact on ASB's cost of funds);

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- the implementation of the Energy Agreement with the State of Hawaii and Consumer Advocate (Energy Agreement), setting forth the goals and objectives of a Hawaii Clean Energy Initiative (HCEI), and the fulfillment by the electric utilities of their commitments under the Energy Agreement (given the Public Utilities Commission of the State of Hawaii (PUC) approvals needed; the PUC's potential delay in considering (and potential disapproval of actual or proposed) HCEI-related costs; reliance by the Company on outside parties such as the state, independent power producers (IPPs) and developers; potential changes in political support for the HCEI; and uncertainties surrounding wind power, proposed undersea cables, biofuels, environmental assessments and the impacts of implementation of the HCEI on future costs of electricity);
- capacity and supply constraints or difficulties, especially if generating units (utility-owned or IPP-owned) fail or measures such as demand-side management (DSM), distributed generation, combined heat and power or other firm capacity supply-side resources fall short of achieving their forecasted benefits or are otherwise insufficient to reduce or meet peak demand;
- fuel oil price changes, performance by suppliers of their fuel oil delivery obligations and the continued availability to the electric utilities of their energy cost adjustment clauses (ECACs);
- the continued availability to the electric utilities of other cost recovery mechanisms, including the purchased power adjustment clauses (PPACs), revenue adjustment mechanisms (RAMs) and pension and postretirement benefits other than pensions (OPEB) tracking mechanisms, and the continued decoupling of revenues from sales;
- the impact of fuel price volatility on customer satisfaction and political and regulatory support for the utilities;

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- the risks associated with increasing reliance on renewable energy, as contemplated under the Energy Agreement, including the availability and cost of non-fossil fuel supplies for renewable energy generation and the operational impacts of adding intermittent sources of renewable energy to the electric grid;
- the ability of IPPs to deliver the firm capacity anticipated in their power purchase agreements (PPAs);
- the ability of the electric utilities to negotiate, periodically, favorable fuel supply and collective bargaining agreements;
- new technological developments that could affect the operations and prospects of HEI and its subsidiaries (including HECO and its subsidiaries and ASB) or their competitors;
- cyber security risks and the potential for cyber incidents, including potential incidents at HEI, ASB and HECO and their subsidiaries (including at ASB branches and at the electric utility plants) and incidents at data processing centers they use, to the extent not prevented by intrusion detection and prevention systems, anti-virus software, firewalls and other general information technology controls;
- federal, state, county and international governmental and regulatory actions, such as existing, new and changes in laws, rules and regulations applicable to HEI, HECO, ASB and their subsidiaries (including changes in taxation, increases in capital requirements, regulatory changes resulting from the HCEI, environmental laws and regulations (including resulting compliance costs and risks of fines and penalties and/or liabilities), the regulation of greenhouse gas (GHG) emissions, governmental fees and assessments (such as Federal Deposit Insurance Corporation assessments), and potential carbon cap and trade legislation that may fundamentally alter costs to produce electricity and accelerate the move to renewable generation);
- decisions by the PUC in rate cases and other proceedings (including the risks of delays in the timing of decisions, adverse changes in final decisions from interim decisions and the disallowance of project costs as a result of adverse regulatory audit reports or otherwise);
- decisions by the PUC and by other agencies and courts on land use, environmental and other permitting issues (such as required corrective actions, restrictions and penalties that may arise, such as with respect to environmental conditions or renewable portfolio standards (RPS));
- potential enforcement actions by the Office of the Comptroller of the Currency, the Federal Reserve Board (FRB), the Federal Deposit Insurance Corporation (FDIC) and/or other governmental authorities (such as consent orders, required corrective actions, restrictions and penalties that may arise, for example, with respect to compliance deficiencies under existing or new banking and consumer protection laws and regulations or with respect to capital adequacy);
- the ability of the electric utilities to recover increasing costs and earn a reasonable return on capital investments not covered by revenue adjustment mechanisms;
- the risks associated with the geographic concentration of HEI's businesses and ASB's loans, ASB's concentration in a single product type (i.e., first mortgages) and ASB's significant credit relationships (i.e., concentrations of large loans and/or credit lines with certain customers);
- changes in accounting principles applicable to HEI, HECO, ASB and their subsidiaries, including the possible adoption of International Financial Reporting Standards or new U.S. accounting standards, the potential discontinuance of regulatory accounting and the effects of potentially required consolidation of variable interest entities (VIEs) or required capital lease accounting for PPAs with IPPs;
- changes by securities rating agencies in their ratings of the securities of HEI and HECO and the results of financing efforts;
- faster than expected loan prepayments that can cause an acceleration of the amortization of premiums on loans and investments and the impairment of mortgage-servicing assets of ASB;

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- changes in ASB's loan portfolio credit profile and asset quality which may increase or decrease the required level of allowance for loan losses and charge-offs;
- changes in ASB's deposit cost or mix which may have an adverse impact on ASB's cost of funds;
- the final outcome of tax positions taken by HEI, HECO, ASB and their subsidiaries;
- the risks of suffering losses and incurring liabilities that are uninsured (e.g., damages to the utilities' transmission and distribution system and losses from business interruption) or underinsured (e.g., losses not covered as a result of insurance deductibles or other exclusions or exceeding policy limits); and
- other risks or uncertainties described elsewhere in this report and in other reports (e.g., Item 1A. Risk Factors in the Company's Annual Report on Form 10-K) previously and subsequently filed by HEI and/or HECO with the Securities and Exchange Commission (SEC).

Forward-looking statements speak only as of the date of the report, presentation or filing in which they are made. Except to the extent required by the federal securities laws, HEI, HECO, ASB and their subsidiaries undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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Hawaiian Electric Industries, Inc. and Subsidiaries

**Consolidated Statements of Income (unaudited)**

(in thousands, except per share amounts)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
<b>Revenues</b>				
Electric utility	\$ 730,688	\$ 789,552	\$ 1,449,961	\$ 1,539,162
Bank	66,027	64,721	130,783	129,973
Other	15	(5)	50	(7)
<b>Total revenues</b>	<b>796,730</b>	<b>854,268</b>	<b>1,580,794</b>	<b>1,669,128</b>
<b>Expenses</b>				
Electric utility	669,550	728,056	1,335,870	1,420,412
Bank	41,322	42,847	84,327	85,187
Other	3,488	3,959	7,570	8,307
<b>Total expenses</b>	<b>714,360</b>	<b>774,862</b>	<b>1,427,767</b>	<b>1,513,906</b>
<b>Operating income (loss)</b>				
Electric utility	61,138	61,496	114,091	118,750
Bank	24,705	21,874	46,456	44,786
Other	(3,473)	(3,964)	(7,520)	(8,314)
<b>Total operating income</b>	<b>82,370</b>	<b>79,406</b>	<b>153,027</b>	<b>155,222</b>
Interest expense other than on deposit liabilities and other bank borrowings	(19,613)	(20,199)	(39,401)	(38,738)
Allowance for borrowed funds used during construction	398	893	1,128	1,763
Allowance for equity funds used during construction	1,560	1,997	2,775	3,937
<b>Income before income taxes</b>	<b>64,715</b>	<b>62,097</b>	<b>117,529</b>	<b>122,184</b>
Income taxes	23,654	22,824	42,316	44,122
<b>Net income</b>	<b>41,061</b>	<b>39,273</b>	<b>75,213</b>	<b>78,062</b>
Preferred stock dividends of subsidiaries	473	473	946	946
<b>Net income for common stock</b>	<b>\$ 40,588</b>	<b>\$ 38,800</b>	<b>\$ 74,267</b>	<b>\$ 77,116</b>
<b>Basic earnings per common share</b>	<b>\$ 0.41</b>	<b>\$ 0.40</b>	<b>\$ 0.75</b>	<b>\$ 0.80</b>
<b>Diluted earnings per common share</b>	<b>\$ 0.41</b>	<b>\$ 0.40</b>	<b>\$ 0.75</b>	<b>\$ 0.80</b>
<b>Dividends per common share</b>	<b>\$ 0.31</b>	<b>\$ 0.31</b>	<b>\$ 0.62</b>	<b>\$ 0.62</b>
<b>Weighted-average number of common shares outstanding</b>				
	98,660	96,693	98,399	96,430
Net effect of potentially dilutive shares	589	286	562	389
<b>Adjusted weighted-average shares</b>	<b>99,249</b>	<b>96,979</b>	<b>98,961</b>	<b>96,819</b>

The accompanying notes are an integral part of these consolidated financial statements.



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Hawaiian Electric Industries, Inc. and Subsidiaries

**Consolidated Statements of Comprehensive Income (unaudited)**

(in thousands)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
Net income for common stock	\$ 40,588	\$ 38,800	\$ 74,267	\$ 77,116
Other comprehensive income (loss), net of taxes:				
Net unrealized gains (losses) on securities:				
Net unrealized gains (losses) on securities arising during the period, net of (taxes) benefits of \$5,485 and (\$721) for the three months ended June 30, 2013 and 2012 and \$6,032 and (\$572) for the six months ended June 30, 2013 and 2012, respectively	(8,307)	1,093	(9,135)	867
Less: reclassification adjustment for net realized gains included in net income, net of taxes of \$488 and \$53 for the three months ended June 30, 2013 and 2012 and \$488 and \$53 for the six months ended June 30, 2013 and 2012, respectively	(738)	(81)	(738)	(81)
Derivatives qualified as cash flow hedges:				
Less: reclassification adjustment to net income, net of tax benefits of \$38 for the three months ended June 30, 2013 and 2012 and \$75 for the six months ended June 30, 2013 and 2012	59	59	118	118
Retirement benefit plans:				
Less: amortization of transition obligation, prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits of \$3,630 and \$2,405 for the three months ended June 30, 2013 and 2012 and \$7,476 and \$4,878 for the six months ended June 30, 2013 and 2012, respectively	5,680	3,768	11,701	7,641
Less: reclassification adjustment for impact of D&Os of the PUC included in regulatory assets, net of taxes of \$3,184 and \$2,095 for the three months ended June 30, 2013 and 2012 and \$6,568 and \$4,257 for the six months ended June 30, 2013 and 2012, respectively	(4,999)	(3,289)	(10,312)	(6,684)
Other comprehensive income (loss), net of taxes	(8,305)	1,550	(8,366)	1,861
Comprehensive income attributable to Hawaiian Electric Industries, Inc.	\$ 32,283	\$ 40,350	\$ 65,901	\$ 78,977

The accompanying notes are an integral part of these consolidated financial statements.

