

Alexander & Baldwin, Inc.
Form 8-K
October 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 24, 2013

ALEXANDER & BALDWIN, INC.

(Exact name of registrant as specified in its charter)

Hawaii

(State or other jurisdiction of
incorporation)

001-35492

(Commission File Number)

45-4849780

(I.R.S. Employer
Identification No.)

822 Bishop Street, P. O. Box 3440

Honolulu, Hawaii 96801

(Address of principal executive office and zip code)

(808) 525-6611

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On September 24, 2013, KDC LLC ("KDC"), a wholly owned subsidiary of Alexander & Baldwin, Inc. (the "Company") and member of Kukui'ula Village LLC ("Village"), entered into an Amended and Restated Limited Liability Company Agreement of Kukui'ula Village ("Agreement") with DMB Kukui'ula Village LLC ("DMB"), a Delaware limited liability company, as a member, and KKV Management LLC, a Hawaii limited liability company, as the manager and a member. Village owns and operates The Shops at Kukui'ula, a commercial retail center on the South shore of Kauai.

Under the Agreement KDC will assume control of Village. Accordingly, A&B will consolidate Village's assets and liabilities at fair value, which includes secured loans totaling approximately \$51.2 million. The first loan, totaling \$41.8 million (the "Real Estate Loan"), is secured by The Shops at Kukui'ula and 45 acres of land owned by Kukui'ula Development Company (Hawaii), LLC ("Kukui'ula"), in which KDC is a member. The Real Estate Loan currently bears interest at the greater of (i) LIBOR plus 4.0 percent or (ii) 4.5 percent. The second loan, totaling \$9.4 million (the "Term Loan"), is secured by a letter of credit, and bears interest at LIBOR plus 2.0 percent.

The Real Estate Loan and Term Loan were scheduled to mature on September 28, 2013. On September 25, 2013, Village entered into an agreement to extend the maturities of the loans to November 5, 2013, in order to finalize refinancing negotiations with the lender. In connection with the loan extensions, Village made a \$5 million principal payment on the Real Estate Loan. The Company is currently in the process of finalizing an agreement with its lender to refinance the loans with a new three-year term.

Prior to the consolidation of the assets and liabilities of Village, the carrying value of the Company's investment in Village was approximately \$6.4 million. Based on current asset values of The Shops at Kukui'ula, there is an indication that the fair value of the Company's investment in Village may be below its carrying value. Consequently, the Company expects to write down its investment in Village in connection with the consolidation of Village in the quarter ending September 30, 2013.

SIGNATURE

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

Date: September 30, 2013

ALEXANDER & BALDWIN, INC.

/s/ Paul K. Ito

Paul K. Ito

Senior Vice President, Chief Financial Officer,
Treasurer and Controller