Hawaiian Telcom Holdco, Inc.
Form 10-Q
August 15, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended June 30, 2011

OR

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

For the transition period from to

Commission File Number: 001-34686

Hawaiian Telcom Holdco, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**84-1659868**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1177 Bishop Street

Honolulu, Hawaii 96813

(Address of principal executive offices)

808-546-4511

(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. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 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). Yes x No o

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

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

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

As of August 15, 2011, 10,138,600 shares of the registrant s common stock were outstanding.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Statements of Operations

(Unaudited, dollars in thousands, except per share amounts)

	Successor		Predecessor	
	Three Months Ended June 30, 2011	Six Months Ended June 30, 2011	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Operating revenues	$ 100,744	$ 199,250	$ 99,621	$ 199,874
Operating expenses:				
Cost of revenues (exclusive of depreciation and amortization)	41,960	82,530	39,426	79,614
Selling, general and administrative	30,382	60,518	30,937	63,511
Depreciation and amortization	15,212	30,517	42,367	84,671
Total operating expenses	87,554	173,565	112,730	227,796
Operating income (loss)	13,190	25,685	(13,109)	(27,922)
Other income (expense):				
Interest expense (contractual interest was $19,002 and $37,595 for the three and six months ended June 30, 2010, respectively)	(6,235)	(12,494)	(7,147)	(13,905)
Interest income and other	17	30	35	30
Total other expense	(6,218)	(12,464)	(7,112)	(13,875)
Income (loss) before reorganization items and income tax provision	6,972	13,221	(20,221)	(41,797)
Reorganization items	239	950	2,080	3,827
Income (loss) before income tax provision	6,733	12,271	(22,301)	(45,624)
Income tax provision				
Net income (loss)	$ 6,733	$ 12,271	$ (22,301)	$ (45,624)
Net income (loss) per common share -				
Basic	$ 0.66	$ 1.21	$ (52.11)	$ (106.60)
Diluted	$ 0.61	$ 1.12	$ (52.11)	$ (106.60)

Weighted average shares used to compute net income (loss) per common share -				
Basic	10,138,572	10,138,137	428,000	428,000
Diluted	11,023,118	10,978,578	428,000	428,000

See accompanying notes to condensed consolidated financial statements.

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Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Balance Sheets

(Unaudited, dollars in thousands, except per share amounts)

	June 30, 2011	December 31, 2010
Assets		
Current assets		
Cash and cash equivalents	$ 77,309	$ 81,647
Receivables, net	41,212	39,222
Material and supplies	7,138	8,431
Prepaid expenses	6,147	5,707
Other current assets	1,179	4,566
Total current assets	132,985	139,573
Property, plant and equipment, net	469,739	459,781
Intangible assets, net	42,265	43,315
Other assets	3,688	3,367
Total assets	$ 648,677	$ 646,036
Liabilities and Stockholders Equity		
Current liabilities		
Accounts payable	$ 22,511	$ 24,162
Accrued expenses	22,054	28,752
Advance billings and customer deposits	14,394	14,948
Other current liabilities	3,673	2,810
Total current liabilities	62,632	70,672
Long-term debt	300,000	300,000
Employee benefit obligations	91,230	94,453
Other liabilities	2,745	2,119
Total liabilities	456,607	467,244
Commitments and contingencies (Note 15)		
Stockholders equity		
Common stock, par value of $0.01 per share, 245,000,000 shares authorized and 10,138,600 and 10,135,063 shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively	101	101
Additional paid-in capital	163,190	162,169
Accumulated other comprehensive income	13,379	13,393
Retained earnings	15,400	3,129
Total stockholders equity	192,070	178,792
Total liabilities and stockholders equity	$ 648,677	$ 646,036

See accompanying notes to condensed consolidated financial statements.

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Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited, dollars in thousands)

	Successor Six Months Ended June 30, 2011	Predecessor Six Months Ended June 30, 2010
Cash flows from operating activities:		
Net income (loss)	$ 12,271	$ (45,624)
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation and amortization	30,517	84,671
Employee retirement benefits	(3,223)	2,935
Provision for uncollectibles	790	3,104
Stock based compensation	972	39
Interest cost added to loan principal		6,906
Reorganization items	950	3,827
Changes in operating assets and liabilities:		
Receivables	(4,279)	1,283
Material and supplies	1,293	(1,500)
Prepaid expenses and other current assets	2,947	(5,118)
Accounts payable and accrued expenses	(8,267)	2,927
Advance billings and customer deposits	(554)	598
Other current liabilities	863	173
Other	(962)	316
Net cash provided by operating activities before reorganization items	33,318	54,537
Operating cash flows used by reorganization items	(2,292)	(11,933)
Net cash provided by operating activities	31,026	42,604
Cash flows used in investing activities:		
Capital expenditures	(35,413)	(28,950)
Net cash used in investing activities	(35,413)	(28,950)
Cash provided by financing activities:		
Proceeds from sale of common stock	49	
Net cash provided by financing activities	49	
Net change in cash and cash equivalents	(4,338)	13,654
Cash and cash equivalents, beginning of period	81,647	96,550
Cash and cash equivalents, end of period	$ 77,309	$ 110,204
Supplemental disclosure of cash flow information:		
Interest paid, net of amounts capitalized	$ 12,569	$ 6,546
Non-cash investing activities - receipt of equipment for settlement of receivable or for capital lease	2,250	

See accompanying notes to condensed consolidated financial statements.

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Hawaiian Telcom Holdco, Inc.

Condensed Consolidated Statement of Changes in Stockholders Equity (Deficiency)

(Unaudited, dollars in thousands)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total Stockholders Equity (Deficiency)
Successor						
Balance, January 1, 2011	10,135,063	$ 101	$ 162,169	$ 13,393	$ 3,129	$ 178,792
Stock based compensation			972			972
Sale of common stock under warrant agreement	3,537		49			49
Net income					12,271	12,271
Other comprehensive income unrealized loss on investments				(14)		(14)
Balance, June 30, 2011	10,138,600	$ 101	$ 163,190	$ 13,379	$ 15,400	$ 192,070
Predecessor						
Balance, January 1, 2010	428,000	$ 4	$ 428,993	$ (33,191)	$ (576,070)	$ (180,264)
Stock based compensation			39			39
Net loss					(45,624)	(45,624)
Other comprehensive income (loss)						
Reclassification adjustment for recognition of loss on interest rate swap				276		276
Unrealized loss on investments				(9)		(9)
Balance, June 30, 2010	428,000	$ 4	$ 429,032	$ (32,924)	$ (621,694)	$ (225,582)

See accompanying notes to condensed consolidated financial statements.

