

PortalPlayer, Inc.
Form 8-K
March 23, 2006

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): March 17, 2006

PORTALPLAYER, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51004
(Commission File Number)

77-0513807
(I.R.S. Employer
Identification Number)

70 W. Plumeria Drive
San Jose, California
(Address of principal executive offices)

(408) 521-7000

95134
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

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

- 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)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On March 17, 2006, the Compensation Committee of PortalPlayer, Inc. (the Company) adopted the 2006 Bonus Plan for executives.

2006 Bonus Plan

Under the 2006 Bonus Plan, the bonuses for the Company's executive officers will be based on the Company's achievement of certain company financial performance objectives and achievement of certain non-financial individual performance objectives. The bonuses are expected to be paid in 2007 after evaluation of achievement of the objectives by the Compensation Committee, and are calculated as a percentage of annual salary for each executive officer as listed below:

Name of Executive Officer	Target Bonus as a Percentage of Annual Salary
Gary Johnson	85%
Svend-Olav Carlsen	50
Sanjeev Kumar	60
Michael Maia	50
Richard Miller	50
Scott Tandy	50

Specifically, under the 2006 Bonus Plan, each executive officer will be entitled to a target bonus based upon a formula that is equal to a percentage of his base salary as set forth above multiplied by a percentage that is dependent upon the achievement of certain specified company revenue and EBITDA targets; provided, however, that the maximum bonus pool for employees and executive officers under the 2006 Bonus Plan will be approximately 8% of EBITDA and provided further that, in order to be eligible for a bonus in each case, specified revenue and EBITDA targets for the Company must be met, after which the exact amount of the bonus will also depend upon achieving or exceeding non-financial individual performance objectives.

SIGNATURE

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 hereunto duly authorized.

Dated: March 23, 2006

PORTALPLAYER, INC.

By: /s/ Svend-Olav Carlsen
Svend-Olav Carlsen
Vice President and Chief Financial Officer

: 2pt; MARGIN-BOTTOM: 0pt; MARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; TEXT-ALIGN: left">

2005

Change

Revenue

\$

127.4

\$

123.2

3

%

Operating profit

\$

6.9

\$

11.2

-38

%

Operating profit margin

5.4

%

9.1

%

Tons sugar produced

173,600

192,700

-10

%

Agribusiness revenue increased \$4.2 million, or 3 percent, in 2006 compared to 2005. Excluding the \$5.5 million disaster relief payment received in 2005, revenue increased 8 percent due mainly to \$4.3 million in higher repair services and trucking revenue, \$4.1 million from higher power sales, \$2.6 million in higher equipment rentals and soil sales, and \$2.2 million in higher specialty sugar and molasses sales. Lower revenue of \$5.4 million from lower bulk raw sugar sales volumes partially offset the previously noted increases. Operating profit decreased \$4.3 million, or 38 percent, in 2006 compared with 2005. However, excluding the \$5.5 million disaster relief payment received in 2005, operating profit increased 21 percent due mainly to the same factors noted above. This 21 percent increase in operating profit reflected the effect of the factors mentioned above as well as higher 2006 crop production costs and repair costs for irrigation reservoirs. Production costs were higher due to increases in personnel, materials and supplies, fertilizer, and chemicals expenses. Also, 2006 included one additional week compared to 2005 (53 weeks in 2006 vs. 52 weeks in 2005).

Compared with 2005, sugar production in 2006 was 10 percent, or 19,100 tons, lower due primarily to dry-weather conditions during critical growing months, less-than-optimal fertilizer applications last year, and a lower crop age. The average revenue per ton of sugar for 2006 was \$350, or 2 percent higher than in 2005.

LIQUIDITY AND CAPITAL RESOURCES

Overview: Cash flows provided by operating activities continue to be the Company's most significant source of liquidity. Additional sources of liquidity were provided by available cash and cash equivalent balances as well as borrowings on available credit facilities.

Cash Flows: Cash Flows from Operating Activities totaled \$124 million for 2007, \$106 million for 2006, and \$278 million for 2005. The increase in 2007 over 2006 was due principally to higher ocean transportation earnings, including higher distributions from Matson's investment in SSAT, and higher residential development sales proceeds, partially offset by higher expenditures for real estate developments held-for-sale and higher income tax payments. The decrease in 2006 over 2005 was principally the result of higher 2005 proceeds from the sale of units in the Company's Lanikea residential high-rise project in Waikiki, higher year-to-date income tax payments, higher development expenditures for real estate inventory, and lower Matson earnings in 2006, partially offset by proceeds received from the Company's Hokua joint venture in 2006.

Cash Flows used in Investing Activities were \$145 million for 2007, \$124 million for 2006, and \$305 million in 2005. Of the 2007 amount, \$122 million was for capital expenditures that included \$68 million for the purchase of ocean transportation-related assets, principally related to the modification of the *MV Mokihana*, \$34 million for real estate leasing and property improvements (excluding non-cash 1031 transactions and real estate development activity), and \$20 million related to agricultural operations, primarily for the expansion of specialty sugar facilities. The \$122 million for 2007 excludes \$91 million of 1031 tax-deferred purchases since the Company did not actually take control of the cash during the exchange period. In 2006, the Company's capital expenditures, excluding purchases of property using tax-deferred proceeds, totaled \$281 million. This was comprised principally

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of \$147 million for the purchase of the *MV Maunalei*, which completed the Company's four ship modernization and replacement strategy, equipment purchases for the ocean transportation segment, primarily related to the Company's new China service, \$46 million in expenditures related to property development activities, and \$15 million related to routine asset replacements for agricultural operations and specialty sugar expansion activities. The cash used for transportation capital expenditures was partially funded by Capital Construction Fund withdrawals. The amounts reported in Capital Expenditures on the Statement of Cash Flows in 2006 exclude \$49 million of tax-deferred purchases since the Company did not actually take control of the cash during the exchange period. Additionally, expenditures for real estate held-for-sale are excluded from capital expenditures and included in Cash Flows from Operating Activities because they are considered an operating activity of the Company. For 2005, capital expenditures included \$144 million for the purchase of the *MV Manulani*, \$33 million for real estate acquisitions and property improvements, \$31 million for other transportation related assets, and \$13 million for agricultural projects.

In 2008, the Company expects that its capital requirements will be comparable to 2007. In 2008, the Company's capital requirements are expected to range from \$300 to \$350 million, including expenditures for real estate developments and 1031 lease portfolio acquisitions that are not included in the caption entitled "Capital expenditures for property and developments" under investing activities in the statement of cash flows. These real estate expenditures are excluded from "Capital expenditures for property and developments" because the expenditures either relate to the Company's real estate held-for-sale inventory that is treated as an operating activity, and therefore, reflected in operating cash flows, or are expenditures that are made using tax-deferred proceeds from prior tax-deferred sales, and therefore, reflected as non-cash activities (since the Company does not take control of the cash during the exchange period).

Cash Flows used in Financing Activities for 2007 totaled \$7 million, compared with \$6 million and \$42 million provided by Financing Activities for 2006 and 2005, respectively. The decrease in cash flows from financing activities in 2007 is due primarily to \$49 million in lower net borrowings on debt facilities and \$6 million in higher dividends in 2007, partially offset by \$39 million in higher share repurchases in 2006. In 2007, A&B purchased 671,728 shares on the open market at an average price of \$48.62. The decrease in cash flows from financing activities in 2006 compared to 2005 is due primarily to higher share repurchases and dividends in 2006 that were partially offset by proceeds from debt issuance. In 2006, A&B repurchased 1,653,795 shares of its stock at an average price of \$43.34, or an aggregate price of \$71.7 million.

On October 26, 2006, the Company's board of directors authorized the repurchase of up to two million shares of its common stock in the open market, in privately-negotiated transactions or by other means. The authorization expires on December 31, 2008. As of December 31, 2007, 1,328,272 shares remained available for repurchase under the authorization.

From January 1, 2008 through February 15, 2008, the Company repurchased 1,124,449 shares of its common stock at an average price of \$44.24 per share. The repurchases were made under a October 2006 share authorization that expires December 31, 2008. On January 31, 2008, the Board of Directors authorized A&B to repurchase up to 2 million additional shares of its common stock. The new authorization will expire on December 31, 2009. As of February 15, 2008, 2,203,823 shares remained available for repurchase, including 203,823 shares subject to an authorization that expires December 31, 2008 and 2 million shares subject to an authorization that expires December 31, 2009.