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Hawaiian Electric Industries, Inc. and Subsidiaries

**Consolidated Balance Sheets (unaudited)**

(dollars in thousands)	June 30, 2013	December 31, 2012
<b>Assets</b>		
Cash and cash equivalents	\$ 153,712	\$ 219,662
Accounts receivable and unbilled revenues, net	359,259	362,823
Available-for-sale investment and mortgage-related securities	560,172	671,358
Investment in stock of Federal Home Loan Bank of Seattle	94,281	96,022
Loans receivable held for investment, net	3,912,630	3,737,233
Loans held for sale, at lower of cost or fair value	34,073	26,005
Property, plant and equipment, net of accumulated depreciation of \$2,161,681 in 2013 and \$2,125,286 in 2012	3,701,905	3,594,829
Regulatory assets	885,025	864,596
Other	454,898	494,414
Goodwill	82,190	82,190
<b>Total assets</b>	<b>\$ 10,238,145</b>	<b>\$ 10,149,132</b>
<b>Liabilities and shareholders' equity</b>		
<b>Liabilities</b>		
Accounts payable	\$ 175,038	\$ 212,379
Interest and dividends payable	25,503	26,258
Deposit liabilities	4,276,243	4,229,916
Short-term borrowings - other than bank	125,786	83,693
Other bank borrowings	187,884	195,926
Long-term debt, net - other than bank	1,422,877	1,422,872
Deferred income taxes	474,197	439,329
Regulatory liabilities	336,065	322,074
Contributions in aid of construction	419,337	405,520
Defined benefit pension and other postretirement benefit plans liability	639,898	656,394
Other	496,375	526,613
<b>Total liabilities</b>	<b>8,579,203</b>	<b>8,520,974</b>
Preferred stock of subsidiaries - not subject to mandatory redemption	34,293	34,293
<b>Commitments and contingencies (Notes 3 and 4)</b>		
<b>Shareholders' equity</b>		
Preferred stock, no par value, authorized 10,000,000 shares; issued: none		
Common stock, no par value, authorized 200,000,000 shares; issued and outstanding: 99,044,053 shares in 2013 and 97,928,403 shares in 2012	1,429,371	1,403,484
Retained earnings	230,067	216,804
Accumulated other comprehensive income (loss), net of taxes		
Net unrealized gains on securities	\$ 888	\$ 10,761
Unrealized losses on derivatives	(642)	(760)
Retirement benefit plans	(35,035)	(36,424)
	(34,789)	(26,423)

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<b>Total shareholders equity</b>		1,624,649		1,593,865
<b>Total liabilities and shareholders equity</b>	\$	10,238,145	\$	10,149,132

The accompanying notes are an integral part of these consolidated financial statements.

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Hawaiian Electric Industries, Inc. and Subsidiaries

**Consolidated Statements of Changes in Shareholders' Equity (unaudited)**

(in thousands, except per share amounts)	Common stock		Retained	Accumulated	Total
	Shares	Amount	Earnings	other comprehensive loss	
<b>Balance, December 31, 2012</b>	<b>97,928</b>	<b>\$ 1,403,484</b>	<b>\$ 216,804</b>	<b>\$ (26,423)</b>	<b>\$ 1,593,865</b>
Net income for common stock			74,267		74,267
Other comprehensive loss, net of tax benefits				(8,366)	(8,366)
Issuance of common stock, net	1,116	25,887			25,887
Common stock dividends (\$0.62 per share)			(61,004)		(61,004)
<b>Balance, June 30, 2013</b>	<b>99,044</b>	<b>\$ 1,429,371</b>	<b>\$ 230,067</b>	<b>\$ (34,789)</b>	<b>\$ 1,624,649</b>
<b>Balance, December 31, 2011</b>	<b>96,038</b>	<b>\$ 1,349,446</b>	<b>\$ 198,397</b>	<b>\$ (19,137)</b>	<b>\$ 1,528,706</b>
Net income for common stock			77,116		77,116
Other comprehensive income, net of taxes				1,861	1,861
Issuance of common stock, net	985	27,980			27,980
Dividend equivalents paid on equity-classified awards			(96)		(96)
Common stock dividends (\$0.62 per share)			(59,791)		(59,791)
<b>Balance, June 30, 2012</b>	<b>97,023</b>	<b>\$ 1,377,426</b>	<b>\$ 215,626</b>	<b>\$ (17,276)</b>	<b>\$ 1,575,776</b>

The accompanying notes are an integral part of these consolidated financial statements.

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Hawaiian Electric Industries, Inc. and Subsidiaries

**Consolidated Statements of Cash Flows (unaudited)**

Six months ended June 30 (in thousands)	2013	2012
<b>Cash flows from operating activities</b>		
Net income	\$ 75,213	\$ 78,062
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Depreciation of property, plant and equipment	79,843	75,517
Other amortization	2,868	2,999
Provision for loan losses	899	5,924
Loans receivable originated and purchased, held for sale	(128,276)	(161,344)
Proceeds from sale of loans receivable, held for sale	148,243	161,713
Change in deferred income taxes	40,403	41,541
Change in excess tax benefits from share-based payment arrangements	(445)	(40)
Allowance for equity funds used during construction	(2,775)	(3,937)
Changes in assets and liabilities		
Decrease (increase) in accounts receivable and unbilled revenues, net	3,564	(42,428)
Decrease (increase) in fuel oil stock	43,974	(35,893)
Increase in regulatory assets	(37,586)	(35,476)
Increase (decrease) in accounts, interest and dividends payable	(43,384)	3,578
Change in prepaid and accrued income taxes and utility revenue taxes	(33,822)	(12,998)
Contributions to defined benefit pension and other postretirement benefit plans	(41,521)	(53,356)
Other increase in defined benefit pension and other postretirement benefit plans liability	41,191	31,204
Change in other assets and liabilities	(17,597)	(58,638)
<b>Net cash provided by (used in) operating activities</b>	<b>130,792</b>	<b>(3,572)</b>
<b>Cash flows from investing activities</b>		
Available-for-sale investment and mortgage-related securities purchased	(39,721)	(93,808)
Principal repayments on available-for-sale investment and mortgage-related securities	62,819	75,407
Proceeds from sale of available-for-sale investment and mortgage-related securities	71,367	3,548
Net increase in loans held for investment	(201,184)	(61,214)
Proceeds from sale of real estate acquired in settlement of loans	5,712	6,036
Capital expenditures	(158,830)	(145,263)
Contributions in aid of construction	17,188	26,981
Other	2,364	
<b>Net cash used in investing activities</b>	<b>(240,285)</b>	<b>(188,313)</b>
<b>Cash flows from financing activities</b>		
Net increase in deposit liabilities	46,326	66,709
Net increase in short-term borrowings with original maturities of three months or less	42,093	27,419
Net decrease in retail repurchase agreements	(8,054)	(14,556)
Proceeds from other bank borrowings	25,000	
Repayments of other bank borrowings	(25,000)	
Proceeds from issuance of long-term debt	50,000	417,000
Repayment of long-term debt	(50,000)	(328,500)
Change in excess tax benefits from share-based payment arrangements	445	40
Net proceeds from issuance of common stock	11,994	11,909
Common stock dividends	(48,921)	(47,851)
Preferred stock dividends of subsidiaries	(946)	(946)
Other	606	(2,055)
<b>Net cash provided by financing activities</b>	<b>43,543</b>	<b>129,169</b>
Net decrease in cash and cash equivalents	(65,950)	(62,716)
Cash and cash equivalents, beginning of period	219,662	270,265

<b>Cash and cash equivalents, end of period</b>	<b>\$</b>	<b>153,712</b>	<b>\$</b>	<b>207,549</b>
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The accompanying notes are an integral part of these consolidated financial statements.

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Hawaiian Electric Industries, Inc. and Subsidiaries

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**1 • Basis of presentation**

The accompanying unaudited consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) for interim financial information, the instructions to SEC Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet and the reported amounts of revenues and expenses for the period. Actual results could differ significantly from those estimates. The accompanying unaudited consolidated financial statements and the following notes should be read in conjunction with the audited consolidated financial statements and the notes thereto in HEI's Form 10-K for the year ended December 31, 2012 and the unaudited consolidated financial statements and the notes thereto in HEI's Quarterly Report on SEC Form 10-Q for the quarter ended March 31, 2013.

In the opinion of HEI's management, the accompanying unaudited consolidated financial statements contain all material adjustments required by GAAP to fairly state the Company's financial position as of June 30, 2013 and December 31, 2012, the results of its operations for the three and six months ended June 30, 2013 and 2012 and its cash flows for the six months ended June 30, 2013 and 2012. All such adjustments are of a normal recurring nature, unless otherwise disclosed in this Form 10-Q or other referenced material. Results of operations for interim periods are not necessarily indicative of results for the full year. When required, certain reclassifications are made to the prior period's consolidated financial statements to conform to the current presentation.

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**2 • Segment financial information**

(in thousands)	Electric utility	Bank	Other	Total
<b>Three months ended June 30, 2013</b>				
Revenues from external customers	\$ 730,682	\$ 66,027	\$ 21	\$ 796,730
Intersegment revenues (eliminations)	6		(6)	
Revenues	730,688	66,027	15	796,730
Income (loss) before income taxes	47,517	24,705	(7,507)	64,715
Income taxes (benefit)	18,325	8,786	(3,457)	23,654
Net income (loss)	29,192	15,919	(4,050)	41,061
Preferred stock dividends of subsidiaries	499		(26)	473
Net income (loss) for common stock	28,693	15,919	(4,024)	40,588
<b>Six months ended June 30, 2013</b>				
Revenues from external customers	\$ 1,449,949	\$ 130,783	\$ 62	\$ 1,580,794
Intersegment revenues (eliminations)	12		(12)	
Revenues	1,449,961	130,783	50	1,580,794
Income (loss) before income taxes	86,839	46,457	(15,767)	117,529
Income taxes (benefit)	32,719	16,383	(6,786)	42,316
Net income (loss)	54,120	30,074	(8,981)	75,213
Preferred stock dividends of subsidiaries	998		(52)	946
Net income (loss) for common stock	53,122	30,074	(8,929)	74,267
Assets (at June 30, 2013)	5,161,819	5,068,771	7,555	10,238,145
<b>Three months ended June 30, 2012</b>				
Revenues from external customers	\$ 789,539	\$ 64,721	\$ 8	\$ 854,268
Intersegment revenues (eliminations)	13		(13)	
Revenues	789,552	64,721	(5)	854,268
Income (loss) before income taxes	48,501	21,873	(8,277)	62,097
Income taxes (benefit)	18,626	7,684	(3,486)	22,824
Net income (loss)	29,875	14,189	(4,791)	39,273
Preferred stock dividends of subsidiaries	499		(26)	473
Net income (loss) for common stock	29,376	14,189	(4,765)	38,800
<b>Six months ended June 30, 2012</b>				
Revenues from external customers	\$ 1,539,113	\$ 129,973	\$ 42	\$ 1,669,128
Intersegment revenues (eliminations)	49		(49)	
Revenues	1,539,162	129,973	(7)	1,669,128
Income (loss) before income taxes	93,708	45,337	(16,861)	122,184
Income taxes (benefit)	36,034	15,271	(7,183)	44,122
Net income (loss)	57,674	30,066	(9,678)	78,062
Preferred stock dividends of subsidiaries	998		(52)	946
Net income (loss) for common stock	56,676	30,066	(9,626)	77,116
Assets (at December 31, 2012)	5,108,793	5,041,673	(1,334)	10,149,132

Intercompany electricity sales of the electric utilities to the bank and other segments are not eliminated because those segments would need to purchase electricity from another source if it were not provided by consolidated HECO, the profit on such sales is nominal and the elimination of electric sales revenues and expenses could distort segment operating income and net income for common stock.

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Bank fees that ASB charges the electric utility and other segments are not eliminated because those segments would pay fees to another financial institution if they were to bank with another institution, the profit on such fees is nominal and the elimination of bank fee income and expenses could distort segment operating income and net income for common stock.

### **3 • Electric utility subsidiary**

For consolidated HECO financial information, including its commitments and contingencies, see HECO's consolidated financial statements beginning on page 30 through Note 10 on page 44.

Table of Contents**4 • Bank subsidiary****Selected financial information**

American Savings Bank, F.S.B.