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Hawaiian Telcom Holdco, Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

1. Description of Business

Business Description

Hawaiian Telcom Holdco, Inc. and subsidiaries (the Company) is the incumbent local exchange carrier for the State of Hawaii with an integrated telecommunications network servicing approximately 429,000 voice access lines as of June 30, 2011. The Company also served approximately 220,000 long distance lines and 101,000 High-Speed Internet (HSI) connections as of that date.

As a result of the adoption of fresh-start reporting, the financial statements before and on October 31, 2010 are not comparable to the financial statements for the period after October 31, 2010. References to Successor refer to the Company after October 31, 2010 after giving effect to the adoption of fresh-start reporting. References to Predecessor refer to the Company prior to and on October 31, 2010. See Note 2 for further details.

Organization

The Company has one direct wholly-owned subsidiary, Hawaiian Telcom Communications, Inc. which has two direct wholly-owned subsidiaries Hawaiian Telcom, Inc. and Hawaiian Telcom Services Company, Inc. Hawaiian Telcom, Inc. operates the regulated local exchange carrier and Hawaiian Telcom Services Company, Inc. operates all other businesses.

2. Chapter 11

On December 1, 2008, Hawaiian Telcom Holdco, Inc. and its subsidiaries, with the exception of Hawaiian Telcom Insurance Company, Incorporated (the Non-Debtor), filed voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Code (the Bankruptcy Code) in the United States Bankruptcy Court for the District of Delaware. The cases were transferred to the District of Hawaii on December 22, 2008 (the Bankruptcy Court). The Debtors continued to operate as debtors-in-possession under the jurisdiction of the Bankruptcy Court and orders of the Bankruptcy Court. In general, as debtors-in-possession, the Debtors were authorized under Chapter 11 to continue to operate as an ongoing business but could not engage in transactions outside the ordinary course of business without the prior approval of the Bankruptcy Court.

On June 3, 2009, the Debtors filed a plan of reorganization with the Bankruptcy Court together with the disclosure statement. On August 28, 2009, the Bankruptcy Court approved distribution of the disclosure statement for vote by the prepetition creditors. On November 13, 2009, the judge of the Bankruptcy Court ruled that the plan as presented was approved. The final confirmation order was issued by the Court on December 30, 2009. The plan of reorganization, including the proposed debt and equity structure, was subject to approval of the Hawaii Public Utilities Commission (HPUC) and Federal Communications Commission. Approvals were obtained in September 2010 and relevant appeal periods expired in October 2010. After satisfying all conditions precedent to emergence under the Plan, the Company emerged from Chapter 11 effective as of October 28, 2010 (Emergence Date).

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3. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America. Certain information and disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted and condensed. In the opinion of the Company s management, all adjustments (consisting of only normal and recurring accruals) have been made to present fairly the financial position, the results of operations and cash flows for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year. Although the Company believes that the disclosures are adequate to make the information presented not misleading, these financial statements should be read in conjunction with the Company s audited consolidated financial statements as of and for the year ended December 31, 2010.

Cash and Cash Equivalents

Cash and cash equivalents include cash and money market accounts with maturities at acquisition of three months or less. The majority of cash balances at June 30, 2011 are held in one bank in demand deposit accounts.

Supplemental Non-Cash Investing and Financing Activities

Accounts payable included $2.2 million and $8.1 million at June 30, 2011 and 2010, respectively, for additions to property, plant and equipment.

Taxes Collected from Customers

The Company presents taxes collected from customers and remitted to governmental authorities on a gross basis, including such amounts in the Company s reported operating revenues. Such amounts represent primarily Hawaii state general excise taxes and HPUC fees. Such taxes and fees amounted to $1.9 million and $3.4 million for the three and six months ended June 30, 2011 and $1.5 and $3.1 million for the three and six months ended June 30, 2010, respectively.

Earnings per Share

Basic earnings per share is based on the weighted effect of all common shares issued and outstanding, and is calculated by dividing earnings by the weighted average shares outstanding during the period. Diluted earnings per share is calculated by dividing earnings, adjusted for the effect, if any, from assumed conversion of all potentially dilutive common shares outstanding, by the weighted average number of common shares used in the basic earnings per share calculation plus the number of common shares that would be issued assuming conversion of all potentially dilutive common shares outstanding. The computation of diluted earnings per share excludes the impact of outstanding stock options for

Predecessor periods as they were antidilutive to earnings per share. The denominator used to compute basic and diluted earnings per share by the Successor for the three and six months ended June 30, 2011 is as follows:

	Three Months Ended June 30, 2011	Six Months Ended June 30, 2011
Basic earnings per share - weighted average shares	10,138,572	10,138,137
Effect of dilutive securities:		
Employee and director restricted stock units	155,399	144,142
Warrants	729,147	696,299
Diluted earnings per share - weighted average shares	11,023,118	10,978,578

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Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued guidance on the presentation of comprehensive income. The new guidance is effective for fiscal years and interim periods beginning after December 15, 2011. The adoption of this new guidance is not expected to have a material effect on the Company s condensed consolidated financial statements.

In May 2011, the FASB issued amendments to achieve common fair value measurement and disclosure requirements in U.S. generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). The amendments explain how to measure fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRSs. The guidance is effective during interim and annual periods beginning after December 15, 2011. The Company is currently evaluating the potential impact of the accounting guidance on the condensed consolidated financial statements.

4. Reorganization Items

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting standards for financial reporting by entities in reorganization under the Bankruptcy Code. The Predecessor s condensed consolidated statement of operations for the three and six months ended June 30, 2010 present the results of operations during the Chapter 11 proceedings. As such, any revenues, expenses, and gains and losses realized or incurred that are directly related to the bankruptcy case were reported separately as reorganization items due to the bankruptcy. The operations of the Non-Debtor, included in the condensed consolidated statement of operations and cash flow statement were not significant.

Reorganization items represent expense or income amounts that were recognized as a direct result of the Chapter 11 filing and are presented separately in the condensed consolidated statements of operations. Such items consist of the following (dollars in thousands):

	Successor		**Predecessor**	
	Three Months Ended June 30, 2011	**Six Months Ended June 30, 2011**	**Three Months Ended June 30, 2010**	**Six Months Ended June 30, 2010**
Professional fees	$ 239	$ 950	$ 2,082	$ 3,832
Other			(2)	(5)
	$ 239	$ 950	$ 2,080	$ 3,827

Professional fees relate to legal, financial advisory and other professional costs directly associated with the reorganization process.