The Company believes that funds generated from the expected results of operations, available cash and cash equivalents, and available borrowings under credit facilities will be sufficient to finance the Company's business requirements for the next fiscal year, including working capital, capital expenditures, dividends, and potential acquisitions and stock repurchases. There can be no assurance, however, that the Company will continue to generate cash flows at or above current levels or that it will be able to maintain its ability to borrow under its available credit facilities.

Tax-Deferred Real Estate Transactions: *Sales* – During 2007, sales and condemnation proceeds that qualified for potential tax-deferral treatment under the Internal Revenue Code Sections 1031 and 1033 totaled approximately \$94 million. The proceeds were generated primarily from the sales of land leased to a retail tenant on Oahu, four commercial properties on Maui, and a commercial property in California.

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Purchases – During 2007, the Company utilized \$91 million in 1031 proceeds from tax-deferred sales, which included \$79 million used for 2007 acquisitions and \$12 million attributed to a 2006 acquisition under a reverse 1031 transaction. The properties acquired with tax-deferred proceeds in 2007 included an industrial property in Dallas, Texas and a newly constructed retail shopping center in Las Colinas, Texas.

The proceeds from 1031 tax-deferred sales are held in escrow pending future use to purchase new real estate assets. The proceeds from 1033 condemnations are held by the Company until the funds are redeployed. As of December 31, 2007, \$15 million of proceeds from tax-deferred sales had not been reinvested. The proceeds must be reinvested in qualifying property within 180 days from the date of the sale in order to qualify for tax deferral treatment under section 1031 of the Internal Revenue Code.

The funds related to 1031 transactions are not included in the Statement of Cash Flows but are included as non-cash activities below the Statement. For “reverse 1031” transactions, the Company purchases a property in anticipation of receiving funds from a future property sale. Funds used for reverse 1031 purchases are included as capital expenditures on the Statement of Cash Flows and the related sales of property, for which the proceeds are linked, are included as property sales in the Statement.

Sources of Liquidity: During 2007, the mortgage lending industry experienced significant instability as defaults on subprime mortgage loans rose, resulting in significant write-downs in the value of these loans. The resulting effect on lending standards and increased credit risk premiums spread beyond subprime lending and led to lower liquidity across the market in general. However, the Company has not been materially impacted by the liquidity crisis and believes it currently has adequate sources of liquidity, as more fully discussed below.

Funds generated by operating activities continue to be the Company’s most significant source of liquidity. Additional sources of liquidity for the Company consisted of cash and cash equivalents, receivables, sugar and coffee inventories that totaled approximately \$211 million at December 31, 2007, a decrease of \$19 million from December 31, 2006. This net decrease was due primarily to \$28 million in lower cash balances, partially offset by \$7 million in higher receivables balances and \$2 million in higher sugar and coffee inventories.

The Company also has various revolving credit and term facilities that provide additional sources of liquidity for working capital requirements or investment opportunities on a short-term as well as longer-term basis. Total debt was \$509 million at the end of 2007 compared with \$442 million at the end of 2006. As of December 31, 2007, available borrowings under these facilities, which are more fully described below, totaled \$397 million.

The Company has a \$400 million three-year unsecured note purchase and private shelf agreement with Prudential Investment Management, Inc. and its affiliates (collectively, “Prudential”) under which the Company may issue notes in an aggregate amount up to \$400 million, less the sum of all principal amounts then outstanding on any notes issued by the Company or any of its subsidiaries to Prudential and the amounts of any notes that are committed under the note purchase agreement. The facility expires on April 19, 2009 and borrowings under the shelf facility bear interest at rates that are determined at the time of the borrowing. During 2006 and 2007, the Company borrowed, under a series of committed notes, \$125 million at rates ranging from 5.53 percent to 5.56 percent. At December 31, 2007, \$116 million was available under the facility.

The Company has two revolving senior credit facilities with six commercial banks that expire in December 2011. The revolving credit facilities provide for an aggregate commitment of \$325 million, which consists of a \$225 million and \$100 million facility for A&B and Matson, respectively. Amounts drawn under the facilities bear interest at London Interbank Offered Rate (“LIBOR”) plus 0.225 percent, provided the Company maintains an S&P/Moody’s rating of A-/A3 or better. At December 31, 2007, \$54 million was outstanding, \$19 million in letters of credit had been issued against the facilities, and \$252 million remained available for borrowing. Of the \$54 million outstanding under the

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facility, \$14 million was classified as current and \$39 million was classified as non-current because the Company has the intent and ability to refinance the drawn amount on long-term basis.

Matson has a \$105 million secured reducing revolving credit agreement with DnB NOR Bank ASA and ING Bank N.V. which provides for a 10-year commitment beginning in June 2005. The maximum amount that can be outstanding under the facility declines in eight annual commitment reductions of \$10.5 million each,

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commencing on the second anniversary of the closing date. The incremental cost to borrow under the facility is 0.225 percent above LIBOR. As of December 31, 2007, \$65 million was outstanding under the facility and \$30 million remained available.

The Company's ability to access its credit facilities is subject to its compliance with the terms and conditions of the credit facilities, including financial covenants. The financial covenants require the Company to maintain certain financial covenants, such as minimum consolidated shareholders' equity and maximum debt to EBITDA ratios. At December 31, 2007, the Company was in compliance with all such covenants. Credit facilities are more fully described in Note 7 to the Consolidated Financial Statements.

The Company's and Matson's credit ratings from Standard and Poor's as of December 21, 2007 were both A- with a stable outlook. Factors that can impact the Company's and Matson's credit ratings include changes in operating performance, the economic environment, conditions in industries in which the Company has operations, and the Company's and Matson's financial position. If a credit downgrade were to occur, it could adversely impact, among other things, future borrowing costs and access to capital markets.

Debt is maintained at levels the Company considers prudent based on its cash flows, interest coverage ratio, and percentage of debt to capital. From current levels, the Company expects its leverage will increase modestly in 2008, primarily through strategic investments.

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

Contractual Obligations: At December 31, 2007, the Company had the following estimated contractual obligations (in millions):

Contractual Obligations		Payment due by period				
		Total	2008	2009-2010	2011-2012	Thereafter
Long-term debt obligations	(a)	\$ 509	\$ 57	\$ 63	\$ 108	\$ 281
Estimated interest on debt	(b)	166	26	45	35	60
Purchase obligations	(c)	31	30	1	--	--
Post-retirement obligations	(d)	35	3	6	7	19
Non-qualified benefit obligations	(e)	36	7	14	2	13
Operating lease obligations	(f)	60	8	15	13	24
Total		\$ 837	\$ 131	\$ 144	\$ 165	\$ 397

- (a) Long-term debt obligations include principal repayments of short-term and long-term debt as described in Note 7 to the Consolidated Financial Statements.
- (b) Estimated interest on debt is determined based on scheduled payments of the long-term debt at the interest rates in effect as of December 31, 2007. Because the Company has facilities that are at variable interest rates and expects to have new borrowing facilities in place during the years noted in the table, actual interest may be an amount greater than the amounts indicated.
- (c) Purchase obligations include only non-cancellable contractual obligations for the purchases of goods and services.

- (d) Post-retirement obligations include expected payments to medical service providers in connection with providing benefits to the Company's employees and retirees. The \$19 million noted in the column labeled "Thereafter" comprises estimated benefit payments for 2013 through 2017. Post-retirement obligations are described further in Note 9 to the Consolidated Financial Statements.

- (e) Non-qualified benefit obligations includes estimated payments to executives and directors under the Company's four non-qualified plans. The \$13 million noted in the column labeled "Thereafter" comprises estimated benefit payments for 2013 through 2017. Additional information about the Company's non-qualified plans is included in Note 9 to the Consolidated Financial Statements.

- (f) Operating lease obligations include principally land, office and terminal facilities, containers and equipment using long-term lease arrangements that do not transfer the rights and risks of ownership to the Company. These amounts are further described in Note 8 to the Consolidated Financial Statements.

The Company adopted FIN 48 on January 1, 2007. The Company has not provided a detailed estimate of the timing of payments due to the uncertainty of when the related tax settlements are due.