**Statements of Income Data**

(in thousands)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
<b>Interest income</b>				
Interest and fees on loans	\$ 43,624	\$ 44,473	\$ 86,227	\$ 89,361
Interest on investment and mortgage-related securities	3,234	3,297	6,698	7,102
Total interest income	46,858	47,770	92,925	96,463
<b>Interest expense</b>				
Interest on deposit liabilities	1,296	1,696	2,608	3,475
Interest on other borrowings	1,178	1,214	2,342	2,475
Total interest expense	2,474	2,910	4,950	5,950
<b>Net interest income</b>	<b>44,384</b>	<b>44,860</b>	<b>87,975</b>	<b>90,513</b>
Provision (credit) for loan losses	(959)	2,378	899	5,924
<b>Net interest income after provision (credit) for loan losses</b>	<b>45,343</b>	<b>42,482</b>	<b>87,076</b>	<b>84,589</b>
<b>Noninterest income</b>				
Fees from other financial services	7,996	7,463	15,639	14,800
Fee income on deposit liabilities	4,433	4,322	8,747	8,600
Fee income on other financial products	1,780	1,532	3,574	3,081
Mortgage banking income	2,003	2,185	5,349	4,220
Gain on sale of securities	1,226	134	1,226	134
Other income	1,731	1,315	3,323	2,675
Total noninterest income	19,169	16,951	37,858	33,510
<b>Noninterest expense</b>				
Compensation and employee benefits	20,063	18,696	40,151	37,342
Occupancy	4,219	4,241	8,342	8,466
Data processing	2,827	2,489	5,814	4,600
Services	2,328	2,221	4,431	4,004
Equipment	1,870	1,807	3,644	3,537
Other expense	8,500	8,106	16,095	14,813
Total noninterest expense	39,807	37,560	78,477	72,762
<b>Income before income taxes</b>	<b>24,705</b>	<b>21,873</b>	<b>46,457</b>	<b>45,337</b>
Income taxes	8,786	7,684	16,383	15,271
<b>Net income</b>	<b>\$ 15,919</b>	<b>\$ 14,189</b>	<b>\$ 30,074</b>	<b>\$ 30,066</b>

American Savings Bank, F.S.B.

**Statements of Comprehensive Income Data**

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(in thousands)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
Net income	\$ 15,919	\$ 14,189	\$ 30,074	\$ 30,066
Other comprehensive income (loss), net of taxes:				
Net unrealized gains (losses) on securities:				
Net unrealized gains (losses) on securities arising during the period, net of (taxes) benefits, of \$5,485 and (\$721) for the three months ended June 30, 2013 and 2012 and \$6,032 and (\$572) for the six months ended June 30, 2013 and 2012, respectively	(8,307)	1,093	(9,135)	867
Less: reclassification adjustment for net realized gains, included in net income, net of taxes, of \$488 and \$53 for the three months ended June 30, 2013 and 2012 and \$488 and \$53 for the six months ended June 30, 2013 and 2012, respectively	(738)	(81)	(738)	(81)
Retirement benefit plans:				
Less: amortization of prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits of \$308 and \$168 for the three months ended June 30, 2013 and 2012 and \$1,732 and \$332 for the six months ended June 30, 2013 and 2012, respectively	466	255	2,623	503
Other comprehensive income (loss), net of taxes	(8,579)	1,267	(7,250)	1,289
Comprehensive income	\$ 7,340	\$ 15,456	\$ 22,824	\$ 31,355

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American Savings Bank, F.S.B.

**Balance Sheets Data**

(in thousands)	June 30, 2013	December 31, 2012
<b>Assets</b>		
Cash and cash equivalents	\$ 143,912	\$ 184,430
Available-for-sale investment and mortgage-related securities	560,172	671,358
Investment in stock of Federal Home Loan Bank of Seattle	94,281	96,022
Loans receivable held for investment	3,953,634	3,779,218
Allowance for loan losses	(41,004)	(41,985)
Loans receivable held for investment, net	3,912,630	3,737,233
Loans held for sale, at lower of cost or fair value	34,073	26,005
Other	241,513	244,435
Goodwill	82,190	82,190
<b>Total assets</b>	<b>\$ 5,068,771</b>	<b>\$ 5,041,673</b>
<b>Liabilities and shareholder s equity</b>		
Deposit liabilities noninterest-bearing	\$ 1,168,937	\$ 1,164,308
Deposit liabilities interest-bearing	3,107,306	3,065,608
Other borrowings	187,884	195,926
Other	102,516	117,752
<b>Total liabilities</b>	<b>4,566,643</b>	<b>4,543,594</b>
<b>Commitments and contingencies (see Litigation below)</b>		
Common stock	334,937	333,712
Retained earnings	189,837	179,763
Accumulated other comprehensive income (loss), net of taxes		
Net unrealized gains on securities	\$ 888	\$ 10,761
Retirement benefit plans	(23,534)	(26,157)
<b>Total shareholder s equity</b>	<b>502,128</b>	<b>498,079</b>
<b>Total liabilities and shareholder s equity</b>	<b>\$ 5,068,771</b>	<b>\$ 5,041,673</b>
<b>Other assets</b>		
Bank-owned life insurance	\$ 127,851	\$ 125,726
Premises and equipment, net	68,124	62,458
Prepaid expenses	4,064	13,199
Accrued interest receivable	13,472	13,228
Mortgage-servicing rights	11,363	10,818
Real estate acquired in settlement of loans, net	2,987	6,050
Other	13,652	12,956
	\$ 241,513	\$ 244,435
<b>Other liabilities</b>		
Accrued expenses	\$ 15,456	\$ 17,103
Federal and state income taxes payable	30,932	35,408
Cashier s checks	22,737	23,478
Advance payments by borrowers	10,300	9,685
Other	23,091	32,078
	\$ 102,516	\$ 117,752

Bank-owned life insurance is life insurance purchased by ASB on the lives of certain key employees, with ASB as the beneficiary. The insurance is used to fund employee benefits through tax-free income from increases in the cash value of the policies and insurance proceeds paid to ASB upon an insured's death.

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Other borrowings consisted of securities sold under agreements to repurchase and advances from the Federal Home Loan Bank (FHLB) of Seattle of \$138 million and \$50 million, respectively, as of June 30, 2013 and \$146 million and \$50 million, respectively, as of December 31, 2012.

Securities sold under agreements to repurchase are accounted for as financing transactions and the obligations to repurchase these securities are recorded as liabilities in the balance sheet. All such agreements are subject to master netting arrangements, which provide for conditional right of set-off in case of default by either party; however, ASB presents securities sold under agreements to repurchase on a gross basis in the balance sheet. The following tables present information about the securities sold under agreements to repurchase, including the related collateral received from or pledged to counterparties:

(in millions)	Gross amount of recognized liabilities	Gross amount offset in the Balance Sheet	Net amount of liabilities presented in the Balance Sheet
Repurchase agreements			
June 30, 2013	\$ 138	\$	\$ 138
December 31, 2012	146		146

(in millions)	Gross amount not offset in the Balance Sheet				Net amount
	Net amount of liabilities presented in the Balance Sheet	Financial instruments	Cash collateral pledged		
June 30, 2013					
Financial institution	\$ 50	\$ 50	\$	\$	
Commercial account holders	88	88			
Total	\$ 138	\$ 138	\$	\$	
December 31, 2012					
Financial institution	\$ 50	\$ 50	\$	\$	
Commercial account holders	96	96			
Total	\$ 146	\$ 146	\$	\$	

**Investment and mortgage-related securities portfolio.**

Available-for-sale securities. The book value (amortized cost), gross unrealized gains and losses, estimated fair value and gross unrealized losses (fair value and amount by duration of time in which positions have been held in a continuous loss position) for securities held in ASB's available-for-sale portfolio by major security type were as follows:

(in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value	Gross unrealized losses			
					Fair value	Less than 12 months	12 months or longer	
					Fair value	Amount	Fair value	Amount
<b>June 30, 2013</b>								
Federal agency obligations	\$ 99,963	\$ 561	\$ (1,460)	\$ 99,064	\$ 30,383	\$ (1,460)	\$	\$
Mortgage-related securities- FNMA, FHLMC and GNMA	381,281	6,257	(5,494)	382,044	178,144	(5,494)		

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Municipal bonds	77,455	1,929	(320)	79,064	26,561	(320)		
	\$ 558,699	\$ 8,747	\$ (7,274)	\$ 560,172	\$ 235,088	\$ (7,274)	\$	\$
<b>December 31, 2012</b>								
Federal agency obligations	\$ 168,324	\$ 3,167	\$	\$ 171,491	\$	\$	\$	\$
Mortgage-related securities- FNMA, FHLMC and GNMA	407,175	10,412	(204)	417,383	32,269	(204)		
Municipal bonds	77,993	4,491		82,484				
	\$ 653,492	\$ 18,070	\$ (204)	\$ 671,358	\$ 32,269	\$ (204)	\$	\$

The unrealized losses on ASB's investments in mortgage-related securities and obligations issued by federal agencies were caused by interest rate movements. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. Because ASB does

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not intend to sell the securities and has determined it is more likely than not that it will not be required to sell the investments before recovery of their amortized costs basis, which may be at maturity, ASB did not consider these investments to be other-than-temporarily impaired at June 30, 2013.

The fair values of ASB's investment securities could decline if interest rates rise or spreads widen.

The following table details the contractual maturities of available-for-sale securities. All positions with variable maturities (e.g. callable debentures and mortgage-related securities) are disclosed based upon the bond's contractual maturity. Actual maturities will likely differ from these contractual maturities because borrowers have the right to prepay obligations with or without prepayment penalties.

June 30, 2013 (in thousands)	Amortized cost	Fair value
Due in one year or less	\$ 28,120	\$ 28,192
Due after one year through five years	34,885	35,220
Due after five years through ten years	89,055	90,477
Due after ten years	25,358	24,239
	177,418	178,128
Mortgage-related securities-FNMA,FHLMC and GNMA	381,281	382,044
Total available-for-sale securities	\$ 558,699	\$ 560,172

**Allowance for loan losses.** ASB must maintain an allowance for loan losses that is adequate to absorb estimated probable credit losses associated with its loan portfolio. The allowance for loan losses consists of an allocated portion, which estimates credit losses for specifically identified loans and pools of loans, and an unallocated portion.