Net cash paid for reorganization items, consisting of professional and other fees, amounted to $2.3 million and $11.9 million for the six months ended June 30, 2011 and 2010, respectively.

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5. Receivables

Receivables consisted of the following (dollars in thousands):

	June 30, 2011	December 31, 2010
Customers and other	$ 42,892	$ 40,024
Allowance for doubtful accounts	(1,680)	(802)
	$ 41,212	$ 39,222

In the second quarter of 2011, the Company recovered $2.5 million on two large receivable balances previously assumed to not be collectible.

6. Long-Lived Assets

Property, plant and equipment consisted of the following (dollars in thousands):

	June 30, 2011	December 31, 2010
Property, plant and equipment	$ 507,308	$ 468,315
Less accumulated depreciation and amortization	(37,569)	(8,534)
	$ 469,739	$ 459,781

Depreciation expense amounted to $14.4 million and $29.5 million for the three and six months ended June 30, 2011. Depreciation expense amounted to $32.3 million and $64.5 million for the three and six months ended June 30, 2010.

The gross carrying amount and accumulated amortization of identifiable intangible assets are as follows (dollars in thousands):

	June 30, 2011			December 31, 2010		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Subject to amortization customer relationships	$ 17,000	$ 2,035	$ 14,965	$ 17,000	$ 985	$ 16,015

Not subject to amortization brand name		27,300				27,300		27,300			27,300
	$	44,300	$	2,035	$	42,265	$	44,300	$ 985	$	43,315

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Amortization expense amounted to $0.8 million and $1.1 million for the three and six months ended June 30, 2011. Amortization expense amounted to $10.1 million and $20.2 million for the three and six months ended June 30, 2010. Estimated amortization expense for the next five years and thereafter is as follows (dollars in thousands):

2011 (remaining months)	$	1,520
2012		2,730
2013		2,421
2014		2,112
2015		1,803
Thereafter		4,379
	$	14,965

7. Accrued Expenses

Accrued expenses consisted of the following (dollars in thousands):

		June 30, 2011		December 31, 2010
Salaries and benefits	$	14,603	$	21,382
Interest		4,800		4,875
Other taxes		2,651		2,495
	$	22,054	$	28,752

8. Long-Term Debt

Long-term debt consists of a term loan which has an original principal amount of $300.0 million and will mature on October 28, 2015. For each fiscal year that the Company has a cash balance greater than $67.5 million, the Company shall prepay, no later than 105 days after the fiscal year end, loans in an aggregate amount equal to the lesser of: (a) 75% of excess cash flow, as defined, for such fiscal year; and (b) the amount by which the cash balance exceeds $67.5 million. In addition, the Company must make prepayment on loans in the case of certain prepayment events such as large assets sales. No term loan prepayment is anticipated for 2011.

The loans on the term loan bear interest at a Eurocurrency rate on deposits for one, two, three or six month periods but no less than 3% plus a margin of 6%. The interest rate on the debt at June 30, 2011 was 9%. The Company may request interest at the rate of 1.5% be paid-in-kind for 2011 and added to the principal balance of the loan.

The term loan includes a provision whereby members of the lender group may request that the Company make an offer to exchange term loan debt for equity at the then fair value of common equity shares. The Company, in its sole discretion, can make the offer or not. The Company, in its sole discretion, can also initiate an offer to exchange term loan debt for equity at the then fair value of common equity shares. Members of the lender group are not required to accept such offers.

The Company has a revolving credit facility which matures on October 27, 2011 and has an available balance of $30.0 million with no amounts drawn during the six months ended and as of June 30, 2011. A commitment fee is payable quarterly to the lender under the facility. Interest on amounts outstanding is based on, at the Company s option, the bank prime rate plus a margin of 3.0% or the Eurocurrency rate for one, two, three or six month periods but no less than 5.5% plus a margin of 4.0%.

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The obligations under the bank facilities are guaranteed by the Company and each subsidiary with certain exceptions. In addition, the bank credit facilities are collateralized by substantially all of the Company s assets.

The bank credit facilities contain various negative and affirmative covenants that restrict, among other things, incurrence of additional indebtedness, payment of dividends, redemptions of stock, other distributions to shareholders and sales of assets. In addition, there are financial covenants consisting of a leverage ratio, minimum liquidity and a maximum level of capital expenditures.

Contractual Interest Expense

The Predecessor recorded postpetition interest on prepetition obligations only to the extent it believed the interest would be paid during the bankruptcy proceedings or that it was probable that the interest would be an allowed claim. Had the Predecessor recorded interest expense based on all of the prepetition contractual obligations, interest expense would have increased by $11.9 million and $23.7 million for the three and six months ended June 30, 2010.

9. Derivative Instruments and Hedging Activities

The Company utilized a combination of fixed-rate and variable-rate debt to finance its operations. The variable-rate debt exposed the Company to variability in interest payments due to changes in interest rates. Management believed that it was prudent to mitigate the interest rate risk on a portion of its variable-rate borrowings. To meet this objective, management maintained interest rate swap agreements to manage fluctuations in cash flows resulting from adverse changes in interest rates on its term loans and notes.

Changes in the fair value of interest rate swaps designated as hedging instruments that effectively offset the variability of cash flows associated with the Company s variable-rate debt obligations were reported in accumulated other comprehensive loss. These amounts were subsequently reclassified into interest expense as a yield adjustment of the hedged interest payment in the same period in which the related interest payments affect earnings.

The impact of interest rate swaps, classified as cash flow hedges, was for the three and six months ended June 30, 2010 a reclassification from accumulated other comprehensive loss into income (effective portion recognized as interest expense) in the amount of $0.1 million and $0.3 million, respectively. Amounts included in accumulated other comprehensive loss for the cash flow hedges were reclassified into earnings as cash interest was paid on the underlying debt that was hedged. There are no ongoing interest rate hedging activities.

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10. Employee Benefit Plans

The Company sponsors a defined benefit pension plan and postretirement medical and life insurance benefits for union employees. The Company also sponsors a cash balance pension plan for nonunion employees and certain management employees receive postretirement health and life insurance under grandfathered provisions of a terminated plan.