Off Balance Sheet Arrangements: See Note 12 of the Consolidated Financial Statements, which is incorporated herein by reference, for a description of contingent commitments that totaled approximately \$117 million at December 31, 2007.

BUSINESS OUTLOOK

In 2007, the pace of growth in the Hawaii economy slowed, especially in the second half of the year. This moderation paralleled the general economic contraction that characterized much of the U.S. domestic economy and is expected to continue in the near-term. Economic and market uncertainty arising from the credit crisis and housing market downturn is high in early 2008, and this business outlook section must be qualified as a result.

The Company's long-term strategic intent is to grow its asset base, earnings streams and cash flow generation prospects from within its core competencies. To achieve its goals, the Company will continue its active real estate program, including development of new and current projects, expansion of joint ventures, effective operation of income-producing properties and opportunistic and targeted investments in special situations. In the transportation business, growth will be influenced by various initiatives, which include the expansion of Matson Integrated Logistics ("MIL") into new service lines and geographies through acquisitions and growth, extension of cross-selling opportunities to MIL and Matson customer bases, development of third-party logistics services at Matson Global Distribution Services, and continuing margin growth in Matson's expedited service from China. In the Agribusiness segment, near-term growth opportunities primarily are a function of improving production levels achieved in the Company's sugar operations, but in the future may include an expansion of specialty sugar products or investments in alternative energy initiatives.

Real Estate – Leasing: The Company's leasing, or commercial, portfolio consists of high-quality properties in attractive locations and generates approximately 41 percent of the Company's real estate operating profit in 2007, before discontinued operations, and comprises 24 percent of consolidated identifiable assets. These properties are well diversified by geography, asset class, and tenancy, which provides protection against location-specific downturns. The stability of the earnings and cash flow streams generated by the portfolio mitigates the economic impact that may be caused by reduced sales activity in the Company's development activities. Year-end occupancy for the commercial portfolio averaged 97 percent for U.S. mainland properties and 98 percent for Hawaii properties. These near-record occupancies cannot be sustained indefinitely, and the Company expects a slight decrease in its overall portfolio occupancy in line with recent market trends. Financial results, however, are expected to remain strong as the Company expands its lease portfolio footprint and improves the performance of its properties through re-tenanting and property repositioning. Hawaii market strength is expected to be sustained in 2008. As of year-end, market vacancy rates were at or near historic lows of 3.0 percent, 7.3 percent and 3.3 percent for industrial, office, and retail properties, respectively.

Real Estate – Sales:The Company’s development activities, which are primarily concentrated in Hawaii, consist of a diversified “pipeline” of projects including, but not limited to, primary residential and resort residential single-family, multi-family, and condominium units; commercial (industrial, office, and retail) subdivisions, building, and condominiums; and raw and improved land. To mitigate risk in its real estate portfolio, the Company

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adheres to disciplined underwriting, which may include self-imposed pre-sale or pre-leasing requirements, phased development, and joint ventures with third-parties.

In the Hawaii primary residential market, which includes single family homes and condominiums, sales prices generally leveled off in 2007, although year-over-year decreases in prices occurred in certain categories and sales volumes generally declined. Median year-over-year sales prices for single family homes and condominiums on the island of Oahu, Hawaii's largest market, were up 2.1 percent and 4.8 percent in 2007, respectively.

In 2008, the Company expects continued growth in its real estate sales activity, driven primarily by the completion of the Company's Keola La'i urban condominium project. The project is expected to be completed in the first quarter of the year, with the majority of these sales expected to close in the first half of 2008.

One of the Company's largest long-term projects is Kukui'ula, a 1,000-acre resort residential joint venture project on the island of Kauai, which is a premier lifestyle destination development being built in partnership with an affiliate of DMB Associates, Inc. While 2007 sales activity did not meet original expectations due to softening real estate markets, the prospects for the development remain favorable. The contribution to profit from this development in the near-term will be limited due to the percentage-of-completion method of accounting for revenue recognition. It is also expected that in 2008 the Company will make additional capital contributions to the joint venture. Based on construction and operating costs to be incurred and revenue from lot sales over the next three years, A&B's additional contribution of capital to the joint venture could range from \$70 million to \$90 million over the next three years, a portion of which could be financed by construction financing obtained by the venture.

Sales are expected to continue at other, smaller development projects in Hawaii in 2008. In addition to development sales, the Company regularly makes dispositions of properties from its commercial portfolio when it believes the value of an asset has been maximized and the full fair market value for that asset can be realized. This allows the Company to capture embedded value created by its property and asset management efforts and provides investment capital for redeployment through tax-deferred 1031 exchanges. In 2008, several dispositions are expected.

Transportation: In 2007, Matson Navigation posted exceptionally strong earnings results, primarily due to the maturation of its Guam China service. While the Guam China service was effectively full for the entire 2007 year, which will limit 2008 volume growth, the Company believes that this service will continue to perform at a high level. Improvements in the rate structure of its highly-regarded China service, coupled with an increasingly positive volume forecast for container service in Guam related to the commencement of infrastructure development preceding the future redeployment of 8,000 Marines during the 2012-2014 timeframe, are expected to provide the catalysts for modest growth in 2008.

Performance in the Hawaii Service will continue to be influenced by the strength of Hawaii's economy. It is expected that container volumes will be steady to slightly down in 2008, and Matson will focus on cost containment efforts to protect operating profit margins. In late 2007, Matson modified one of its C-9 class ships, the *M.V. Mokihana*, to add bi-weekly roll-on roll-off auto carriage capacity for more than 1,200 cars. The modification improves the efficiency of Matson's auto carriage and is expected to positively impact earnings in 2008. In addition, Matson will benefit from a reduction in the number of scheduled dry dockings (from seven in 2007 to three in 2008) and to the full, year-long service of its interisland barge operations.

Matson Integrated Logistics ("MIL") is expected take advantage of opportunistic acquisitions in the highly fragmented intermodal, truck brokerage, and third party logistics warehousing sectors to propel earnings expansion in 2008. In addition to acquisitions, MIL expects to

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capture new business opportunities as the result of an extension of its product offerings and its national footprint. In 2007, MIL created a subsidiary, Matson Global Distribution Services, that deepens the company's presence in its customers' supply chains by offering integrated services in the movement of goods. While Matson Global is in its formative stages, it is expected that additional opportunities will surface in this area and be realized in 2008.

Agribusiness: A&B, through its Hawaiian Commercial & Sugar ("HC&S") operations on Maui, produces approximately 75 to 80 percent of the sugar grown in Hawaii. This commodity-based industry poses specific challenges as margins decline. Revenue enhancement and cost containment are areas of constant focus. In 2007,

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HC&S had its lowest production of sugar in over four decades, primarily as a result of drought conditions during critical growing months in the past two years, as well as substandard agronomic practices. And while agriculture remains the best and highest use for much of the Company's land, declining margins in this segment impacted the Company's profitability in 2007. It is expected that HC&S will not reach profitability in 2008. However, in addition to the operations of HC&S, the Agribusiness segment includes power generation operations on Kauai and Maui, coffee operations on Kauai, and trucking service companies and related business service companies on Maui, Kauai, and the island of Hawaii. These companies, in aggregate, are expected to offset the negative impact of HC&S results and provide minimal profitability for the segment in total. In 2007, the Company continued construction of new facilities to expand its specialty sugar production, distribution and marketing capabilities. The Company expects these investments to produce favorable results, and it is encouraged by the growing market demand in this higher-margin segment of the food processing industry. In addition, the Company continues to evaluate the expansion of its energy production capacity, including the production of ethanol from raw sugar, sugar juices, and molasses.

In addition to the economic and market information presented above, there are two primary sources of periodic economic forecasts for the state of Hawaii; the University of Hawaii Economic Research Organization (UHERO) and the state's Department of Business, Economic Development & Tourism (DBEDT).

OTHER MATTERS

Management Changes: The following management changes occurred during 2007 and through February 15, 2008.

Son-Jai Paik was named vice president, human resources of A&B, effective January 1, 2007.

Paul K. Ito was promoted to vice president and named assistant treasurer of A&B, effective April 1, 2007, and continues in the position of controller of A&B.

Kevin L. Halloran was promoted to vice president, corporate development and investor relations, effective April 26, 2007.

Meredith J. Ching was promoted to senior vice president, government and community relations, effective June 28, 2007.