The allowance for loan losses (balances and changes) and financing receivables were as follows:

(in thousands)	Residential 1-4 family	Commercial real estate	Home equity line of credit	Residential land	Commercial construction	Residential construction	Commercial loans	Consumer loans	Unallocated	Total
<b>Six months ended</b>										
<b>June 30, 2013</b>										
<b>Allowance for loan losses:</b>										
Beginning balance	\$ 6,068	\$ 2,965	\$ 4,493	\$ 4,275	\$ 2,023	\$ 9	\$ 15,931	\$ 4,019	\$ 2,202	\$ 41,985
Charge-offs	(1,056)		(738)	(235)			(1,350)	(1,404)		(4,783)
Recoveries	1,225		256	500			612	310		2,903
Provision	120	1,152	998	(2,353)	282	5	1,114	(526)	107	899
Ending balance	\$ 6,357	\$ 4,117	\$ 5,009	\$ 2,187	\$ 2,305	\$ 14	\$ 16,307	\$ 2,399	\$ 2,309	\$ 41,004
Ending balance: individually evaluated for impairment	\$ 944	\$ 820	\$	\$ 1,641	\$	\$	\$ 3,367	\$	\$	\$ 6,772
Ending balance: collectively evaluated	\$ 5,413	\$ 3,297	\$ 5,009	\$ 546	\$ 2,305	\$ 14	\$ 12,940	\$ 2,399	\$ 2,309	\$ 34,232

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for impairment

**Financing**

**Receivables:**

Ending balance	\$	2,001,035	\$	382,735	\$	673,727	\$	21,836	\$	50,114	\$	9,664	\$	719,519	\$	104,759	\$	3,963,389
Ending balance: individually evaluated for impairment	\$	21,417	\$	3,811	\$	837	\$	16,041	\$		\$		\$	21,431	\$	20	\$	63,557
Ending balance: collectively evaluated for impairment	\$	1,979,618	\$	378,924	\$	672,890	\$	5,795	\$	50,114	\$	9,664	\$	698,088	\$	104,739	\$	3,899,832

**Year ended**

**December 31, 2012**

**Allowance for loan**

**losses:**

Beginning balance	\$	6,500	\$	1,688	\$	4,354	\$	3,795	\$	1,888	\$	4	\$	14,867	\$	3,806	\$	1,004	\$	37,906
Charge-offs		(3,183)				(716)		(2,808)						(3,606)		(2,517)				(12,830)
Recoveries		1,328				108		1,443						649		498				4,026
Provision		1,423		1,277		747		1,845		135		5		4,021		2,232		1,198		12,883
Ending balance	\$	6,068	\$	2,965	\$	4,493	\$	4,275	\$	2,023	\$	9	\$	15,931	\$	4,019	\$	2,202	\$	41,985
Ending balance: individually evaluated for impairment	\$	384	\$	535	\$		\$	3,221	\$		\$		\$	2,659	\$		\$		\$	6,799
Ending balance: collectively evaluated for impairment	\$	5,684	\$	2,430	\$	4,493	\$	1,054	\$	2,023	\$	9	\$	13,272	\$	4,019	\$	2,202	\$	35,186

**Financing**

**Receivables:**

Ending balance	\$	1,866,450	\$	375,677	\$	630,175	\$	25,815	\$	43,988	\$	6,171	\$	721,349	\$	121,231	\$	3,790,856
Ending balance: individually evaluated for impairment	\$	25,279	\$	6,751	\$	1,560	\$	18,563	\$		\$		\$	20,298	\$	22	\$	72,473
Ending balance: collectively evaluated for impairment	\$	1,841,171	\$	368,926	\$	628,615	\$	7,252	\$	43,988	\$	6,171	\$	701,051	\$	121,209	\$	3,718,383

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Credit quality. ASB performs an internal loan review and grading on an ongoing basis. The review provides management with periodic information as to the quality of the loan portfolio and effectiveness of its lending policies and procedures. The objectives of the loan review and grading procedures are to identify, in a timely manner, existing or emerging credit trends so that appropriate steps can be initiated to manage risk and avoid or minimize future losses. Loans subject to grading include commercial and industrial, commercial real estate and commercial construction loans.

A dual ten-point risk rating system is used to reflect the probability of default (borrower risk rating) and loss given default (transaction risk rating). The borrower risk rating addresses risk presented by the individual borrower and is based on the overall assessment of the borrower's financial and operating strength including earnings, operating cash flow, debt service capacity, asset and liability structure, competitive issues, experience and quality of management, financial reporting quality and industry/economic factors. Separately, the transaction risk rating addresses risk in the transaction and is a function of the type of collateral control exercised over the collateral, loan structure, guarantees, and other structural support or enhancements to the loan.

The numerical representation of the risk categories are:

- 1- Substantially risk free
- 2- Minimal risk
- 3- Modest risk
- 4- Better than average risk
- 5- Average risk
- 6- Acceptable risk
- 7- Special mention
- 8- Substandard
- 9- Doubtful
- 10- Loss

Grades 1 through 6 are considered pass grades. Pass exposures generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral.

The credit risk profile by internally assigned grade for loans was as follows:

(in thousands)	June 30, 2013			December 31, 2012		
	Commercial real estate	Commercial construction	Commercial	Commercial real estate	Commercial construction	Commercial
Grade:						
Pass	\$ 319,751	\$ 44,703	\$ 629,293	\$ 314,182	\$ 39,063	\$ 638,854
Special mention	36,141		19,655	25,437	4,925	24,511
Substandard	23,032	5,411	66,925	29,308		53,538
Doubtful	3,811		3,646	6,750		4,446
Loss						
Total	\$ 382,735	\$ 50,114	\$ 719,519	\$ 375,677	\$ 43,988	\$ 721,349



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The credit risk profile based on payment activity for loans was as follows:

(in thousands)	30-59 days past due	60-89 days past due	Greater than 90 days	Total past due	Current	Total financing receivables	Recorded investment > 90 days and accruing
<b>June 30, 2013</b>							
Real estate loans:							
Residential 1-4 family	\$ 2,656	\$ 580	\$ 17,899	\$ 21,135	\$ 1,979,900	\$ 2,001,035	\$
Commercial real estate			3,811	3,811	378,924	382,735	
Home equity line of credit	923	126	975	2,024	671,703	673,727	
Residential land	167	852	9,493	10,512	11,324	21,836	2,187
Commercial construction					50,114	50,114	
Residential construction					9,664	9,664	
Commercial loans	577	834	5,528	6,939	712,580	719,519	
Consumer loans	408	161	136	705	104,054	104,759	
Total loans	\$ 4,731	\$ 2,553	\$ 37,842	\$ 45,126	\$ 3,918,263	\$ 3,963,389	\$ 2,187
<b>December 31, 2012</b>							
Real estate loans:							
Residential 1-4 family	\$ 6,353	\$ 1,741	\$ 24,054	\$ 32,148	\$ 1,834,302	\$ 1,866,450	\$
Commercial real estate	85		6,750	6,835	368,842	375,677	
Home equity line of credit	1,077	142	1,319	2,538	627,637	630,175	
Residential land	2,851	75	7,788	10,714	15,101	25,815	
Commercial construction					43,988	43,988	
Residential construction					6,171	6,171	
Commercial loans	3,052	2,814	1,098	6,964	714,385	721,349	131
Consumer loans	598	348	424	1,370	119,861	121,231	242
Total loans	\$ 14,016	\$ 5,120	\$ 41,433	\$ 60,569	\$ 3,730,287	\$ 3,790,856	\$ 373

The credit risk profile based on nonaccrual loans and accruing loans 90 days or more past due was as follows:

(in thousands)	June 30, 2013		December 31, 2012	
	Nonaccrual loans	Accruing loans 90 days or more past due	Nonaccrual loans	Accruing loans 90 days or more past due
Real estate loans:				
Residential 1-4 family	\$ 21,392	\$	\$ 26,721	\$
Commercial real estate	3,811		6,750	
Home equity line of credit	2,160		2,349	
Residential land	7,565	2,187	8,561	
Commercial construction				
Residential construction				
Commercial loans	21,935		20,222	131
Consumer loans	263		284	242
Total	\$ 57,126	\$ 2,187	\$ 64,887	\$ 373

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The total carrying amount and the total unpaid principal balance of impaired loans, with and without recorded allowance for loan losses and combined, were as follows:

With no related allowance recorded											
Real estate loans:											
Residential 1-4 family	\$	10,921	\$	14,527	\$	12,380	\$ 98	\$	13,568	\$	232
Commercial real estate									1,604		
Home equity line of credit		536		1,077		637			646		
Residential land		8,429		9,809		8,502		122	8,167		219
Commercial construction											
Residential construction											
Commercial loans		4,306		6,408		4,393		1	4,306		1
Consumer loans		20		20		20			21		
		24,212		31,841		25,932		221	28,312		452
With an allowance recorded											
Real estate loans:											
Residential 1-4 family		7,172		7,193		944		75	6,039		176
Commercial real estate		3,811		3,834		820		151	7,221		151
Home equity line of credit											
Residential land		6,229		6,356		1,641		89	7,632		202
Commercial construction											
Residential construction											
Commercial loans		17,125		18,427		3,367			15,147		5
Consumer loans											
		34,337		35,810		6,772		315	36,039		534
Total											
Real estate loans:											
Residential 1-4 family		18,093		21,720		944		173	19,607		408
Commercial real estate		3,811		3,834		820		151	8,825		151
		536		1,077		637			646		

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Home equity line  
of credit

Residential land	14,658	16,165	1,641	14,881	211	15,799	421
Commercial construction							
Residential construction							
Commercial loans	21,431	24,835	3,367	19,466	1	19,453	6
Consumer loans	20	20		20		21	
	\$ 58,549	\$ 67,651	\$ 6,772	\$ 62,794	\$ 536	\$ 64,351	\$ 986

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With no related allowance recorded

## Real estate loans:

Residential 1-4 family	\$	14,633	\$	20,247	\$		\$	16,688	\$	294
Commercial real estate		2,929		2,929				7,771		237
Home equity line of credit		581		1,374				632		1
Residential land		7,691		10,624				21,589		1,185
Commercial construction										
Residential construction										
Commercial loans		4,265		6,994				24,605		986
Consumer loans		21		21				23		
		30,120		42,189				71,308		2,703

With an allowance recorded

## Real estate loans:

Residential 1-4 family		4,803		4,803		384		4,204		250
Commercial real estate		3,821		3,840		535		1,295		
Home equity line of credit								26		
Residential land		9,984		10,364		3,221		7,428		575
Commercial construction										
Residential construction										
Commercial loans		16,033		16,912		2,659		8,429		23
Consumer loans										
		34,641		35,919		6,799		21,382		848

## Total

## Real estate loans:

Residential 1-4 family		19,436		25,050		384		20,892		544
Commercial real estate		6,750		6,769		535		9,066		237
Home equity line of credit		581		1,374				658		1
Residential land		17,675		20,988		3,221		29,017		1,760
Commercial construction										
Residential construction										
Commercial loans		20,298		23,906		2,659		33,034		1,009
Consumer loans		21		21				23		
	\$	64,761	\$	78,108	\$	6,799	\$	92,690	\$	3,551

\* Since loan was classified as impaired.

**Troubled debt restructurings.** A loan modification is deemed to be a troubled debt restructuring (TDR) when ASB grants a concession it would not otherwise consider were it not for the borrower's financial difficulty. When a borrower experiencing financial difficulty fails to make a required payment on a loan or is in imminent default, ASB takes a number of steps to improve the collectability of the loan and maximize the likelihood of full repayment. At times, ASB may modify or restructure a loan to help a distressed borrower improve its financial position to eventually be able to fully repay the loan, provided the borrower has demonstrated both the willingness and the ability to fulfill the modified terms. TDR loans are considered an alternative to foreclosure or liquidation with the goal of minimizing losses to ASB and maximizing recovery.

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ASB may consider various types of concessions in granting a TDR including maturity date extensions, extended amortization of principal, temporary deferral of principal payments, and temporary interest rate reductions. ASB rarely grants principal forgiveness in its TDR modifications. Residential loan modifications generally involve interest rate reduction, extending the amortization period, or capitalizing certain delinquent amounts owed not to exceed the original loan balance. Land loans at origination are typically structured as a three-year term, interest-only monthly payment with a balloon payment due at maturity. Land loan TDR modifications typically involve extending the maturity date up to five years and converting the payments from interest-only to principal and interest monthly, at the same or higher interest rate. Commercial loan modifications generally involve extensions of maturity dates, extending the amortization period, and temporary deferral of principal payments. ASB does not reduce the interest rate on commercial loan TDR modifications. Occasionally, additional collateral and/or guaranties are obtained.

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All TDR loans are classified as impaired and are segregated and reviewed separately when assessing the adequacy of the allowance for loan losses based on the appropriate method of measuring impairment: (1) present value of expected future cash flows discounted at the loan's effective original contractual rate, (2) fair value of collateral less cost to sell, or (3) observable market price. The financial impact of the calculated impairment amount is an increase to the allowance associated with the modified loan. When available information confirms that specific loans or portions thereof are uncollectible (confirmed losses), these amounts are charged off against the allowance for loan losses.