The Company accrues the costs of pension and postretirement benefits over the period from the date of hire until the date the employee becomes fully eligible for benefits. The following provides the components of benefit costs for the three and six months ended June 30, 2011 and 2010 (dollars in thousands):

Pension

	Successor		Predecessor	
	Three Months Ended June 30, 2011	Six Months Ended June 30, 2011	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Service cost	$ 1,821	$ 3,642	$ 1,756	$ 3,512
Interest cost	2,708	5,416	2,537	5,074
Expected asset return	(2,943)	(5,886)	(2,103)	(4,206)
Amortization of loss			381	762
Net periodic benefit cost	$ 1,586	$ 3,172	$ 2,571	$ 5,142

Other Postretirement Benefits

	Successor		Predecessor	
	Three Months Ended June 30, 2011	Six Months Ended June 30, 2011	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Service cost	$ 229	$ 458	$ 285	$ 570
Interest cost	514	1,028	566	1,132
Amortization of gain	(99)	(198)		
Net periodic benefit cost	$ 644	$ 1,288	$ 851	$ 1,702

The Company previously disclosed in its consolidated financial statements for the year ended December 31, 2010 that it expected to contribute $17.0 million to its pension plan in 2011. As of June 30, 2011, the Company has contributed $6.9 million. The Company presently anticipates contributing the full amount during the remainder of 2011.

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11. Income Taxes

The income tax provision differs from the amounts determined by applying the statutory federal income tax rate of 34% to the income (loss) before income tax provision for the following reasons (dollars in thousands):

	Successor		Predecessor	
	Three Months Ended June 30, 2011	Six Months Ended June 30, 2011	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Income tax provision (benefit)	$ 2,289	$ 4,172	$ (7,582)	$ (15,512)
Increase (decrease) resulting from:				
State income taxes, net of federal income tax	269	491	(892)	(1,825)
Valuation allowance	(2,558)	(4,663)	8,474	17,337
Income tax provision	$	$	$	$

A valuation allowance has been provided at June 30, 2011 and December 31, 2010 for the deferred tax assets because of the uncertainty of future realization of such amounts. The Company will quarterly assess the recoverability of deferred tax assets and the related valuation allowance. To the extent that the Company consistently generates income in future periods and it determines that such valuation allowance is no longer required, the tax benefit of all or a portion of the remaining deferred tax assets will be recognized at that time.

The Company evaluates its tax positions for liability recognition. As of June 30, 2011, the Company had no unrecognized tax benefits. No interest or penalties related to tax assessments were recognized in the Company s condensed consolidated statements of operations for the three or six months ended June 30, 2011 or 2010. All tax years from 2007 remain open for both federal and Hawaii state purposes.

12. Stock Compensation

Successor

On October 28, 2010, the new equity incentive plan became effective pursuant to the plan of reorganization. The Compensation Committee of the Company s Board of Directors may grant awards under the plan in the form of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards. The maximum number of shares issuable under the new equity incentive plan is 1,400,000 shares. All grants under the equity incentive plan will be issued to acquire shares at the fair value on date of grant.

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As of June 30, 2011, all awards were restricted stock units. Activity with respect to outstanding restricted stock units for the six months ended June 30, 2011 was as follows:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2011	246,778	$ 12
Granted	82,126	27
Vested		
Forfeited	(49,723)	15
Nonvested at June 30, 2011	279,181	$ 16

The Successor recognized compensation expense of $0.7 million and $1.0 million for the three and six months ended June 30, 2011. There was no cash received under all share-based payment arrangements during the same period. The Company did not receive any tax benefits for the tax deductions from share-based payment arrangements during the period.

Predecessor

The Predecessor recognized share-based compensation expense of less than $0.1 million for the three and six months ended June 30, 2010 related to option grants.

13. Restructuring

In the second quarter of 2011, the Company recorded a restructuring expense of $1.9 million included in selling, general and administrative expenses in conjunction with a cost reduction plan in the wireline segment. The plan is primarily to align the Company s operations to its current strategic plan and will result in the termination of approximately six percent of the Company s workforce. The restructuring included closure of the Company s remaining retail stores, outsourcing of toll operators, closure of the employee cafeteria and downsizing of various other legacy functions. In conjunction with closure of the retail stores, the Company recognized a liability for the termination of three retail space leases.

The following is a summary of the major components of the restructuring charges and the remaining accrual balance relating to the restructuring plan (dollars in thousands):

	Severance	Lease Termination	Total

Restructuring expense	$	1,477	$	470	$	1,947
Cash payments						
Balance at June 30, 2011	$	1,477	$	470	$	1,947

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14. Comprehensive Income (Loss)

A summary of components of comprehensive income (loss) is as follows (dollars in thousands):

	Successor		Predecessor	
	Three Months Ended June 30, 2011	Six Months Ended June 30, 2011	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Net income (loss)	$ 6,733	$ 12,271	$ (22,301)	$ (45,624)
Other comprehensive income (loss) -				
Reclassification adjustment for recognition of loss on interest rate swap			133	276
Unrealized gain (loss) on investments	10	(14)	(17)	(9)
Other comprehensive income (loss)	10	(14)	116	267
Comprehensive income (loss)	$ 6,743	$ 12,257	$ (22,185)	$ (45,357)

15. Commitments and Contingencies

Third Party Claims

In the normal course of conducting its business, the Company is involved in various disputes with third parties, including vendors and customers. The outcome of such disputes is generally uncertain and subject to commercial negotiations. The Company periodically assesses its liabilities in connection with these matters and records reserves for those matters where it is probable that a loss has been incurred and the loss can be reasonably estimated. Based on management s most recent assessment, the Company believes that the risk of loss in excess of liabilities recorded is not material for all outstanding claims and disputes and the ultimate outcome of such matters will not have a material adverse effect on the Company s results of operations, cash flows or financial position.

Litigation

The Company is involved in litigation arising in the normal course of business. The outcome of this litigation is not expected to have a material adverse impact on the Company s condensed consolidated financial statements.

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16. Fair Value of Financial Instruments

The following method and assumptions were used to estimate the fair value of each class of financial instruments for which it is practical to estimate the fair value.

Cash and cash equivalents, accounts receivable and accounts payable   The carrying amount approximates fair value because of the short maturities of these instruments.

Investment securities   The fair value of investment securities is based on quoted market prices. Investment securities are included in other assets on the condensed consolidated balance sheets.

Debt   The fair value of debt is based on the value at which the debt is trading among holders.

The estimated fair value of financial instruments is as follows (dollars in thousands):

	Carrying Value	Fair Value
June 30, 2011		
Assets - investment in U.S. Treasury obligations (Level 1)	$ 1,742	$ 1,742
Liabilities - long-term debt (carried at cost)	300,000	310,000
December 31, 2010		
Assets - investment in U.S. Treasury obligations (Level 1)	$ 1,805	$ 1,805
Liabilities - long-term debt (carried at cost)	300,000	300,000

Fair Value Measurements

Fair value for accounting purposes is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price).