Frank E. Kiger was promoted to general manager, Hawaiian Commercial & Sugar Company (HC&S), effective January 1, 2008.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

A&B, in the normal course of doing business, is exposed to the risks associated with fluctuations in the market value of certain financial instruments. A&B maintains a portfolio of investments, pension fund investments and, through its Capital Construction Fund, an investment in mortgage-backed securities. Details regarding these financial instruments are described in Notes 1, 3, 4, 6 and 9 to the Consolidated Financial Statements.

The Company periodically uses derivative financial instruments such as interest rate and foreign currency hedging products to mitigate risks. The Company's use of derivative instruments is limited to reducing its risk exposure by utilizing interest rate or currency agreements that are accounted for as hedges. The Company does not hold or issue derivative instruments for trading or other speculative purposes nor does it use leveraged financial instruments.

In February 2005, Matson entered into a right-of-first-refusal agreement with Aker Philadelphia Shipyard, which provides that, subsequent to the delivery of the MV Maunalei, Matson has the right of first refusal to purchase each of the next four containerships of similar design built by Aker that are deliverable before June 30, 2010. Matson may either exercise its right of first refusal and purchase the ship at an 8 percent discount from a third party's proposed contract price, or decline to exercise its right of first refusal and be paid by Aker 8 percent of such price. Notwithstanding the above, if Matson and Aker agree to a construction contract for a vessel to be delivered before June 30, 2010, Matson shall receive an 8 percent discount. The right of first refusal was accounted for as a derivative under FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities." The amount recorded was not material. Other than the right-of-first-refusal agreement, the Company had no other derivative financial instruments outstanding as of December 31, 2007 or 2006.

A&B is exposed to changes in interest rates, primarily as a result of its borrowing and investing activities used to maintain liquidity and to fund business operations. In order to manage its exposure to changes in interest rates, A&B utilizes a balanced mix of debt maturities, along with both fixed-rate and variable-rate debt. The nature and amount of A&B's long-term and short-term debt can be expected to fluctuate as a result of future business requirements, market conditions, and other factors.

The Company's fixed rate debt consists of \$390 million in principal term notes. The Company's variable rate debt consists of \$119 million in principal term notes. Other than in default, the Company does not have an obligation to prepay its fixed-rate debt prior to maturity and, as a result, interest rate risk and the resulting changes in fair value would not have a significant impact on its fixed rate borrowings unless the Company was required to refinance such debt.

The following table summarizes A&B's debt obligations at December 31, 2007, presenting principal cash flows and related interest rates by the expected fiscal year of repayment.

	Expected Fiscal Year of Repayment as of December 31, 2007 (dollars in millions)							Fair Value at December 31, 2007
	2008	2009	2010	2011	2012	Thereafter	Total	
Fixed rate	\$ 32	\$ 32	\$ 31	\$ 27	\$ 29	\$ 239	\$ 390	\$ 383
Average interest rate	5.33%	5.28%	5.25%	5.29%	5.32%	5.27%	5.29%	
Variable rate	\$ 25	\$ --	\$ --	\$ 42	\$ 11	\$ 41	\$ 119	\$ 119
Average interest rate	5.35%	--	--	5.37%	5.44%	5.44%	5.38%	

A&B's sugar plantation, HC&S, has a contract to sell its raw sugar production through 2008 to Hawaiian Sugar & Transportation Cooperative ("HS&TC"), an unconsolidated sugar and marketing cooperative, in which A&B has an ownership interest. Under that contract, the price paid will fluctuate with the New York No. 14 Contract settlement price for domestic raw sugar, less a fixed discount. A&B also has an agreement with C&H Sugar Company, Inc., the primary purchaser of sugar from HS&TC, which allows A&B to forward price, with

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C&H, a portion of its raw sugar deliveries to HS&TC. That agreement has a provision that permits, under certain circumstances, the sale of sugar at a floor price.

A&B has no material exposure to foreign currency risks, although it is indirectly affected by changes in currency rates to the extent that changes in rates affect tourism in Hawaii. Transactions related to its China Service that commenced in February 2006, are primarily denominated in U.S. dollars, and therefore, the Company's foreign currency exposure is not material.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

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

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

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

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2007. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on its assessments, management believes that, as of December 31, 2007, the Company's internal control over financial reporting is effective. The Company's independent registered public accounting firm, Deloitte & Touche LLP, has issued an audit report on the Company's internal control over financial reporting. That report appears on page 54 of this Form 10-K.

/s/ W. Allen Doane

/s/ Christopher J. Benjamin

W. Allen Doane
Chairman, President and Chief Executive Officer
Treasurer

Christopher J. Benjamin
Senior Vice President, Chief Financial Officer and

February 28, 2008

February 28, 2008

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Alexander & Baldwin, Inc.

Honolulu, Hawaii

We have audited the accompanying consolidated balance sheets of Alexander & Baldwin, Inc., and subsidiaries (the "Company") as of December 31, 2007 and 2006, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2007.

We also have audited the Company's internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

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

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

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Alexander & Baldwin Inc. and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

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As discussed in Note 1 to the consolidated financial statements, the Company adopted the provisions of Financial Accounting Standards Board ("FASB") Interpretation No. 48, *Accounting for Uncertainty in Income Taxes--an interpretation of FASB Statement No. 109* and FASB Staff Position FIN 48-1, *Definition of Settlement in FASB Interpretation No. 48* on January 1, 2007, Statement of Financial Accounting Standards ("SFAS") No. 123(R), *Share-Based Payment* on January 1, 2006, and SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans--an amendment of FASB Statements No. 87, 88, 106, and 132(R)* on December 31, 2006.

/s/ Deloitte & Touche LLP

Honolulu, Hawaii

February 28, 2008

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ALEXANDER & BALDWIN, INC.

CONSOLIDATED STATEMENTS OF INCOME

(In millions, except per-share amounts)

	Year Ended December 31,		
	2007	2006	2005
Operating Revenue:			
Ocean transportation	\$ 1,003	\$ 936	\$ 873
Logistics services	433	444	432
Property leasing	102	88	73
Property sales	23	8	98
Agribusiness	120	124	121
Total operating revenue	1,681	1,600	1,597
Operating Costs and Expenses:			
Cost of ocean transportation services	789	754	673
Cost of logistics services	381	395	390
Cost of property sales and leasing services	60	43	103
Cost of agricultural goods and services	120	118	110
Selling, general and administrative	165	146	142
Total operating costs and expenses	1,515	1,456	1,418
Operating Income	166	144	179
Other Income and (Expense)			
Gain on insurance settlement and other	1	--	5
Equity in income of real estate affiliates	23	14	3
Interest income	3	6	5
Interest expense, net of amounts capitalized	(19)	(15)	(13)
Income From Continuing Operations Before Income Taxes	174	149	179
Income taxes	66	56	67
Income From Continuing Operations	108	93	112
Income from discontinued operations, net of income taxes (see Note 2)	34	29	14
Net Income	\$ 142	\$ 122	\$ 126
Basic Earnings per Share of Common Stock:			
Continuing operations	\$ 2.55	\$ 2.16	\$ 2.57
Discontinued operations	0.79	0.68	0.32
Net income	\$ 3.34	\$ 2.84	\$ 2.89
Diluted Earnings per Share of Common Stock:			
Continuing operations	\$ 2.52	\$ 2.14	\$ 2.55
Discontinued operations	0.78	0.67	0.31
Net income	\$ 3.30	\$ 2.81	\$ 2.86
Weighted Average Number of Basic Shares Outstanding	42.5	43.2	43.6
Weighted Average Number of Dilutive Shares Outstanding	43.1	43.6	44.0

See notes to consolidated financial statements.