Loan modifications that occurred were as follows for the indicated periods:

(dollars in thousands)	Three months ended June 30, 2013			Six months ended June 30, 2013		
	Number of contracts	Outstanding recorded investment		Number of contracts	Outstanding recorded investment	
		Pre-modification	Post-modification		Pre-modification	Post-modification
Troubled debt restructurings						
Real estate loans:						
Residential 1-4 family	14	\$ 4,645	\$ 4,775	18	\$ 5,767	\$ 5,838
Commercial real estate						
Home equity line of credit				4	462	215
Residential land	4	1,116	1,163	7	2,040	2,031
Commercial loans	3	714	714	3	714	714
Consumer loans						
	21	\$ 6,475	\$ 6,652	32	\$ 8,983	\$ 8,798

(dollars in thousands)	Three months ended June 30, 2012			Six months ended June 30, 2012		
	Number of contracts	Outstanding recorded investment		Number of contracts	Outstanding recorded investment	
		Pre-modification	Post-modification		Pre-modification	Post-modification
Troubled debt restructurings						
Real estate loans:						
Residential 1-4 family	15	\$ 3,056	\$ 2,872	22	\$ 4,469	\$ 4,282
Commercial real estate						
Home equity line of credit						
Residential land	8	1,774	1,580	15	3,508	3,021
Commercial loans	8	1,869	1,869	14	2,029	2,029
Consumer loans						
	31	\$ 6,699	\$ 6,321	51	\$ 10,006	\$ 9,332

ASB did not have any loans modified in TDRs that experienced a payment default of 90 or more days in 2013, and for which the payment default occurred within one year of the modification. Loans modified in TDRs that experienced a payment default of 90 days or more in 2012, and for which the payment default occurred within one year of the modification, were as follows:

(dollars in thousands)	Three months ended June 30, 2012		Six months ended June 30, 2012	
	Number of contracts	Recorded investment	Number of contracts	Recorded investment
<b>Troubled debt restructurings that subsequently defaulted</b>				
Real estate loans:				
Residential 1-4 family		\$		\$
Commercial real estate				

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Home equity line of credit			
Residential land			
Commercial loans		3	847
Consumer loans			
	\$	3	\$ 847

The three commercial loans that subsequently defaulted were modified by temporarily lowering the monthly payments and deferring principal payments for a short period of time. There are no commitments to lend additional funds to borrowers whose loan terms have been impaired or modified in TDRs as of June 30, 2013.

**Litigation.** In March 2011, a purported class action lawsuit was filed in the First Circuit Court of the State of Hawaii by a customer who claimed that ASB had improperly charged overdraft fees on debit card transactions. The lawsuit

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is still in its preliminary stage, thus, the probable outcome and range of reasonably possible loss are not determinable at this time.

ASB is subject in the normal course of business to pending and threatened legal proceedings. Management does not anticipate that the aggregate ultimate liability arising out of these pending or threatened legal proceedings will be material to its financial position. However, ASB cannot rule out the possibility that such outcomes could have a material adverse effect on the results of operations or liquidity for a particular reporting period in the future.

**5 • Retirement benefits**

**Defined benefit pension and other postretirement benefit plans information.** For the first six months of 2013, the Company contributed \$42 million (primarily by the utilities) to its pension and other postretirement benefit plans, compared to \$53 million (primarily by the utilities) in the first six months of 2012. The Company's current estimate of contributions to its pension and other postretirement benefit plans in 2013 is \$83 million (\$81 million by the utilities, \$2 million by HEI and nil by ASB), compared to \$78 million (\$63 million by the utilities, \$2 million by HEI and \$13 million by ASB) in 2012. In addition, the Company expects to pay directly \$2 million (\$1 million each by the utilities and HEI) of benefits in 2013, compared to \$1 million paid in 2012.

On July 6, 2012, President Obama signed the Moving Ahead for Progress in the 21st Century Act (MAP-21), which included provisions related to the funding and administration of pension plans. This law does not affect the Company's accounting for pension benefits; therefore, the net periodic benefit costs disclosed for the plans were not affected. The Company elected to apply MAP-21 for 2012, which improved the plans Adjusted Funding Target Attainment Percentage (AFTAP) for funding and benefit distribution purposes and thereby reduced the 2012 minimum funding requirement and lifted the restrictions on accelerated distribution options (which restrictions were in effect April 1, 2011 to September 30, 2012) for HEI and HECO and its subsidiaries. The effects of MAP-21 are expected to cause the minimum required funding under Employee Retirement Income Security Act of 1974, as amended (ERISA) to be less than the net periodic cost for 2013 and 2014; therefore, the Company expects to contribute the net periodic cost for these years. If the AFTAP falls below 80% in the future, the restrictions on accelerated distribution options may apply again.

The Pension Protection Act provides that if a pension plan's funded status falls below certain levels, more conservative assumptions must be used to value obligations under the pension plan. The HEI Retirement Plan fell below these thresholds in 2011 and the minimum required contribution for 2012 incorporated the more conservative assumptions required. However, the HEI Retirement Plan met the threshold requirements in each of 2012 and 2013 so that the more conservative assumptions do not apply for either the 2013 or 2014 valuation of plan liabilities for purposes of calculating the minimum required contribution. Other factors could cause changes to the required contribution levels.

The components of net periodic benefit cost for consolidated HEI were as follows:

(in thousands)	Three months ended June 30				Six months ended June 30			
	Pension benefits		Other benefits		Pension benefits		Other benefits	
	2013	2012	2013	2012	2013	2012	2013	2012

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Service cost	\$ 14,121	\$ 11,397	\$ 1,103	\$ 1,008	\$ 28,210	\$ 21,588	\$ 2,152	\$ 2,104
Interest cost	16,307	16,973	1,855	2,223	32,413	33,744	3,786	4,504
Expected return on plan assets	(18,182)	(17,736)	(2,521)	(2,557)	(36,267)	(35,592)	(5,083)	(5,178)
Amortization of prior service gain	(25)	(82)	(449)	(449)	(49)	(163)	(897)	(897)
Amortization of net actuarial loss	9,499	6,403	284	299	19,318	12,826	805	752
Net periodic benefit cost	21,720	16,955	272	524	43,625	32,403	763	1,285
Impact of PUC D&Os	(5,286)	(4,977)	(187)	(416)	(12,722)	(8,834)	(584)	(1,096)
Net periodic benefit cost (adjusted for impact of PUC D&Os)	\$ 16,434	\$ 11,978	\$ 85	\$ 108	\$ 30,903	\$ 23,569	\$ 179	\$ 189

Consolidated HEI recorded retirement benefits expense of \$23 million and \$17 million in the first six months of 2013 and 2012, respectively, and charged the remaining amounts primarily to electric utility plant.

The utilities have implemented pension and OPEB tracking mechanisms under which all of their retirement benefit expenses (except for executive life and nonqualified pension plan expenses) determined in accordance with

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GAAP are recovered over time. Under the tracking mechanisms, these retirement benefit costs that are over/under amounts allowed in rates are charged/credited to a regulatory asset/liability. The regulatory asset/liability for each utility will be amortized over 5 years beginning with the respective utility's next rate case.

**Defined contribution plans information.** For the first six months of 2013 and 2012, the Company's expense for its defined contribution pension plans under the Hawaiian Electric Industries Retirement Savings Plan (HEIRSP) and the ASB 401(k) Plan was \$2.0 million and \$1.8 million, respectively, and cash contributions were \$3.0 million and \$2.7 million, respectively.

**6 • Share-based compensation**

Under the 2010 Equity and Incentive Plan (EIP), HEI can issue an aggregate of 4 million shares of common stock as incentive compensation to selected employees in the form of stock options, stock appreciation rights, restricted shares, restricted stock units, performance shares and other share-based and cash-based awards.

As of June 30, 2013, there were 3.6 million shares remaining available for future issuance under the EIP of which an estimated 2.6 million shares could be issued upon the vesting of outstanding restricted stock units and the achievement of performance goals under long-term incentive plans (based on the assumption that long-term incentive plan (LTIP) awards are achieved at maximum levels).

Under the 1987 Stock Option and Incentive Plan, as amended (SOIP), grants and awards of an estimated 1,000 shares of common stock (based on the June 30, 2013 market price of shares as the price on the exercise dates) were outstanding as of June 30, 2013 to selected employees in the form of stock appreciation rights (SARs) and dividend equivalents. As of May 11, 2010 (when the EIP became effective), no new awards may be granted under the SOIP. After the shares of common stock for the outstanding SOIP grants and awards are issued or such grants and awards expire, the remaining shares registered under the SOIP will be deregistered and delisted.

The Company's share-based compensation expense and related income tax benefit were as follows:

(in millions)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
Share-based compensation expense (1)	\$ 1.1	\$ 1.7	\$ 3.0	\$ 3.5
Income tax benefit	0.4	0.6	1.1	1.2

(1) The Company has not capitalized any share-based compensation cost.

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**Nonqualified stock options.** As of December 31, 2012, nonqualified stock options (NQSOs) outstanding totaled 14,000 (representing the same number of underlying shares), with a weighted-average exercise price of \$20.49. As of June 30, 2013, there were no NQSOs outstanding.

NQSO activity and statistics were as follows:

(dollars in thousands, except prices)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
Shares exercised	12,000	21,500	14,000	33,500
Weighted-average exercise price	\$ 20.49	\$ 20.93	\$ 20.49	\$ 21.20
Cash received from exercise	\$ 246	\$ 450	\$ 287	\$ 710
Intrinsic value of shares exercised (1)	\$ 113	\$ 174	\$ 128	\$ 265
Tax benefit realized for the deduction of exercises	\$ 44	\$ 68	\$ 50	\$ 103

(1) Intrinsic value is the amount by which the fair market value of the underlying stock and the related dividend equivalents exceeds the exercise price of the option.

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**Stock appreciation rights.** Information about HEI's SARs was as follows:

Year of grant	June 30, 2013		Outstanding & Exercisable (Vested)		
	Range of exercise prices		Number of shares underlying SARs	Weighted-average remaining contractual life	Weighted-average exercise price
2004	\$26.02		62,000	0.8	\$ 26.02
2005	26.18		102,000	1.8	26.18
	\$26.02	26.18	164,000	1.4	\$ 26.12

As of December 31, 2012, the shares underlying SARs outstanding totaled 164,000, with a weighted-average exercise price of \$26.12. As of June 30, 2013, all SARs outstanding were exercisable and had no aggregate intrinsic value.

SARs activity and statistics were as follows:

(dollars in thousands, except prices)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
Shares underlying SARS exercised	112,000		112,000	
Weighted-average price of shares exercised	\$ 26.17		\$ 26.17	
Intrinsic value of shares exercised (1)	\$ 194		\$ 194	
Tax benefit realized for the deduction of exercises	\$ 76		\$ 76	

(1) Intrinsic value is the amount by which the fair market value of the underlying stock and the related dividend equivalent rights exceeds the exercise price of the right.

**Restricted shares and restricted stock awards.** Information about HEI's grants of restricted shares and restricted stock awards was as follows:

	Three months ended June 30				Six months ended June 30			
	2013		2012		2013		2012	
	Shares	(1)	Shares	(1)	Shares	(1)	Shares	(1)
Outstanding, beginning of period	9,005	\$ 22.21	38,107	\$ 23.83	9,005	\$ 22.21	46,807	\$ 24.45
Granted								
Vested			(23,300)	24.71			(32,000)	25.38
Forfeited								
Outstanding, end of period	9,005	\$ 22.21	14,807	\$ 22.45	9,005	\$ 22.21	14,807	\$ 22.45

(1) Weighted-average grant-date fair value per share based on the closing or average price of HEI common stock on the date of grant.