Accounting standards establish a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

Assets measured at fair value on a recurring basis represent investment securities included in other assets.

17. Segment Information

The Company operates in two reportable segments (Wireline Services and Other) based on how resources are allocated and performance is assessed by the Company s Chief Executive Officer, the Company s chief operating decision maker. The Wireline Services segment provides local telephone service including voice and data transport, enhanced custom calling features, network access, directory assistance and private lines. In addition, the Wireline Services segment provides Internet, long distance services, managed services, customer premise equipment, data solutions, billing and collection, and pay telephone services. The Other segment consists primarily of wireless services.

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The following table provides operating financial information for the Company s two reportable segments (dollars in thousands):

	Wireline Services	Other	Intersegment Elimination	Total
Successor				
For the three months ended June 30, 2011				
Operating revenues				
Local voice and other retail services	$ 66,325	$ 1,414	$ (317)	$ 67,422
Network access services	33,322			33,322
	$ 99,647	$ 1,414	$ (317)	$ 100,744
Depreciation and amortization	$ 15,212	$	$	$ 15,212
Net income (loss)	7,771	(1,038)		6,733
For the six months ended June 30, 2011				
Operating revenues				
Local voice and other retail services	$ 129,443	$ 2,869	$ (663)	$ 131,649
Network access services	67,601			67,601
	$ 197,044	$ 2,869	$ (663)	$ 199,250
Depreciation and amortization	$ 30,517	$	$	$ 30,517
Net income (loss)	14,331	(2,060)		12,271
Capital expenditures	36,674			36,674
Assets as of December 31, 2010	$ 645,425	$ 611	$	$ 646,036
Predecessor				
For the three months ended June 30, 2010				
Operating revenues				
Local voice and other retail services	$ 65,339	$ 1,548	$ (359)	$ 66,528
Network access services	33,093			33,093
	$ 98,432	$ 1,548	$ (359)	$ 99,621
Depreciation and amortization	$ 42,335	$ 32	$	$ 42,367
Net loss	(21,586)	(715)		(22,301)
For the six months ended June 30, 2010				
Operating revenues				
Local voice and other retail services	$ 131,648	$ 3,152	$ (724)	$ 134,076
Network access services	65,798			65,798
	$ 197,446	$ 3,152	$ (724)	$ 199,874
Depreciation and amortization	$ 84,617	$ 54	$	$ 84,671
Net loss	(44,103)	(1,521)		(45,624)
Capital expenditures	30,063			30,063

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Item 2. Management s Discussion and Analysis of

Financial Condition and Results of Operations

Forward-Looking Statements

This quarterly report contains forward-looking statements. These statements relate to future events or our future financial performance (including our anticipated cost structure) and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as may, should, expects, intends, plans, anticipates, believes, estimates, predicts, potential, continues, assumption or the ne other comparable terminology. These statements (including statements related to our anticipated cost structure) are only predictions. Actual events or results may differ materially from those anticipated or projected due to a number of factors. These factors include, but are not limited to:

- our ability to execute our strategic plan;
- our ability to operate as a stand-alone telecommunications provider;
- our ability to maintain arrangements with third-party service providers;
- changes in regulations and legislation applicable to providers of telecommunications services;
- changes in demand for our products and services;
- technological changes affecting the telecommunications industry; and
- our indebtedness could adversely affect our financial condition.

These and other factors may cause our actual results to differ materially from any forward-looking statement. Refer to our Annual Report on Form 10-K for a detailed discussion of risks that could materially adversely affect our business, financial condition or results of operations. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business operations.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. These forward-looking statements are made as of the date of issuance of these quarterly condensed consolidated financial statements, we assume no obligation to update or revise them or to provide reasons why actual results may differ.

We do not undertake any responsibility to release any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of issuance of these quarterly condensed consolidated financial statements. Additionally, we do not undertake any responsibility to update you on the occurrence of any unanticipated events which may cause actual results to differ from those expressed or implied by the forward-looking statements contained in this quarterly report.

Background

In the following discussion and analysis of financial condition and results of operations, unless the context otherwise requires, we, us or the Company refers, collectively, to Hawaiian Telcom Holdco, Inc. and its subsidiaries.

Chapter 11 Reorganization

On December 1, 2008, we and certain of our subsidiaries filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code and on October 28, 2010, we emerged from Chapter 11. For further information regarding these petitions, see Note 2 to the condensed consolidated financial statements.

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Under the Plan of reorganization, all of the existing common stock and stock options were cancelled upon emergence and the equity holders received no recovery. Our emergence from Chapter 11 on the Emergence Date resulted in a new reporting entity and the new shares of common stock were issued to the former secured lenders. We adopted fresh-start reporting as of October 31, 2010. As required by fresh-start accounting, our assets and liabilities have been adjusted to fair value. Accordingly, our financial condition and results of operations after October 31, 2010 are not comparable to the financial condition and result of operations for periods prior to and on October 31, 2010.

Operational Matters

We have operated as a stand-alone service provider since the acquisition of the Company from Verizon Communications, Inc. on May 2, 2005. Our original strategic plan was designed to focus on opportunities to leverage our incumbent market position, enhance the penetration of certain underperforming products, introduce new products, services and bundles tailored to the specific needs of the local market, and reposition the Company as a locally branded, managed and operated full service telecommunications provider. Our ability to execute the initiatives contemplated in our original strategic plan were hindered by functionality deficiencies experienced after we cutover from the legacy Verizon systems to our new back-office and IT infrastructure in 2006. Management was required to commit substantial resources to respond to the lack of functionality in the Company s critical back-office systems. As a result, our ability to invest in new technologies, introduce new products and enhance our customer service experience was delayed and negatively impacted our financial performance and financial condition.

We have implemented revised strategies designed to stabilize our business and position the Company for growth. We have introduced a number of innovative new products and advanced communications solutions into the marketplace, successfully deployed MPLS core network technologies capable of reaching over 90% of the State population, improved the automation of our systems, grown our broadband market share and made significant progress in rebuilding the brand and image of the Company. We believe the successful execution of these strategies has stabilized our customers, our employees and our operating results.

We are in the process of implementing new strategies which focus on growing the business, delivering superior service and improving financial performance. We continue to evaluate the feasibility of various new product and service offerings in order to respond to customer demand and gain market share in our business, consumer and wholesale channels. We may also pursue other business development opportunities, cost reduction initiatives and asset rationalization options to improve financial performance and liquidity. There can be no assurance that these new strategies will be successful or even if successful whether we will have the resources to fund such strategies, or that the investments in these new strategies will be recovered.