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ALEXANDER & BALDWIN, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	Year Ended December 31,		
	2007	2006	2005
Cash Flow from Operating Activities:			
Net income	\$ 142	\$ 122	\$ 126
Adjustments to reconcile net income to net cash provided by operations:			
Depreciation and amortization	93	85	84
Deferred income taxes	26	40	68
Gains on disposal of assets	(64)	(49)	(28)
Share-based expense	17	10	--
Equity in income of affiliates, net of distributions	1	1	(17)
Changes in assets and liabilities:			
Accounts and notes receivable	(9)	5	5
Inventories	(3)	(1)	(4)
Prepaid expenses and other assets	12	(35)	(8)
Deferred dry-docking costs	(22)	(6)	(1)
Liability for benefit plans	(3)	6	(1)
Accounts and income taxes payable	19	(28)	39
Other liabilities	14	21	4
Real Estate Developments Held for Sale:			
Real estate inventory sales	11	4	45
Expenditures for new real estate inventory	(110)	(69)	(34)
Net cash provided by operations	124	106	278
Cash Flows from Investing Activities:			
Capital expenditures for property and developments	(122)	(281)	(231)
Receipts from disposal of income-producing property, investments and other assets	18	61	25
Deposits into Capital Construction Fund	(30)	(66)	(219)
Withdrawals from Capital Construction Fund	30	159	150
Payments for purchases of investments	(43)	(40)	(32)
Proceeds from sale and maturity of investments	2	43	2
Net cash used in investing activities	(145)	(124)	(305)
Cash Flows from Financing Activities:			
Proceeds from issuance of long-term debt	139	217	104
Payments of long-term debt and deferred financing costs	(88)	(102)	(27)
Proceeds from (payments on) short-term borrowings – net	15	--	(7)
Repurchases of capital stock	(33)	(72)	--
Proceeds from issuance of capital stock, including excess tax benefit	8	5	11
Dividends paid	(48)	(42)	(39)
Net cash provided by (used in) financing activities	(7)	6	42
Cash and Cash Equivalents:			
Net (decrease) increase for the year	(28)	(12)	15
Balance, beginning of year	45	57	42
Balance, end of year	\$ 17	\$ 45	\$ 57
Other Cash Flow Information:			

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Interest paid	\$ (25)	\$ (20)	\$ (17)
Income taxes refunded (paid), net	\$ (55)	\$ (49)	\$ 3
Non-cash Activities:			
Debt assumed in real estate purchase	\$ --	\$ --	\$ 11
Tax-deferred property sales	\$ 83	\$ 60	\$ 55
Tax-deferred property purchases	\$ (91)	\$ (49)	\$ (28)

See notes to consolidated financial statements.

ALEXANDER & BALDWIN, INC.

CONSOLIDATED BALANCE SHEETS

(In millions, except per-share amount)

	December 31, 2007	2006
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 17	\$ 45
Accounts and notes receivable, less allowances of \$12 for 2007 and \$14 for 2006	185	178
Inventories	21	19
Real estate held for sale	150	--
Income taxes receivable	1	5
Deferred income taxes	11	10
Prepaid expenses and other assets	36	28
Total current assets	421	285
Investments in Affiliates	184	149
Real Estate Developments	99	147
Property – net	1,582	1,499
Capital Construction Fund	1	1
Benefit Plan Assets	80	56
Other Assets	112	114
Total	\$ 2,479	\$ 2,251
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Notes payable and current portion of long-term debt	\$ 57	\$ 41
Accounts payable	156	136
Payrolls and vacation due	19	18
Uninsured claims	12	12
Accrued and other liabilities	78	50
Total current liabilities	322	257
Long-term Liabilities		
Long-term debt	452	401
Deferred income taxes	468	442
Liability for benefit plans	50	52
Uninsured claims and other liabilities	57	72
Total long-term liabilities	1,027	967
Commitments and Contingencies		
Shareholders' Equity		
Capital stock – common stock without par value; authorized, 150 million shares (\$0.75 stated value per share); outstanding, 42.4 million shares in 2007 and 42.6 million shares in 2006	34	35
Additional capital	200	179
Accumulated other comprehensive loss	(4)	(19)
Retained earnings	911	843
Cost of treasury stock	(11)	(11)
Total shareholders' equity	1,130	1,027
Total	\$ 2,479	\$ 2,251

See notes to consolidated financial statements.

ALEXANDER & BALDWIN, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

For the three years ended December 31, 2007

(In millions, except per-share amounts)

	Capital Stock		In Treasury		Additional	Accumulated Other Compre- hensive Income (Loss)	Deferred Compen- sation	Retained Earnings	Total
	Issued Shares	Stated Value	Shares	Cost	Capital				
Balance, December 31, 2004	47.0	\$ 35	3.7	\$ (11)	\$ 150	\$ (9)	\$ (2)	\$ 741	\$ 904
Net income	—	—	—	—	—	—	—	126	126
Other comprehensive income, net of tax:									
Minimum pension liability (net of taxes of \$1)	—	—	—	—	—	2	—	—	2
Total comprehensive income									128
Stock options exercised – net	0.6	1	—	—	17	—	—	(1)	17
Shares issued – incentive plan	—	—	(0.1)	—	8	—	(6)	—	2
Share-based compensation	—	—	—	—	—	—	2	—	2
Dividends (\$0.90 per share)	—	—	—	—	—	—	—	(39)	(39)
Balance, December 31, 2005	47.6	36	3.6	(11)	175	(7)	(6)	827	1,014
Net income and other comprehensive income	—	—	—	—	—	—	—	122	122
Shares repurchased	(1.7)	(1)	—	—	(7)	—	—	(64)	(72)
Stock options exercised – net	0.1	—	—	—	5	—	—	—	5
Shares issued – incentive plan	0.2	—	—	—	2	—	—	—	2
Share-based compensation	—	—	—	—	10	—	—	—	10
Adjustment to initially adopt SFAS No. 123R	—	—	—	—	(6)	—	6	—	—
Adjustment to initially adopt SFAS No. 158, net of tax	—	—	—	—	—	(12)	—	—	(12)
Dividends (\$0.975 per share)	—	—	—	—	—	—	—	(42)	(42)
Balance, December 31, 2006	46.2	35	3.6	(11)	179	(19)	—	843	1,027
Net income	—	—	—	—	—	—	—	142	142

Other comprehensive income, net of tax:									
Defined benefit plans:									
Net gain (loss) arising during the period	—	—	—	—	—	14	—	—	14
Less: Amortization of net (gain) loss	—	—	—	—	—	1	—	—	1
Total comprehensive income									157
Shares repurchased	(0.7)	(1)	—	—	(4)	—	—	(28)	(33)
Shares issued	0.5	—	—	—	8	—	—	—	8
Share-based compensation	—	—	—	—	17	—	—	—	17
Adjustment to initially adopt FIN 48	—	—	—	—	—	—	—	2	2
Dividends (\$1.12 per share)	—	—	—	—	—	—	—	(48)	(48)
Balance, December 31, 2007	46.0	\$ 34	3.6	\$ (11)	\$ 200	\$ (4)	\$ —	\$ 911	\$ 1,130

See notes to consolidated financial statements.

ALEXANDER & BALDWIN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business: Founded in 1870, Alexander & Baldwin, Inc. (“A&B”) is incorporated under the laws of the State of Hawaii. A&B operates in five segments in three industries: Transportation, Real Estate and Agribusiness. These industries are described below:

Transportation: The Transportation Industry consists of Ocean Transportation and Logistics Service segments. The Ocean Transportation segment is an asset-based business that derives its revenue primarily through the carriage of containerized freight between various U.S. Pacific Coast, Hawaii, Guam, China and other Pacific island ports. Additionally, the Ocean Transportation segment has a 35 percent interest in an entity that provides terminal and stevedoring services at U.S. Pacific Coast facilities. The Logistics Services segment is a non-asset based business that is a provider of domestic and international rail intermodal service (“Intermodal”), long-haul and regional highway brokerage, specialized hauling, flat-bed and project work, less-than-truckload, expedited/air freight services, and warehousing and distribution services (collectively “Highway”).

Real Estate: The Real Estate Industry consists of two segments, both of which have operations in Hawaii and on the U.S. mainland. The Real Estate Sales segment generates its revenues through the development and sale of land, commercial and residential properties. The Real Estate Leasing segment owns, operates, and manages retail, office, and industrial properties.

Agribusiness: Agribusiness, which contains one segment, produces bulk raw sugar, specialty food-grade sugars, and molasses; produces, markets, and distributes roasted coffee and green coffee; provides general trucking services, mobile equipment maintenance and repair services, and self-service storage in Hawaii; and generates and sells, to the extent not used in the Company’s operations, electricity.