As of June 30, 2013, there was \$0.1 million of total unrecognized compensation cost related to nonvested restricted shares and restricted stock awards. The cost is expected to be recognized over a weighted-average period of 1.4 years.

For the first six months of 2012, total restricted stock vested had a grant-date fair value of \$0.8 million and the tax benefits realized for tax deductions related to restricted stock awards were \$0.2 million.

**Restricted stock units.** Information about HEI's grants of restricted stock units was as follows:

	Three months ended June 30				Six months ended June 30							
	Shares	2013	(1)	Shares	2012	(1)	Shares	2013	(1)	Shares	2012	(1)
Outstanding, beginning of period	301,145	\$	25.15	318,551	\$	22.80	315,094	\$	22.82	247,286	\$	21.80
Granted				2,334(2)		26.75	107,231(3)		26.89	94,846(4)		26.00
Vested	(832)		26.60	(250)		26.25	(114,044)		20.34	(21,497)		24.97
Forfeited				(1,564)		25.53	(7,968)		25.26	(1,564)		25.53
Outstanding, end of period	300,313	\$	25.15	319,071	\$	22.81	300,313	\$	25.15	319,071	\$	22.81

(1) Weighted-average grant-date fair value per share based on the average price of HEI common stock on the date of grant.

(2) Total weighted-average grant-date fair value of \$62,000.

(3) Total weighted-average grant-date fair value of \$2.9 million.

(4) Total weighted average grant date fair value of \$2.5 million.

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As of June 30, 2013, there was \$4.9 million of total unrecognized compensation cost related to the nonvested restricted stock units. The cost is expected to be recognized over a weighted-average period of 2.8 years.

For the first six months of 2013 and 2012, total restricted stock units that vested and related dividends had a grant-date fair value of \$3.5 million and \$0.6 million, respectively, and the related tax benefits were \$1.0 million and \$0.2 million, respectively.

**LTIP payable in stock.** The 2011-2013 LTIP, 2012-2014 LTIP and the 2013-2015 LTIP provide for performance awards under the EIP of shares of HEI common stock based on the satisfaction of performance goals and service conditions. The number of shares of HEI common stock that may be awarded is fixed on the date the grants are made subject to the achievement of specified performance levels. The potential payout varies from 0% to 200% of the number of target shares depending on achievement of the goals. The LTIP performance goals for the LTIP periods include awards with a market goal based on total return to shareholders (TRS) of HEI stock as a percentile to the Edison Electric Institute Index over the applicable three-year period. In addition, the 2011-2013 LTIP, the 2012-2014 LTIP and the 2013-2015 LTIP have performance goals related to levels of HEI consolidated net income, HEI consolidated return on common equity (ROACE), HECO consolidated net income, HECO consolidated ROACE, ASB net income and ASB return on assets all based on the applicable three-year averages.

LTIP linked to TRS. Information about HEI's LTIP grants linked to TRS was as follows:

	Three months ended June 30				Six months ended June 30			
	2013		2012		2013		2012	
	Shares	(1)	Shares	(1)	Shares	(1)	Shares	(1)
Outstanding, beginning of period	235,064	\$ 32.87	239,470	\$ 29.12	239,256	\$ 29.12	197,385	\$ 25.94
Granted			1,442	30.71	89,533	32.69	78,924(2)	30.71
Vested					(87,753)	22.45	(35,397)	14.85
Forfeited			(1,505)	30.39	(5,972)	32.96	(1,505)	30.39
Outstanding, end of period	235,064	\$ 32.87	239,407	\$ 29.12	235,064	\$ 32.87	239,407	\$ 29.12

(1) Weighted-average grant-date fair value per share determined using a Monte Carlo simulation model.

(2) Total weighted-average grant-date fair value of \$2.4 million.

On February 4, 2013, LTIP grants (under the 2013-2015 LTIP) were made payable in 89,533 shares of HEI common stock (based on the grant date price of \$26.89 and target TRS performance levels) with a weighted-average grant date fair value of \$2.9 million based on the weighted-average grant date fair value per share of \$32.69.

The following table summarizes the assumptions used to determine the fair value of the LTIP awards linked to TRS and the resulting fair value of LTIP awards granted:

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	2013	2012
Risk-free interest rate	0.38%	0.33%
Expected life in years	3	3
Expected volatility	19.4%	25.3%
Range of expected volatility for Peer Group	12.4% to 25.3%	15.5% to 34.5%
Grant date fair value (per share)	\$32.69	\$30.71

For the six months ended June 30, 2013 and 2012, total vested LTIP awards linked to TRS and related dividends had a fair value of \$2.2 million and \$0.6 million, respectively, and the related tax benefits were \$0.9 million and \$0.2 million, respectively.

As of June 30, 2013, there was \$3.6 million of total unrecognized compensation cost related to the nonvested performance awards payable in shares linked to TRS. The cost is expected to be recognized over a weighted-average period of 1.6 years.

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LTIP awards linked to other performance conditions. Information about HEI's LTIP awards payable in shares linked to other performance conditions was as follows:

	Three months ended June 30				Six months ended June 30			
	2013		2012		2013		2012	
	Shares	(1)	Shares	(1)	Shares	(1)	Shares	(1)
Outstanding, beginning of period	341,824	\$ 26.00	297,602	\$ 23.92	247,175	\$ 25.04	182,498	\$ 22.63
Granted			3,600(2)	26.75	118,895	26.89	118,704(3)	26.00
Vested					(18,275)	18.95		
Cancelled	(37,351)	24.96			(37,351)	24.96		
Forfeited			(6,018)	24.23	(5,971)	25.94	(6,018)	24.23
Outstanding, end of period	304,473	\$ 26.12	295,184	\$ 23.95	304,473	\$ 26.12	295,184	\$ 23.95

- (1) Weighted-average grant-date fair value per share based on the average price of HEI common stock on the date of grant.
- (2) Total weighted-average grant-date fair value of \$0.1 million (at target performance levels).
- (3) Total weighted-average grant-date fair value of \$3.1 million (at target performance levels).

On February 4, 2013, LTIP grants (under the 2013-2015 LTIP) were made payable in 118,895 shares of HEI common stock (based on the grant date price of \$26.89 and target performance levels relating to performance goals other than TRS), with a weighted-average grant date fair value of \$3.2 million based on the weighted-average grant date fair value per share of \$26.89.

For the six months ended June 30, 2013, total vested LTIP awards linked to other performance conditions and related dividends had a fair value of \$0.6 million and the related tax benefits were \$0.2 million.

As of June 30, 2013, there was \$4.5 million of total unrecognized compensation cost related to the nonvested shares linked to performance conditions other than TRS. The cost is expected to be recognized over a weighted-average period of 1.7 years.

### **7 • Earnings per share and shareholders' equity**

**Earnings per share.** Under the two-class method of computing earnings per share (EPS), EPS was comprised as follows for both participating securities and unrestricted common stock:

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	Three months ended June 30		Six months ended June 30	
	2013 Basic and diluted	2012 Basic and diluted	2013 Basic and diluted	2012 Basic and diluted
Distributed earnings	\$ 0.31	\$ 0.31	\$ 0.62	\$ 0.62
Undistributed earnings (loss)	0.10	0.09	0.13	0.18
	\$ 0.41	\$ 0.40	\$ 0.75	\$ 0.80

As of June 30, 2013, the antidilutive effects of SARs of 102,000 shares of HEI common stock for which the exercise prices were greater than the closing market price of HEI's common stock were not included in the computation of dilutive EPS. As of June 30, 2012, there were no shares that were antidilutive.

**Shareholders equity.**

Equity forward transaction. On March 19, 2013, HEI entered into an equity forward transaction in connection with a public offering on that date of 6.1 million shares of HEI common stock at \$26.75 per share. On March 19, 2013, HEI common stock closed at \$27.01 per share. On March 20, 2013, the underwriters exercised their over-allotment option in full and HEI entered into an equity forward transaction in connection with the resulting additional 0.9 million shares of HEI common stock.

The use of an equity forward transaction substantially eliminates future equity market price risk by fixing a common equity offering sales price under the then existing market conditions, while mitigating immediate share dilution resulting from the offering by postponing the actual issuance of common stock until funds are needed in accordance with the Company's capital investment plans. Pursuant to the terms of these transactions, a forward counterparty borrowed 7 million shares of HEI's common stock from third parties and sold them to a group of underwriters for \$26.75 per share, less an underwriting discount equal to \$1.00312 per share. Under the terms of

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the equity forward transactions, to the extent that the transactions are physically settled, HEI would be required to issue and deliver shares of HEI common stock to the forward counterparty at the then applicable forward sale price. The forward sale price was initially determined to be \$25.74688 per share at the time the equity forward transactions were entered into, and the amount of cash to be received by HEI upon physical settlement of the equity forward is subject to certain adjustments in accordance with the terms of the equity forward transactions. The equity forward transactions must be settled fully by March 25, 2015. Except in specified circumstances or events that would require physical settlement, HEI is able to elect to settle the equity forward transactions by means of physical, cash or net share settlement, in whole or in part, at any time on or prior to March 25, 2015.

The equity forward transactions had no initial fair value since they were entered into at the then market price of the common stock. HEI will not receive any proceeds from the sale of common stock until the equity forward transactions are settled, and at that time HEI will record the proceeds, if any, in equity. HEI concluded that the equity forward transactions were equity instruments based on the accounting guidance in ASC 480 and ASC 815 and that they qualified for an exception from derivative accounting under ASC 815 because the forward sale transactions were indexed to its own stock. HEI anticipates settling the equity forward transactions through physical settlement.

At June 30, 2013, the equity forward transactions could have been settled with physical delivery of the shares to the forward counterparty in exchange for cash of \$178 million. At June 30, 2013, the equity forward transactions could also have been cash settled, with delivery of cash of approximately \$8 million (which amount includes \$7 million of underwriting discount) to the forward counterparty, or net share settled with delivery of approximately 282,000 shares of common stock to the forward counterparty.

Prior to their settlement, the equity forward transactions will be reflected in HEI's diluted earnings per share calculations using the treasury stock method. Under this method, the number of shares of HEI's common stock used in calculating diluted earnings per share for a reporting period would be increased by the number of shares, if any, that would be issued upon physical settlement of the equity forward transactions less the number of shares that could be purchased by HEI in the market (based on the average market price during that reporting period) using the proceeds receivable upon settlement of the equity forward transactions (based on the adjusted forward sale price at the end of that reporting period). The excess number of shares is weighted for the portion of the reporting period in which the equity forward transactions are outstanding.

Accordingly, before physical or net share settlement of the equity forward transactions, and subject to the occurrence of certain events, HEI anticipates that the forward sale agreement and additional forward sale agreement will have a dilutive effect on HEI's earnings per share only during periods when the applicable average market price per share of HEI's common stock is above the per share adjusted forward sale price, as described above. However, if HEI decides to physically or net share settle the forward sale agreement and additional forward sale agreement, any delivery by HEI of shares upon settlement could result in dilution to HEI's earnings per share.

For the six months ended June 30, 2013, the equity forward transactions did not have a material dilutive effect on HEI's earnings per share.