In the second quarter of 2011, we initiated a restructuring of selective operations in our wireline segment to align such operations with our current strategic plan. The restructuring will result in termination of approximately six percent of our workforce during the second half of 2011. The restructuring includes closure of our remaining retail stores, outsourcing of toll operators, closure of our employee cafeteria and downsizing of various other legacy functions. Costs of the restructuring of $1.9 million were recognized in the second quarter of 2011.

On June 24, 2011, the State of Hawaii s Department of Commerce and Consumer Affairs approved our video franchise application, allowing us to offer video services on the island of Oahu. On July 1, 2011, we commercially launched the digital television services to selected areas of Oahu. We are rolling out Hawaiian Telcom TV gradually to selected areas to ensure the delivery of superior service and an ongoing excellent customer experience.

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Segments and Sources of Revenue

We operate in two reportable segments (Wireline Services and Other) based on how resources are allocated and performance is assessed by our chief operating decision maker. Our chief operating decision maker is our Chief Executive Officer.

Overview

We operate the incumbent local telecommunications company that serves business and residential customers in the State of Hawaii. We offer our customers a variety of telecommunication services including local telephone, network access, long distance, High-Speed Internet (HSI) and other Internet, and other telecommunication services and sales, and wireless services.

Wireline Services

The Wireline Services segment derives revenue from the following sources:

Local Telephone Services We receive revenue from providing local exchange telephone services. These revenues include monthly charges for basic service, local private line services and enhanced calling features such as voice mail, caller ID and 3-way calling.

Network Access Services We receive revenue from charges established to compensate us for origination, transport and termination of calls for long distance and other interexchange carriers. These include subscriber line charges imposed on end users, and switched and special access (data line) charges paid by carriers and others.

Long Distance Services We receive revenue from providing toll, or long distance, services to our customers.

Internet Services We provide HSI and dial-up Internet to our residential and business customers.

Other Telecommunication Services and Sales Other services and sales include managed services, inside wire maintenance, and installation and maintenance of customer premise equipment. In 2010, the Company began offering customers a digital television service in select areas on a no-fee trial basis and launched this service commercially in July 2011.

Other

We receive revenue from wireless services, including the sale of wireless handsets and other wireless accessories.

Results of Operations for the Three and Six Months Ended June 30, 2011 and 2010

As discussed above, we emerged from Chapter 11 and adopted fresh-start reporting on October 31, 2010. References to Predecessor refer to the Company prior to and on October 31, 2010. References to Successor refer to the Company after October 31, 2010 after giving effect to the plan of reorganization and application of fresh-start reporting. As a result of the application of fresh-start reporting, the Successor s financial statements are not comparable with the Predecessor s financial statements. However, for purposes of the discussion of the results of operations, the Successor results for the three and six months ended June 30, 2011 have been compared to the Predecessor results for the three and six months ended June 30, 2010. In this discussion, we will disclose the fresh-start and other impacts on our results of operations that vary from historical Predecessor periods to aid in the understanding of our performance.

The Successor reported net income of $6.7 million and $12.3 million for the three and six months ended June 30, 2011. The Predecessor reported a net loss of $22.3 million and $45.6 million for the three and six months ended June 30, 2010.

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Operating Revenues

The following tables summarize our volume information as of June 30, 2011 and 2010, and our operating revenues for the three and six months ended June 30, 2011 and 2010. For comparability, we also present customer activity as of June 30, 2011 compared to March 31, 2011.

Volume Information

June 2011 compared to June 2010

	June 30, 2011	June 30, 2010	Change Number	Change Percentage
Voice access lines				
Residential	232,344	250,232	(17,888)	-7.1%
Business	191,466	197,579	(6,113)	-3.1%
Public	4,717	4,795	(78)	-1.6%
	428,527	452,606	(24,079)	-5.3%
High-Speed Internet lines				
Residential	83,242	79,039	4,203	5.3%
Business	16,934	16,576	358	2.2%
Wholesale	1,173	1,259	(86)	-6.8%
	101,349	96,874	4,475	4.6%
Long distance lines				
Residential	142,416	152,735	(10,319)	-6.8%
Business	77,775	80,148	(2,373)	-3.0%
	220,191	232,883	(12,692)	-5.4%

June 2011 compared to March 2011

	June 30, 2011	March 31, 2011	Change Number	Change Percentage
Voice access lines				
Residential	232,344	237,507	(5,163)	-2.2%
Business	191,466	193,216	(1,750)	-0.9%
Public	4,717	4,762	(45)	-0.9%
	428,527	435,485	(6,958)	-1.6%
High-Speed Internet lines				
Residential	83,242	83,293	(51)	-0.1%
Business	16,934	16,716	218	1.3%

Wholesale	1,173	1,182	(9)	-0.8%
	101,349	101,191	158	0.2%
Long distance lines				
Residential	142,416	145,448	(3,032)	-2.1%
Business	77,775	78,685	(910)	-1.2%
	220,191	224,133	(3,942)	-1.8%

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Operating Revenues (dollars in thousands)

For Three Months

	Successor Three Months Ended June 30, 2011	Predecessor Three Months Ended June 30, 2010	Change Amount	Change Percentage
Wireline Services				
Local services	$ 36,690	$ 39,231	$ (2,541)	-6.5%
Network access services	33,322	33,093	229	0.7%
Long distance services	8,013	8,912	(899)	-10.1%
High-Speed Internet and other Internet	8,779	8,556	223	2.6%
Other services and sales	12,843	8,640	4,203	48.6%
	99,647	98,432	1,215	1.2%
Other	1,097	1,189	(92)	-7.7%
	$ 100,744	$ 99,621	$ 1,123	1.1%

For Six Months

	Successor Six Months Ended June 30, 2011	Predecessor Six Months Ended June 30, 2010	Change Amount	Change Percentage
Wireline Services				
Local services	$ 74,078	$ 79,649	$ (5,571)	-7.0%
Network access services	67,601	65,798	1,803	2.7%
Long distance services	16,651	17,708	(1,057)	-6.0%
High-Speed Internet and other Internet	17,546	17,111	435	2.5%
Other services and sales	21,168	17,180	3,988	23.2%
	197,044	197,446	(402)	-0.2%
Other	2,206	2,428	(222)	-9.1%
	$ 199,250	$ 199,874	$ (624)	-0.3%

The decrease in local services revenues was caused primarily by the decline in voice access lines of 5.3% ($2.1 million and $4.2 million of the decline in revenue for the three and six month periods, respectively) as well as competitive pricing pressures which is the majority of the cause of the remaining dollar decline. Continued competition in the telecommunications industry has increasingly resulted in customers using technologies other than traditional phone lines for voice and data. Residential customers are increasingly moving local voice service to VoIP technology offered by cable providers, as well as using wireless services in place of traditional wireline phone service. Generally, VoIP technology offered by cable providers is less expensive than traditional wireline phone service, requiring us to respond with more competitive pricing. Additionally, Competitive Local Exchange Carriers (CLECs) and our cable competitor continue to focus on business customers and selling services to our customer base.