Principles of Consolidation: The consolidated financial statements include the accounts of Alexander & Baldwin, Inc. and all wholly-owned and controlled subsidiaries (the “Company”), after elimination of significant intercompany amounts. Significant investments in businesses, partnerships, and limited liability companies in which the Company does not have a controlling financial interest, but has the ability to exercise significant influence, are accounted for under the equity method. A controlling financial interest is one in which the Company has a majority voting interest or one in which the Company is the primary beneficiary that absorbs the majority of the expected losses, or receives a majority of the expected residual returns, or both, of a variable interest entity as defined in FASB Interpretation No. 46 (revised December 2003), “Consolidation of Variable Interest Entities (FIN 46R).”

Risks and Uncertainties: Factors that could adversely impact the Company’s operations or financial results include, but are not limited to, the following: increased competition; strikes or work stoppages; increased cost of energy; changes in laws and regulations relating to the Company’s business; unfavorable economic and political conditions in domestic or international markets; litigation or legal proceedings; adverse weather conditions; changes in the legal and regulatory environment; changes in accounting and taxation standards, including an increase in tax rates; an inability to achieve the Company’s overall long-term goals; an inability to protect the Company’s information systems; future impairment charges; inability to secure adequate financing; and global or regional catastrophic events.

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Use of Estimates: The preparation of the 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 the amounts reported. Significant estimates and assumptions are used for, but not limited to: (i) asset impairments, (ii) revenue recognition for long-term real estate developments, (iii) cash flow scenarios related to unconsolidated investments, (iv) self-insured liabilities, (v) pension and postretirement estimates, and (vi) income taxes. Future results could be materially affected if actual results differ from these estimates and assumptions.

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Cash and Cash Equivalents: Cash equivalents consist of highly liquid investments with a maturity of three months or less at the date of purchase. The Company carries these investments at cost, which approximates fair value. Outstanding checks in excess of funds on deposit totaled \$27 and \$9 million at December 31, 2007 and 2006, respectively, and are reflected as current liabilities in the Consolidated Balance Sheets.

Fair Value of Financial Instruments: The fair values of cash and cash equivalents, receivables and short-term borrowings approximate their carrying values due to the short-term nature of the instruments. The carrying amount and fair value of the Company's long-term debt at December 31, 2007 was \$509 million and \$502 million, respectively, and \$442 million and \$433 million at December 31, 2006, respectively.

Allowances for Doubtful Accounts: Allowances for doubtful accounts are established by management based on estimates of collectibility. The changes in allowances for doubtful accounts, included on the Balance Sheets as an offset to "Accounts and notes receivable," for the three years ended December 31, 2007 were as follows (in millions):

	Balance at		Write-offs		Balance at
	<u>Beginning of year</u>	<u>Expense</u>	<u>and Other</u>		<u>End of Year</u>
2005	\$14	\$5	\$(5)		\$14
2006	\$14	\$2	\$(2)		\$14
2007	\$14	\$--	\$(2)		\$12

Inventories: Sugar and coffee inventories are stated at the lower of cost (first-in, first-out basis) or market value. Materials and supplies inventory are stated at the lower of cost (principally average cost) or market value.

Dry-docking: Under U.S. Coast Guard rules, administered through the American Bureau of Shipping's alternative compliance program, all vessels must meet specified seaworthiness standards to remain in service. Vessels must undergo regular inspection, monitoring and maintenance, referred to as "dry-docking," to maintain the required operating certificates. These dry-docks occur on scheduled intervals ranging from two to five years, depending on the vessel's age. Because the dry-docks enable the vessel to continue operating in compliance with U.S. Coast Guard requirements and provide future economic benefits, the costs of these scheduled dry-docks are deferred and amortized until the next regularly scheduled dry-dock period. Routine vessel maintenance and repairs that do not improve or extend asset lives are charged to expense as incurred. Deferred amounts are included on the Consolidated Balance Sheets in other non-current assets. Amortized amounts are charged to operating expenses in the Consolidated Statements of Income. Changes in deferred dry-docking costs are included in the Consolidated Statements of Cash Flows in Cash Flows from Operating Activities.

Property: Property is stated at cost, net of accumulated depreciation and amortization. Expenditures for major renewals and betterments are capitalized. Replacements, maintenance, and repairs that do not improve or extend asset lives are charged to expense as incurred. Costs of developing coffee orchards are capitalized during the development period and depreciated over the estimated productive lives. Upon acquiring real estate, the Company allocates the purchase price to land, buildings, leases above and below market, and other intangibles based on relative fair value.

Depreciation: Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the assets. Estimated useful lives of property are as follows:

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<u>Classification</u>	<u>Range of Life (in years)</u>
Buildings	10 to 40
Vessels	10 to 40
Marine containers	2 to 15
Terminal facilities	3 to 35
Machinery and equipment	3 to 35
Utility systems and other	5 to 50
Coffee orchards	20

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Real Estate Development: Expenditures for real estate developments are capitalized during construction and are classified as Real Estate Developments on the Consolidated Balance Sheets. When construction is substantially complete, the costs are reclassified as either Real Estate Held for Sale or Property, based upon the Company's intent to either sell the completed asset or to hold it as an investment property, respectively. Cash flows related to real estate developments are classified as either operating or investing activities, based upon the Company's intention to sell the property or to retain ownership of the property as an investment following completion of construction.

For development projects, capitalized costs are allocated using the direct method for expenditures that are specifically associated with the unit being sold and the relative-sales-value method for expenditures that benefit the entire project. These project-wide costs typically include land, grading, roads, water and sewage systems, landscaping, and project amenities.

Capitalized Interest: Interest costs incurred in connection with significant expenditures for real estate developments, the construction of assets, or investments in joint ventures are capitalized during the period in which activities necessary to get the asset ready for its intended use are in progress. Capitalization of interest is discontinued when the asset is substantially complete and ready for its intended use. Capitalization of interest on investments in joint ventures is recorded until the underlying investee commences operations; this is typically when the investee has other-than-ancillary revenue generation. Total interest expense was \$26 million, \$21 million, and \$17 million in 2007, 2006, and 2005, respectively. Capitalized interest was \$7 million, \$6 million, and \$4 million in 2007, 2006, and 2005, respectively.

Impairments of Long-Lived Assets: Long-lived assets are reviewed for possible impairment when events or circumstances indicate that the carrying value may not be recoverable. In such an evaluation, the estimated future undiscounted cash flows generated by the asset are compared with the amount recorded for the asset to determine if its carrying value is not recoverable. If this review determines that the recorded value will not be recovered, the amount recorded for the asset is reduced to estimated fair value. A large portion of the Company's real estate is undeveloped land located in the State of Hawaii on the islands of Maui and Kauai. The cost basis of the Company's undeveloped land on Maui and Kauai, excluding the recently acquired Wailea property, is approximately \$150 per acre, a value much lower than fair value.

Goodwill and Intangible Assets: Goodwill and intangibles are recorded on the Balance Sheets as other non-current assets. Goodwill and intangible assets relate to the acquisition of certain assets, obligations, and contracts of three logistic service entities in 2000, 2003 and 2004. The purchase agreements included earnout provisions based on certain profitability measurements through 2009. The Company reviews goodwill for potential impairment on an annual basis, or more frequently if indications of impairment exist. Intangible assets are reviewed for impairment whenever events or changes in circumstances would indicate the carrying amount of the intangible asset(s) may not be recoverable.

The changes in the carrying amount of goodwill and intangible assets for the years ended December 31, 2007 and 2006 were as follows (in millions):

	Goodwill	Intangible Assets
Balance, December 31, 2005	\$ 5	\$ 5
Additions	4	--
Amortization	--	(1)
Balance, December 31, 2006	9	4
Additions	3	--

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Amortization	--	(1)
Balance, December 31, 2007	\$ 12	\$ 3

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Revenue Recognition: The Company has a wide range of revenue types, including, for example, shipping revenue, logistics revenue, property sales, rental income, and sales of raw sugar, molasses and coffee. Before recognizing revenue, the Company assesses the underlying terms of the transaction to ensure that recognition meets the requirements of relevant accounting standards. In general, the Company recognizes revenue when persuasive evidence of an arrangement exists, delivery of the service or product has occurred, the sales price is fixed or determinable, and collectibility is reasonably assured.

Voyage Revenue Recognition: Voyage revenue is recognized ratably over the duration of a voyage based on the relative transit time in each reporting period, commonly referred to as the percentage-of-completion method. Voyage expenses are recognized as incurred.