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Accumulated other comprehensive income. Reclassifications out of accumulated other comprehensive income/(loss) (AOCI) were as follows:

(in thousands)	Amount reclassified from AOCI				Affected line item in the Statement of Income
	Three months ended June 30		Six months ended June 30		
	2013	2012	2013	2012	
Net realized gains on securities	\$ (738)	\$ (81)	\$ (738)	\$ (81)	Revenues-bank (net gains on sales of securities)
Derivatives qualified as cash flow hedges					
Interest rate contracts (settled in 2011)	59	59	118	118	Interest expense
Retirement benefit plan items					
Amortization of transition obligation, prior service credit and net losses recognized during the period in net periodic benefit cost	5,680	3,768	11,701	7,641	See Note 5 for additional details
Less: reclassification adjustment for impact of D&Os of the PUC included in regulatory assets	(4,999)	(3,289)	(10,312)	(6,684)	See Note 5 for additional details
Total reclassifications	\$ 2	\$ 457	\$ 769	\$ 994	

**8 • Commitments and contingencies**

See Note 4, Bank subsidiary, above and Note 5, Commitments and contingencies, of HECO's Notes to Consolidated Financial Statements, below.

**9 • Fair value measurements**

Fair value estimates are based on the price that would be received to sell an asset, or paid upon the transfer of a liability, in an orderly transaction between market participants at the measurement date. The fair value estimates are generally determined based on assumptions that market participants would use in pricing the asset or liability and are based on market data obtained from independent sources. However, in certain cases, the Company uses its own assumptions about market participant assumptions based on the best information available in the circumstances. These valuations are estimates at a specific point in time, based on relevant market information, information about the financial instrument and judgments regarding future expected loss experience, economic conditions, risk characteristics of various financial instruments and other factors. These estimates do not reflect any premium or discount that could result if the Company were to sell its entire holdings of a particular financial instrument at one time. Because no active trading market exists for a portion of the Company's financial instruments, fair value estimates cannot be determined with precision. Changes in the underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the estimates. In addition, the tax ramifications related to the realization of the unrealized gains and losses could have a significant effect on fair value estimates, but have not been considered in making such estimates.

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The Company groups its financial assets measured at fair value in three levels outlined as follows:

**Level 1:** Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and is used to measure fair value whenever available.

**Level 2:** Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that are derived principally from or can be corroborated by observable market data by correlation or other means.

**Level 3:** Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Level 3 assets and liabilities include financial instruments whose value is determined using discounted cash flow methodologies, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

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The Company used the following methods and assumptions to estimate the fair value of each applicable class of financial instruments for which it is practicable to estimate that value:

**Short term borrowings other than bank.** The carrying amount approximated fair value because of the short maturity of these instruments.

**Investment and mortgage-related securities.** To determine the fair value of investment securities held in ASB's available-for-sale portfolio, independent third-party vendor or broker pricing is used on an unadjusted basis. Prices for investments and mortgage-related securities are based on observable inputs, including historical trading levels or sector yields, using market-based valuation techniques. The third party pricing service uses applications, models and pricing matrices that correlate security prices to benchmark securities which are adjusted for various inputs. Inputs include: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark security bids and offers, TBA (to be announced) prices, monthly payment information, and reference data including market research. The pricing service may prioritize inputs differently on any given day for any security, and not all inputs are available for use in the evaluation process on any given day or for each security. The pricing vendor corroborates its finding on an on-going basis by monitoring market activity and events.

Third party pricing services provide security prices in good faith using rigorous methodologies; however, they do not warrant or guarantee the adequacy or accuracy of their information. Therefore, ASB utilizes a separate third party pricing vendor to corroborate security pricing of the first pricing vendor. If the pricing differential between the two pricing sources exceeds an established threshold, a pricing inquiry will be sent to both vendors or to an independent broker to determine a price that can be supported based on observable inputs found in the market. Such challenges to pricing are required infrequently and are generally resolved using additional security-specific information that was not available to a specific vendor.

**Loans receivable.** The estimated fair value of loans receivable is determined based on characteristics such as loan category, repricing features and remaining maturity, and includes prepayment estimates.

For residential real estate loans, fair values were estimated by discounting estimated cash flows using discount rates based on current industry pricing for loans with similar contractual characteristics and remaining maturity.

For other types of loans, fair values were estimated by discounting contractual cash flows using discount rates that reflect current industry pricing for loans with similar characteristics and remaining maturity. Where industry pricing is not available, discount rates are based on ASB's current pricing for loans with similar characteristics and remaining maturity.

The fair value of all loans was adjusted to reflect current assessments of loan collectability. Also see Fair value measurements on a nonrecurring basis below.

**Deposit liabilities.** The fair value of savings, negotiable orders of withdrawal, demand and money market deposits was the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit was estimated by discounting the future cash flows using the rates currently offered for deposits of similar remaining maturities.

**Other bank borrowings.** Fair value was estimated by discounting the future cash flows using the current rates available for borrowings with similar credit terms and remaining maturities.

**Long-term debt.** Fair value was obtained from third-party financial services providers based on the current rates offered for debt of the same or similar remaining maturities and from discounting the future cash flows using the current rates offered for debt of the same or similar remaining maturities.

**Derivative financial instruments.** See Fair value measurements on a recurring basis below.

**Off-balance sheet financial instruments.** The fair value of loans serviced for others was calculated by discounting expected net income streams using discount rates that reflect industry pricing for similar assets. Expected net income streams were estimated based on industry assumptions regarding prepayment speeds and income and expenses associated with servicing residential mortgage loans for others. The fair value of commitments to originate loans was estimated based on the change in current primary market prices of new

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commitments. Since lines of credit can expire without being drawn and customers are under no obligation to utilize the lines, no fair value was assigned to unused lines of credit. The fair value of letters of credit was estimated based on the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements.

The estimated fair values of certain of the Company's financial instruments were as follows:

(in thousands)	Carrying or notional amount	Estimated fair value			Total
		Level 1	Level 2	Level 3	
<b>June 30, 2013</b>					
<b>Financial assets</b>					
Money market funds	\$ 10	\$	\$ 10	\$	\$ 10
Available-for-sale investment and mortgage-related securities	560,172		560,172		560,172
Investment in stock of Federal Home Loan Bank of Seattle	94,281		94,281		94,281
Loans receivable, net	3,946,703			4,075,387	4,075,387
Derivative assets	54,192	625	538		1,163
<b>Financial liabilities</b>					
Deposit liabilities	4,276,243		4,279,284		4,279,284
Short-term borrowings other than bank	125,786		125,786		125,786
Other bank borrowings	187,884		200,813		200,813
Long-term debt, net other than bank	1,422,877		1,450,844		1,450,844
Derivative liabilities	19,350		525		525
<b>December 31, 2012</b>					
<b>Financial assets</b>					
Money market funds	\$ 10	\$	\$ 10	\$	\$ 10
Available-for-sale investment and mortgage-related securities	671,358		671,358		671,358
Investment in stock of Federal Home Loan Bank of Seattle	96,022		96,022		96,022
Loans receivable, net	3,763,238			3,957,752	3,957,752
<b>Financial liabilities</b>					
Deposit liabilities	4,229,916		4,235,527		4,235,527
Short-term borrowings other than bank	83,693		83,693		83,693
Other bank borrowings	195,926		212,163		212,163
Long-term debt, net other than bank	1,422,872		1,481,004		1,481,004

As of June 30, 2013 and December 31, 2012, loan commitments and unused lines and letters of credit issued by ASB had notional amounts of \$1.6 billion and \$1.5 billion, respectively, and their estimated fair value on such dates were \$0.1 million and \$1.2 million, respectively. As of June 30, 2013 and December 31, 2012, loans serviced by ASB for others had notional amounts of \$1.3 billion and the estimated fair value of the servicing rights for such loans was \$14.0 million and \$11.9 million, respectively.

**Fair value measurements on a recurring basis.**

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Securities. While securities held in ASB's investment portfolio trade in active markets, they do not trade on listed exchanges nor do the specific holdings trade in quoted markets by dealers or brokers. All holdings are valued using market-based approaches that are based on exit prices that are taken from identical or similar market transactions, even in situations where trading volume may be low when compared with prior periods. Inputs to these valuation techniques reflect the assumptions that consider credit and nonperformance risk that market participants would use in pricing the asset based on market data obtained from independent sources. Available-for-sale securities were comprised of federal agency obligations and mortgage-backed securities and municipal bonds.

Derivative financial instruments. ASB enters into interest rate lock commitments (IRLC) for residential mortgage loans, which commit ASB to lend funds to a potential borrower at a specific interest rate and within a specified period of time. The estimated fair value of commitments to originate residential mortgage loans for sale is based on quoted prices for similar loans in active markets. IRLCs are classified as Level 2 measurements.

ASB utilizes forward commitments as economic hedges against potential changes in the values of the IRLCs and loans held for sale. To reduce the impact of price fluctuations of IRLC and mortgage loans held for sale, ASB will purchase to be announced (TBA) mortgage-backed securities forward commitments, mandatory and best effort

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commitments. These commitments help protect our loan sale profit margin from fluctuations in interest rates. The changes in the fair value of these commitments are recognized as part of mortgage banking income on the consolidated statements of income. TBA forward commitments are classified as Level 1, and consist of publicly-traded debt securities for which identical fair values can be obtained through quoted market prices in active exchange markets. The fair values of ASB's best efforts and mandatory delivery loan sale commitments are determined similarly to the IRLCs using quoted prices in the market place that are observable and are classified as Level 2 measurements.

Assets measured at fair value on a recurring basis were as follows:

(in thousands)	Quoted prices in active markets for identical assets (Level 1)	Fair value measurements using Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>June 30, 2013</b>			
Money market funds ( other segment)	\$	\$	10
Available-for-sale securities (bank segment)			\$
Mortgage-related securities-FNMA, FHLMC and GNMA	\$	\$	382,044
Federal agency obligations			99,064
Municipal bonds			79,064
	\$	\$	560,172
Derivative assets (1)			
Interest rate lock commitments	\$	\$	211
Forward commitments	625		327
	\$	\$	538
Derivative liabilities (1)			
Interest rate lock commitments	\$	\$	473
Forward commitments			52
	\$	\$	525
<b>December 31, 2012</b>			
Money market funds ( other segment)	\$	\$	10
Available-for-sale securities (bank segment)			
Mortgage-related securities-FNMA, FHLMC and GNMA	\$	\$	417,383
Federal agency obligations			171,491
Municipal bonds			82,484
	\$	\$	671,358

(1) Derivatives are carried at fair value with changes in value reflected in the balance sheet in other assets or other liabilities and included in mortgage banking income.

**Fair value measurements on a nonrecurring basis.** From time to time, the Company may be required to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from the writedowns of individual assets. ASB does not record loans at fair value on a recurring basis. However, from time to time, ASB records nonrecurring fair value adjustments based on the current appraised value of the collateral securing the loans or unobservable market assumptions. Unobservable assumptions reflect ASB's own estimate of the fair value of collateral used in valuing the loan. ASB may also be required to measure goodwill at fair value on a nonrecurring basis. During the first six months of 2013, it was not required that a measurement of the fair value of goodwill be calculated and goodwill was not measured at fair value.



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Assets measured at fair value on a nonrecurring basis were as follows:

(in millions)	Balance	Fair value measurements		
		Level 1	Level 2	Level 3
<u>Loans</u>				
June 30, 2013	\$ 17	\$	\$	\$ 17
December 31, 2012	21			21
<u>Real estate acquired in settlement of loans</u>				
June 30, 2013	\$ 2			\$ 2
December 31, 2012	3			3

For the first six months of 2013 and 2012, there were no adjustments to fair value for ASB's loans held for sale.