In an effort to slow the rate of line loss, we are continuing retention and acquisition programs, and are increasingly focusing efforts on bundling of services. We have instituted various saves campaigns designed to focus on specific circumstances where we believe customer churn is controllable. These campaigns include targeted offers to at risk customers as well as other promotional tools designed to enhance customer retention. We are also reemphasizing win-back and employee referral programs. Additionally, we are intensifying our efforts relative to developing tools and training to enhance our customer service capability to improve customer retention.

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Network access revenue increased as compared to the same period in the prior year. The increase in demand for data services generated additional revenue of $1.3 million and $3.7 million for the three and six months ended June 30, 2011, respectively, which was partially offset by the decline in voice access lines.

The decrease in long distance revenue was primarily because of the decline in long distance lines and customers moving to wireless and VoIP based technologies for long distance calling.

HSI and other Internet revenues has increased slightly when compared to the prior year as an approximate 4.6% growth in our HSI subscriber count ($0.4 million and $0.8 million of the increase in revenue for the three and six month periods, respectively) was partially offset by lower rates in response to the competitive environment. We are continuing to focus on upgrading our network to expand the reach of our higher bandwidth premium services.

The increase in other services and sales was related to more sales and installations of customer premise equipment for certain large government customers in the second quarter of 2011.

Other revenues, primarily consisting of revenues generated from our wireless operation, decreased as we attempted to focus our marketing efforts on other segments of our business.

Operating Costs and Expenses

The following tables summarize our costs and expenses for the three and six months ended June 30, 2011 compared to the costs and expenses for the three and six months ended June 30, 2010 (dollars in thousands):

For Three Months

	Successor Three Months Ended June 30, 2011	Predecessor Three Months Ended June 30, 2010	Change Amount	Change Percentage
Cost of revenues (exclusive of depreciation and amortization)	$ 41,960	$ 39,426	$ 2,534	6.4%
Selling, general and administrative expenses	30,382	30,937	(555)	-1.8%
Depreciation and amortization	15,212	42,367	(27,155)	-64.1%
	$ 87,554	$ 112,730	$ (25,176)	-22.3%

For Six Months

	Successor Six Months Ended June 30, 2011	Predecessor Six Months Ended June 30, 2010	Change Amount	Change Percentage
Cost of revenues (exclusive of depreciation and amortization)	$ 82,530	$ 79,614	$ 2,916	3.7%
Selling, general and administrative expenses	60,518	63,511	(2,993)	-4.7%
Depreciation and amortization	30,517	84,671	(54,154)	-64.0%
	$ 173,565	$ 227,796	$ (54,231)	-23.8%

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The Company s total headcount as of June 30, 2011 was 1,382 compared to 1,456 as of June 30, 2010. Employee related costs are included in both cost of revenues and selling, general and administrative expenses.

Cost of revenues consists of costs we incur to provide our products and services including those for operating and maintaining our networks, installing and maintaining customer premise equipment, and cost of goods sold directly associated with various products. The increase for the three months ended June 30, 2011 was because of an increase in customer premise equipment costs of $3.6 million as a result of increased customer premise equipment revenues offset by a decline in employee pension and other benefits. The increase for the six months ended June 30, 2011 compared to the same period in the prior year was because of an increase in customer premises equipment costs of $3.1 million and higher electricity costs of $1.6 million on higher rates offset by a decline in employee pension and other benefits.

Selling, general and administrative expenses include costs related to sales and marketing, information systems and other administrative functions. The decrease in expenses was because of more favorable rates on information technology outsourcing for a benefit of $2.2 million and $4.1 million for the three and six months ended June 30, 2011, respectively. In addition, there was a decline in bad debt expense of $1.3 million and $2.3 million for the three and six months ended June 30, 2011, respectively, with improved collection efforts and bad debt recoveries. These cost savings were offset by stock compensation costs of $0.7 million and $1.0 million for the three and six months ended June 30, 2011. During the second quarter of 2011, we also incurred $1.9 million of restructuring costs, $0.3 million of executive severance and $0.6 million of other costs we do not expect to recur.

Depreciation and amortization decreased because of the new lower basis assigned to our long-lived assets in fresh-start accounting.

Other Income and (Expense)

The following table summarizes other income (expense) for the three and six months ended June 30, 2011 and 2010 (dollars in thousands).

For Three Months

	Successor Three Months Ended June 30, 2011	Predecessor Three Months Ended June 30, 2010	Change Amount	Change Percentage
Interest expense	$ (6,235)	$ (7,147)	$ 912	-12.8%
Interest income and other	17	35	(18)	-51.4%
	$ (6,218)	$ (7,112)	$ 894	-12.6%

For Six Months

	Successor Six Months Ended June 30, 2011	Predecessor Six Months Ended June 30, 2010	Change Amount	Change Percentage
Interest expense	$ (12,494)	$ (13,905)	$ 1,411	-10.1%
Interest income and other	30	30		0.0%
	$ (12,464)	$ (13,875)	$ 1,411	-10.2%

Interest expense decreased primarily because the Company was no longer accruing paid-in-kind interest on debt in conjunction with the Chapter 11 proceeding.

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Reorganization Items

Reorganization items represent amounts incurred as a direct result of the Company s Chapter 11 filing and are presented separately in our condensed consolidated statements of operations. Such items consist of the following (dollars in thousands):

	Successor		Predecessor	
	Three Months Ended June 30, 2011	**Six Months Ended June 30, 2011**	**Three Months Ended June 30, 2010**	**Six Months Ended June 30, 2010**
Professional fees	$ 239	$ 950	$ 2,082	$ 3,832
Other			(2)	(5)
	$ 239	$ 950	$ 2,080	$ 3,827

Reorganization professional fees declined as the activity related to the Chapter 11 reorganization has diminished.