Logistics Services Revenue Recognition: The revenue for logistics services includes the total amount billed to customers for transportation services. The primary costs include purchased transportation services. Revenue and the related purchased transportation costs are recognized based on relative transit time, commonly referred to as the percentage-of-completion method. The Company reports revenue on a gross basis following the guidance in Emerging Issues Task Force 99-19, "Reporting Revenue Gross as a Principal versus Net as an Agent." The Company serves as principal in transactions because it is responsible for the contractual relationship with the customer, has latitude in establishing prices, has discretion in supplier selection, and retains credit risk.

Real Estate Sales Revenue Recognition: Sales are recorded when the risks and rewards of ownership have passed to the buyers (generally on closing dates), adequate down payments have been received, and collection of remaining balances is reasonably assured. For certain development projects, including Kukui'ula, that have material continuing post-closing involvement and for which total revenue and capital costs are reasonably estimable, the Company uses the percentage-of-completion method for revenue recognition. Under this method, the amount of revenue recognized is based on development costs that have been incurred through the reporting period as a percentage of total expected development cost associated with the subject property. This generally results in a stabilized gross margin percentage, but requires significant judgment and estimates.

Real Estate Leasing Revenue Recognition: Real estate leasing revenue is recognized on a straight-line basis over the terms of the related leases, including periods for which no rent is due (typically referred to as "rent holidays"). Differences between revenue recognized and amounts due under respective lease agreements are recorded as increases or decreases, as applicable, to deferred rent receivable. Also included in rental revenue are certain tenant reimbursements and percentage rents determined in accordance with the terms of the leases. Income arising from tenant rents that are contingent upon the sales of the tenant exceeding a defined threshold are recognized only after the contingency has been resolved (e.g., sales thresholds have been achieved).

Sugar and Coffee Revenue Recognition: Revenue from bulk raw sugar sales is recorded when delivered to the cooperative of Hawaiian producers, based on the estimated net return to producers in accordance with contractual agreements. Revenue from coffee is recorded when the title to the product and risk of loss passes to third parties (generally this occurs when the product is shipped or delivered to customers) and when collection is reasonably assured.

Non-voyage Ocean Transportation Costs: Depreciation, charter hire, terminal operating overhead, and general and administrative expenses are charged to expense as incurred.

Agricultural Costs: Costs of growing and harvesting sugar cane are charged to the cost of inventory in the year incurred and to cost of sales as raw sugar is delivered to the cooperative of Hawaiian producers. Costs of growing coffee, excluding orchard development costs, are charged to inventory in the year incurred and to cost of sales as coffee is sold.

Discontinued Operations: The sales of certain income-producing assets are classified as discontinued operations, as required by Statement of Financial Accounting Standards (“SFAS”) No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets,” if the operations and cash flows of the assets clearly can be distinguished from the remaining assets of the Company, if cash flows for the assets have been, or will be, eliminated from the ongoing operations of the Company, if the Company will not have a significant continuing involvement in the operations of the assets sold, and if the amount is considered material. Certain assets that are

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“held-for-sale,” based on the likelihood and intention of selling the property within 12 months, are also treated as discontinued operations. Upon reclassification, depreciation of the assets is stopped. Sales of land and residential houses are generally considered inventory and are not included in discontinued operations.

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

Accounting Method for Share-Based Compensation: On January 1, 2006, the Company adopted SFAS No. 123 (revised 2004), “Share-Based Payment” (SFAS No. 123R) using the modified prospective method. SFAS No. 123R requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors. Prior to January 1, 2006, the Company accounted for share-based compensation under Accounting Principles Board (“APB”) Opinion No. 25, which required recognition of compensation expense based on the intrinsic value of the equity instrument awarded. Consequently, no share-based compensation expense for stock option grants was reflected in net income since all options granted had an exercise price equal to the market value of the underlying common stock on the date of grant. If the Company had applied the fair value recognition provisions of SFAS No. 123, as amended by SFAS No. 148, “Accounting for Stock-Based Compensation – Transition and Disclosure,” the effect on net income and earnings per share for the year ended December 31, 2005 would have been as follows (in millions, except per-share amounts):

	2005
Net Income:	
As reported	\$ 126
Share-based compensation expense determined under fair value based method for all awards, net of related tax effects	(2)
Pro forma	\$ 124
 Net Income Per Share:	
Basic, as reported	\$ 2.89
Basic, pro forma	\$ 2.85
Diluted, as reported	\$ 2.86
Diluted, pro forma	\$ 2.82

The Company’s various equity plans are more fully described in Note 11.

Basic and Diluted Earnings per Share (“EPS”) of Common Stock: Basic earnings per Share is determined by dividing net income by the weighted-average common shares outstanding during the year. The calculation of diluted earnings per share includes the dilutive effect of unexercised non-qualified stock options, non-vested common stock, and non-vested stock units. The computation of average dilutive shares outstanding excluded non-qualified stock options to purchase 0.2 million shares of common stock for each of the years ended December 31, 2007 and 2006. These amounts were excluded because the options’ exercise prices were greater than the average market price of the Company’s common stock for the periods presented and, therefore, the effect would be anti-dilutive. The anti-dilutive shares for 2005 were not significant.

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	2007	2006	2005
Effect on weighted average shares outstanding of assumed exercise of stock options (in millions of shares):			
Denominator for basic EPS: Weighted average shares outstanding	42.5	43.2	43.6
Effect of dilutive securities:			
Outstanding stock options, non-vested stock, and non-vested stock units	0.6	0.4	0.4
Denominator for diluted EPS: Weighted average shares outstanding	43.1	43.6	44.0

Income Taxes: Significant judgment is required in determining the Company's tax liabilities in the multiple jurisdictions in which the Company operates. Income taxes are reported in accordance with SFAS No. 109, "Accounting for Income Taxes." Deferred income taxes are provided for the tax effect of temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. Deferred tax assets and deferred tax liabilities are adjusted to the extent necessary to reflect tax rates expected to be in effect when the temporary differences reverse. Adjustments may be required to deferred tax assets and deferred tax liabilities due to changes in tax laws and audit adjustments by tax authorities. To the extent adjustments are required in any given period, the adjustments would be included within the tax provision in the statement of operations and/or balance sheet.

The Company has not recorded a valuation allowance for its deferred tax assets. A valuation allowance would be established if, based on the weight of available evidence, management believes that it is more likely than not that some portion or all of a recorded deferred tax asset would not be realized in future periods.

The Company adopted the provisions of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109* ("FIN 48"), and FASB Staff Position ("FSP") FIN 48-1, *Definition of Settlement in FASB Interpretation No. 48* ("FSP 48-1"), an amendment to FIN 48, effective as of January 1, 2007. FIN 48 clarifies the accounting for uncertain tax positions in an enterprise's financial statements in accordance with SFAS No. 109 by prescribing a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The new standard also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, and disclosure for uncertain tax positions.

Derivative Financial Instruments: The Company periodically uses derivative financial instruments such as interest rate and foreign currency hedging products to mitigate risks. The Company's use of derivative instruments is limited to reducing its risk exposure by utilizing interest rate or currency agreements that are accounted for as hedges. The Company does not hold or issue derivative instruments for trading or other speculative purposes nor does it use leveraged financial instruments. All derivatives are recognized in the consolidated balance sheets at their fair value. At December 31, 2007 and 2006, there were no material derivative instruments held by the Company.

Comprehensive Income: Comprehensive Income includes all changes in Stockholders' Equity, except those resulting from capital stock transactions. Other Comprehensive Income (Loss) principally includes amortization of deferred pension/postretirement costs and gains or losses on certain derivative instruments used to hedge interest rate risk (see Note 7).

Environmental Costs: Environmental expenditures are recorded as a liability and charged to operating expense when the environmental liability has been incurred and can be estimated. An environmental liability has been incurred when both of the following conditions have been met: (i) litigation has commenced or a claim or an assessment has been asserted, or, based on available information, commencement of litigation or assertion of a claim or an assessment is probable, and (ii) based on available information, it is probable that the outcome of such litigation, claim, or assessment will be unfavorable. If a range of probable loss is determined, the Company will record the obligation at the low end of the range unless another amount in the range better reflects the expected loss. Certain costs, however, are capitalized in Property when the obligation is recorded, if the cost (1) extends the life, increases the capacity or improves the safety and efficiency of property owned by the Company, (2) mitigates or prevents environmental contamination that has yet to occur and that otherwise may result from future operations or

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activities, or (3) is incurred or discovered in preparing for sale property that is classified as “held-for-sale.” The amounts of capitalized environmental costs were not material at December 31, 2007 or 2006.