Residential loans. The fair value of ASB's residential loans that were written down due to impairment was determined based on third party appraisals, which include the appraisers' assumptions and judgment, and therefore, is classified as a Level 3 measurement.

Home equity lines of credit. The fair value of ASB's home equity lines of credit that were written down due to impairment was determined based on third party appraisals, which include the appraisers' assumptions and judgment, and therefore, is classified as a Level 3 measurement.

Commercial loans. The fair value of ASB's commercial loans that were written down due to impairment was determined based on third party appraisals, which include the appraisers' assumptions and judgment, the value placed on the assets of the business and cash flows generated by the business entity, and therefore, is classified as a Level 3 measurement.

Real estate acquired in settlement of loans. The fair value of ASB's real estate acquired in settlement of loans that were written down due to impairment was determined based on third party appraisals, which include the appraisers' assumptions and judgment, and therefore, is classified as a Level 3 measurement.

For loans and real estate acquired in settlement of loans classified as Level 3 as of June 30, 2013, the significant unobservable inputs used in the fair value measurement were as follows:

(\$ in thousands)	Fair value at June 30, 2013	Valuation technique	Significant unobservable input	Significant unobservable input value
Residential loans	\$ 13,840	Fair value of property or collateral	Appraised value	13 - 96%
Home equity lines of credit	536	Fair value of property or collateral	Appraised value	25 - 82%

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Commercial loan	220	Fair value of property or collateral	Insurance proceeds	59%
Commercial loans	892	Fair value of property or collateral	Fair value of business assets	37 - 92%
Commercial loan		Discounted cash flow	Present value of expected future cash flows based on anticipated debt restructuring	
	1,739		Discount rate	Paydown of loan 59% 4.5%
Total commercial loans	2,851			
Real estate acquired in settlement of loans	2,036	Fair value of property or collateral	Appraised value	81 100%

Significant increases (decreases) in any of those inputs in isolation would result in significantly higher (lower) fair value measurement.

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Six months ended June 30 (in millions)	2013	2012
<b>Supplemental disclosures of cash flow information</b>		
Interest paid to non-affiliates	\$ 43	\$ 42
Income taxes paid	1	6
<b>Supplemental disclosures of noncash activities</b>		
Common stock dividends reinvested in HEI common stock (1)	12	12
Increases in common stock related to director and officer compensatory plans	1	4
Additions to electric utility property, plant and equipment - Unpaid invoices and other	5	12
Real estate acquired in settlement of loans	3	5
Loans transferred from held-for-investment to held-for-sale	25	

(1) The amounts shown represent common stock dividends reinvested in HEI common stock under the HEI Dividend Reinvestment and Stock Purchase Plan (DRIP) in noncash transactions.

**11 • Recent accounting pronouncements**

Obligations resulting from joint and several liability. In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-04, Liabilities (Topic 405) Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date, which provides guidance for the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. The guidance requires entities to measure these obligations as the sum of the amount the entity has agreed with co-obligors to pay and any additional amount it expects to pay on behalf of its co-obligors. The guidance also requires an entity to disclose the nature and amount of the obligation as well as other information. This guidance is effective for all fiscal years, and interim periods within those years, beginning after December 31, 2013.

The Company will retrospectively adopt ASU No. 2013-04 in the first quarter of 2014 and does not expect it to have a material impact on the Company's results of operations, financial condition or liquidity.

Unrecognized tax benefit. In July 2013, the FASB issued ASU No. 2013-11, Income Taxes (Topic 740) Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists, which clarifies that a liability for an unrecognized tax benefit should be presented as a reduction of a deferred tax asset when settlement of the liability with the taxing authority results in the reduction of a net operating loss or tax credit carryforward. ASU No. 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013.

The Company will prospectively adopt ASU No. 2013-11 in the first quarter of 2014 and does not expect it to have a material impact on the Company's results of operations, financial condition or liquidity.

## 12 • Credit agreement and long-term debt

**Credit agreement.** HEI maintains an amended revolving noncollateralized credit agreement, which established a line of credit facility of \$125 million, with a letter of credit sub-facility, expiring on December 5, 2016, with a syndicate of eight financial institutions. The credit facility will be maintained to support the issuance of commercial paper, but also may be drawn to repay HEI's short-term and long-term indebtedness, to make investments in or loans to subsidiaries and for HEI's working capital and general corporate purposes.

### Changes in long-term debt.

March 6, 2013 notes. On March 6, 2013, HEI entered into a First Supplement (the First Supplement) to the Master Note Purchase Agreement dated March 24, 2011 (the Note Agreement). Under the First Supplement, HEI issued \$50 million of its unsecured, 3.99% Series 2013A Senior Notes, due March 6, 2023, via a private placement with The Prudential Insurance Company of America, Prudential Arizona Reinsurance Captive Company and The Lincoln National Life Insurance Company.

The Note Agreement, as modified by the First Supplement (which includes representations that supersede and supplement the representations in the Note Agreement), contains customary representations and warranties,

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affirmative and negative covenants, and events of default (the occurrence of which may result in some or all of the Notes then outstanding becoming immediately due and payable) and provisions requiring the maintenance by HEI of certain financial ratios generally consistent with those in HEI's existing amended revolving noncollateralized credit agreement described above and in HEI's Form 10-K for the year ended December 31, 2012. For example, under the Note Agreement, it is an event of default if HEI fails to maintain an unconsolidated Capitalization Ratio (funded debt) of 50% or less (actual ratio of 18% as of June 30, 2013, as calculated under the agreement) or Consolidated Net Worth of at least \$975 million (actual Net Worth of \$1.7 billion as of June 30, 2013, as calculated under the agreement).

The net proceeds from the issuance of the Notes were used by HEI to refinance \$50 million of its unsecured, 5.25% Medium-Term Notes, Series D, which matured on March 7, 2013.

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Hawaiian Electric Company, Inc. and Subsidiaries

**Consolidated Statements of Income (unaudited)**

(in thousands)	Three months ended June 30		Six months ended June 30	
	2013	2012	2013	2012
<b>Operating revenues</b>	\$ 728,793	\$ 787,685	\$ 1,444,990	\$ 1,535,623
<b>Operating expenses</b>				
Fuel oil	289,278	331,064	594,378	658,903
Purchased power	178,444	188,352	331,808	353,141
Other operation	66,184	64,516	137,607	126,365
Maintenance	27,340	31,235	57,042	61,273
Depreciation	38,590	36,133	76,870	72,615
Taxes, other than income taxes	68,759	76,304	136,446	147,299
Income taxes	18,333	18,574	32,428	35,939
Total operating expenses	686,928	746,178	1,366,579	1,455,535
<b>Operating income</b>	<b>41,865</b>	<b>41,507</b>	<b>78,411</b>	<b>80,088</b>
<b>Other income</b>				
Allowance for equity funds used during construction	1,560	1,997	2,775	3,937
Other, net	940	1,414	3,252	2,723
Income tax benefit (expense)	8	(51)	(291)	(95)
Total other income	2,508	3,360	5,736	6,565
<b>Interest and other charges</b>				
Interest on long-term debt	14,614	15,323	29,228	29,706
Amortization of net bond premium and expense	647	661	1,294	1,406
Other interest charges (credits)	318	(99)	633	(370)
Allowance for borrowed funds used during construction	(398)	(893)	(1,128)	(1,763)
Total interest and other charges	15,181	14,992	30,027	28,979
<b>Net income</b>	<b>29,192</b>	<b>29,875</b>	<b>54,120</b>	<b>57,674</b>
Preferred stock dividends of subsidiaries	229	229	458	458
<b>Net income attributable to HECO</b>	<b>28,963</b>	<b>29,646</b>	<b>53,662</b>	<b>57,216</b>
Preferred stock dividends of HECO	270	270	540	540
<b>Net income for common stock</b>	<b>\$ 28,693</b>	<b>\$ 29,376</b>	<b>\$ 53,122</b>	<b>\$ 56,676</b>

HEI owns all of the common stock of HECO. Therefore, per share data with respect to shares of common stock of HECO are not meaningful.

The accompanying notes for HECO are an integral part of these consolidated financial statements.

Hawaiian Electric Company, Inc. and Subsidiaries

**Consolidated Statements of Comprehensive Income (unaudited)**

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Net income for common stock	\$	28,693	\$	29,376	\$	53,122	\$	56,676
Other comprehensive income, net of taxes:								
Retirement benefit plans:								
Less: amortization of transition obligation, prior service credit and net losses recognized during the period in net periodic benefit cost, net of tax benefits of \$3,195 and \$2,142 for the three months ended June 30, 2013 and 2012 and \$6,590 and \$4,354 for the six months ended June 30, 2013 and 2012, respectively		5,016		3,364		10,347		6,836
Less: reclassification adjustment for impact of D&Os of the PUC included in regulatory assets, net of taxes of \$3,184 and \$2,095 for the three months ended June 30, 2013 and 2012 and \$6,568 and \$4,257 for the six months ended June 30, 2013 and 2012, respectively		(4,999)		(3,289)		(10,312)		(6,684)
Other comprehensive income, net of taxes		17		75		35		152
Comprehensive income attributable to Hawaiian Electric Company, Inc.	\$	28,710	\$	29,451	\$	53,157	\$	56,828

The accompanying notes are an integral part of these consolidated financial statements.

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Hawaiian Electric Company, Inc. and Subsidiaries

**Consolidated Balance Sheets (unaudited)**

(dollars in thousands, except par value)	June 30, 2013	December 31, 2012
<b>Assets</b>		
<b>Utility plant, at cost</b>		
Land	\$ 51,622	\$ 51,568
Plant and equipment	5,492,118	5,364,400
Less accumulated depreciation	(2,082,532)	(2,040,789)
Construction in progress	166,902	151,378
<b>Net utility plant</b>	<b>3,628,110</b>	<b>3,526,557</b>
<b>Current assets</b>		
Cash and cash equivalents	8,617	17,159
Customer accounts receivable, net	196,643	210,779
Accrued unbilled revenues, net	139,187	134,298
Other accounts receivable, net	10,059	28,176
Fuel oil stock, at average cost	117,445	161,419
Materials and supplies, at average cost	58,224	51,085
Prepayments and other	38,301	32,865
Regulatory assets	63,672	51,267
<b>Total current assets</b>	<b>632,148</b>	<b>687,048</b>
<b>Other long-term assets</b>		
Regulatory assets	821,353	813,329
Unamortized debt expense	9,948	10,554
Other	70,260	71,305
<b>Total other long-term assets</b>	<b>901,561</b>	<b>895,188</b>
<b>Total assets</b>	<b>\$ 5,161,819</b>	<b>\$ 5,108,793</b>
<b>Capitalization and liabilities</b>		
<b>Capitalization</b>		
Common stock (\$6 2/3 par value, authorized 50,000,000 shares; outstanding 14,665,264 shares)	\$ 97,788	\$ 97,788
Premium on capital stock	468,045	468,045
Retained earnings	919,606	907,273
Accumulated other comprehensive loss, net of income tax benefits-retirement benefit plans	(935)	(970)
<b>Common stock equity</b>	<b>1,484,504</b>	<b>1,472,136</b>
Cumulative preferred stock not subject to mandatory redemption	34,293	34,293
Long-term debt, net	1,147,877	1,147,872
<b>Total capitalization</b>	<b>2,666,674</b>	<b>2,654,301</b>
<b>Commitments and contingencies (Note 5)</b>		
<b>Current liabilities</b>		
Short-term borrowings from nonaffiliates	53,992	
Accounts payable	150,877	186,824
Interest and preferred dividends payable	20,325	21,092