Income Tax Benefit

A valuation allowance has been provided at June 30, 2011 and December 31, 2010 for our deferred tax assets because of the uncertainty as to the realization of such assets. We will quarterly assess the recoverability of deferred tax assets and the related valuation allowance. To the extent that we consistently generate income in future periods and it is determined that such valuation allowance is no longer required, the tax benefit of all or a portion of the remaining deferred tax assets will be recognized at such time.

Liquidity and Capital Resources

As of June 30, 2011, we had cash of $77.3 million. From an ongoing operating perspective, our cash requirements in 2011 consist of supporting the development and introduction of new products, capital expenditure projects, pension funding obligations and other changes in working capital. A combination of cash-on-hand and cash generated from operating activities will be used to fund our operating activities.

We have continued to take actions to conserve cash and improve liquidity. Actions have also been taken to generate further operating efficiencies and focus on expense management. In order to reduce our cash usage we will continue to execute our cash management program.

We have taken a number of other actions to improve operating results, including efforts to simplify product offerings, improve our customer service experience and increase our revenue enhancement activities. There can be no assurance that these additional actions will result in improved overall cash flow. We continue to have sizable retirement obligations for our existing employee base. Sustained declines in the value of pension trust assets and relatively high levels of pension lump sum benefit payments will increase the magnitude of future plan contributions.

Agreements with the Hawaii Public Utilities Commission and the debt agreements of Hawaiian Telcom Communications, Inc. limit the ability of our subsidiaries to pay dividends to the parent company and restrict the net assets of all of our subsidiaries. Generally, this prohibits us from currently paying dividends to our shareholders. As the parent company has no operations, debt or other obligations, this restriction has no other immediate impact on our operations.

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Cash Flows for Six Months Ended June 30, 2011 and 2010

Our primary source of funds continues to be cash generated from operations. We use the net cash generated from operations to fund network expansion and modernization. We expect that our capital spending requirements will continue to be financed through internally generated funds. We also expect to use cash generated in future periods for debt service. Additional debt or equity financing may be needed to fund additional development activities or to maintain our capital structure to ensure financial flexibility.

Net cash provided by operations amounted to $31.0 million for the six months ended June 30, 2011. Our cash flows from operations are impacted by our results of operations, changes in working capital and payments on certain long-term liabilities. Net cash provided by operations amounted to $42.6 million for the six months ended June 30, 2010 for the Predecessor. The decrease in cash provided by operating activities is primarily because of certain employee related costs paid in the first half of 2011 including increased pension contributions of $3.7 million and payment of annual incentive compensation.

Cash used in investing activities was comprised of $35.4 million and $29.0 million of capital expenditures for the six months ended June 30, 2011 and 2010, respectively. The level of capital expenditures for 2011 is expected to be comparable to 2010 as we invest in systems to support new product introductions and transform our network to enable next-generation technologies.

Cash provided by financing activities for the six months ended June 30, 2011 was related to proceeds from the sale of common stock under our warrant agreements.

Outstanding Debt and Financing Arrangements

As of June 30, 2011, we had outstanding $300.0 million in aggregate long-term debt. The term loan has a maturity date of 2015. We do not expect to generate the necessary cash flow from operations to repay the facility in its entirety by the maturity date and repayment is dependent on our ability to refinance the credit facility at reasonable terms. The ability to refinance the indebtedness at reasonable terms either now or anytime before maturity cannot be assured.

Contractual Obligations

The Company s future contractual obligations have not changed materially from the amounts disclosed as of December 31, 2010 in our Form 10-K.

We do not maintain any off balance sheet financing or other arrangements.

Critical Accounting Policies and Estimates

The preparation of condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect amounts reported in consolidated financial statements. Changes in these estimates and assumptions are considered reasonably possible and may have a material effect on the condensed consolidated financial statements and thus actual results could differ from the amounts reported and disclosed herein. The Company s critical accounting policies that require the use of estimates and assumptions were discussed in detail in our Annual Report on Form 10-K for the year ended December 31, 2010, and have not changed materially from that discussion.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As of June 30, 2011, our floating rate obligations consisted of $300.0 million of debt outstanding under our term loan facility. Accordingly, our earnings and cash flow are affected by changes in interest rates. Based on our borrowings at June 30, 2011 and assuming a 1.0 percentage point increase in the average interest rate under these borrowings, we estimate that our annual interest expense would increase by approximately $3.0 million.

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Item 4. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Eric K. Yeaman, Chief Executive Officer, and Robert F. Reich, Chief Financial Officer, have evaluated the disclosure controls and procedures of Hawaiian Telcom Holdco, Inc. (the Company) as of June 30, 2011. Based on their evaluations, as of June 30, 2011, they have concluded that the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective in ensuring that information required to be disclosed by the Company in reports the Company files or submits under the Securities Exchange Act of 1934:

(1) is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and

(2) is accumulated and communicated to the Company s management, including the Company s principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting during the quarter ended June 30, 2011 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Certifications

The certifications attached hereto as Exhibits 31.1, 31.2, 32.1 and 32.2 should be read in conjunction with the disclosures set forth herein.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

Other than ordinary routine litigation incidental to the business, we are not involved in any material pending legal proceedings that are likely to have a material adverse effect on us.

Item 5. Other Information.

Hawaiian Telcom Holdco, Inc. issued a press release on August 15, 2011 announcing its 2011 second quarter earnings. This information, attached as Exhibit 99.1, is being furnished to the SEC pursuant to Item 2.02 of Form 8-K.

Item 6. Exhibits

See Exhibit Index following the signature page of this Report.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	HAWAIIAN TELCOM HOLDCO, INC.
August 15, 2011	/s/ Eric K. Yeaman Eric K. Yeaman
	Chief Executive Officer
August 15, 2011	/s/ Robert F. Reich Robert F. Reich
	Senior Vice President and Chief Financial Officer

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EXHIBIT INDEX

10.1	General Waiver and Release of Claims, dated May 11, 2011, by and between Michael F. Edl and Hawaiian Telcom Communications, Inc. (incorporated by reference to Exhibit 10.1 on Hawaiian Telcom Holdco, Inc. s Form 10-Q, File No. 000-54196, filed with the SEC on May 16, 2011).
10.2	Amendment, dated May 12, 2011, to Amended and Restated Employment Agreement, dated as of April 5, 2010, by and between Eric K. Yeaman and Hawaiian Telcom Holdco, Inc. (incorporated by reference to Exhibit 10.2 on Hawaiian Telcom Holdco, Inc. s Form 10-Q, File No. 000-54196, filed with the SEC on May 16, 2011).
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Press Release dated August 15, 2011 announcing 2011 second quarter earnings.
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

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* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.