Self-Insured Liabilities: The Company is self-insured for certain losses that include, but are not limited to, employee health, workers’ compensation, general liability, real and personal property, and real estate construction defect claims. When feasible, the Company obtains third-party insurance coverage to limit its exposure to these claims. When estimating its self-insured liabilities, the Company considers a number of factors, including historical claims experience, demographic factors, and valuations provided by independent third-parties. Periodically, management reviews its assumptions and the valuations provided by independent third-parties to determine the adequacy of the Company’s self-insured liabilities.

Impact of Recently Issued Accounting Standards: On September 15, 2006, the FASB issued SFAS No. 157 (“SFAS No. 157”), “Fair Value Measurements,” which defines fair value, establishes guidelines for measuring fair value, and expands disclosures regarding fair value measurements. SFAS No. 157 does not require any new fair value measurements but rather eliminates inconsistencies in guidance found in various prior accounting pronouncements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of SFAS No. 157, but does not expect that the adoption of SFAS No. 157 will have a material impact on the Company’s consolidated financial position, results of operations, or cash flows.

The Company adopted SFAS No. 158 (“SFAS No. 158”), “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans” as of December 31, 2006, as required. This standard amends FASB Statements No. 87, 88, 106 and 132(R) and requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. The pension asset or liability is the difference between the plan assets at fair value and the projected benefit obligation as of year end. For other postretirement benefit plans, the asset or liability is the difference between the plan assets at fair value and the accumulated postretirement benefit obligation as of year end. Note 9 provides additional information about the impact resulting from the adoption of SFAS No. 158.

In February 2007, the FASB issued SFAS No. 159 (“SFAS No. 159”), “The Fair Value Option for Financial Assets and Financial Liabilities, including an amendment of FASB Statement No. 115.” SFAS No. 159 permits entities to measure many financial instruments and certain other assets and liabilities at fair value on an instrument-by-instrument basis. The objective is to improve financial reporting by providing companies with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact of SFAS No. 159, but does not expect that the adoption of SFAS No. 159 will have a material impact on the Company’s consolidated financial position, results of operations, or cash flows.

In December 2007, the FASB issued SFAS No. 141 (revised 2007) (“SFAS No. 141R”), “Business Combinations.” SFAS No. 141R retains the fundamental requirement in Statement 141 that the acquisition method of accounting be used for all business combinations and establishes the acquisition date as the date that the acquirer achieves control. This Statement requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date, with limited exceptions specified in the Statement. SFAS No. 141R also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date and also requires all acquisition costs be expensed as incurred. SFAS No. 141R is effective for the first annual period beginning on or after December 15, 2008. The Company is currently evaluating the impact of SFAS No. 141R, but does not expect that the adoption of SFAS No. 141R will have a material impact on the Company’s consolidated financial position, results of operations, or cash flows.

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

2. DISCONTINUED OPERATIONS

During 2007, the sales of land leased to a retail tenant on Oahu for approximately \$46 million, five commercial properties on Maui for approximately \$42 million, and a commercial property in California for approximately \$7 million have been classified as discontinued operations. In addition, a commercial property on Maui has been classified as discontinued operations because of the Company's plan to sell the property.

During 2006, the sales of two retail centers in Phoenix, Arizona, for approximately \$36 million, an office building on Maui, for approximately \$16 million, a retail center in Kailua-Kona on the island of Hawaii for approximately \$27 million, and several commercial parcels in Hawaii were included in discontinued operations.

During 2005, the sales of two office buildings in Honolulu for \$26 million, one warehouse/distribution complex in Ontario, California, for \$18 million, one service center/warehouse complex, consisting of three buildings in San Antonio, Texas, for \$6 million, and the fee interest in a parcel in Maui were considered discontinued operations. Additionally, the revenue and expenses of an office building in Wailuku, Maui and three parcels on Maui had been classified as discontinued operations even though the Company had not sold the properties by the end of 2005. The three parcels were sold in January 2006 and the office building in Maui was sold in March 2006.

The revenue, operating profit, income tax expense and after-tax effects of these transactions for each of the three years in the period ended December 31, 2007, were as follows (in millions, except per share amounts):

	2007	2006	2005
Sales Revenue	\$ 95	\$ 90	\$ 50
Leasing Revenue	\$ 6	\$ 11	\$ 17
Sales Operating Profit	\$ 51	\$ 40	\$ 14
Leasing Operating Profit	\$ 4	\$ 7	\$ 8
Income tax expense	\$ 21	\$ 18	\$ 8
Income from Discontinued Operations	\$ 34	\$ 29	\$ 14
Basic Earnings Per Share	\$ 0.79	\$ 0.68	\$ 0.32
Diluted Earnings Per Share	\$ 0.78	\$ 0.67	\$ 0.31

The results of operations from these properties in prior years were reclassified from continuing operations to discontinued operations to conform to the current year's accounting treatment. Consistent with the Company's intention to reinvest the sales proceeds into new investment property, the proceeds from the sales of property treated as discontinued operations were deposited in escrow accounts for tax-deferred reinvestment in accordance with Section 1031 of the Internal Revenue Code.

3. IMPAIRMENT AND DISPOSAL OF INVESTMENTS

Through August 8, 2005, the Company held common and preferred stock holdings in C&H Sugar Company Inc. ("C&H"). During the second quarter of 2005, the Company recorded a \$2 million loss in connection with the ultimate disposition of the investment in C&H in August 2005. The impairment charges were recorded as a separate line item in Operating Costs and Expenses in the Consolidated Statements of Income.

4. INVESTMENTS IN AFFILIATES

At December 31, 2007 and 2006, investments consisted principally of equity in limited liability companies, each of which was accounted for following the equity method of accounting because either: (i) the entity was not within the scope of FASB Interpretation No. 46 (revised December 2003) "Consolidation of Variable Interest Entities" ("FIN 46R"), as amended, (ii) the entity was not determined to be a variable interest entity ("VIE"), or (iii) the entity was a VIE, but the Company was not determined to be the primary beneficiary.

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These investments are summarized, by industry, as follows (in millions):

	2007	2006
Investment in Unconsolidated Affiliated Companies:		
Real Estate	\$ 135	\$ 99
Transportation	49	50
Total Investments	\$ 184	\$ 149

Operating results include the Company's proportionate share of income (loss) from its equity method investments. A summary of financial information for the Company's equity method investments by industry at December 31 is as follows (in millions):

	2007		2006	
	Real Estate	Transportation	Real Estate	Transportation
Current assets	\$ 151	\$ 47	\$ 93	\$ 56
Noncurrent assets	302	120	235	123
Total assets	\$ 453	\$ 167	\$ 328	\$ 179
Current liabilities	\$ 107	\$ 29	\$ 86	\$ 46
Noncurrent liabilities	68	14	43	5
Total liabilities	\$ 175	\$ 43	\$ 129	\$ 51

	Year Ended December 31,		
	2007	2006	2005
Real Estate:			
Operating revenue	\$ 132	\$ 311	\$ 8
Operating costs and expenses	90	248	1
Operating income	\$ 42	\$ 63	\$ 7
Income from continuing operations	\$ 38	\$ 54	\$ (1)
Net income (loss)	\$ 38	\$ 54	\$ (1)
Transportation:			
Operating revenue	\$ 519	\$ 501	\$ 486
Operating costs and expenses	494	477	449
Operating income	\$ 25	\$ 24	\$ 37
Income from continuing operations*	\$ 32	\$ 37	\$ 48
Net income	\$ 32	\$ 37	\$ 48

* Includes earnings from equity method investments held by the investee.

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In addition to the investments described above, the Company formerly held ownership interests in C&H (that was sold in August 2005). Prior to the sale of C&H, the Company recorded, in 2005, a loss of \$2 million to write down the investment to the value expected to be received upon its ultimate disposition.

Real Estate: In 2007, the Company and its real estate subsidiaries had investments in various joint ventures that operate and/or develop real estate. The Company does not have a controlling financial interest, as interpreted

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under FIN 46R, in any of these ventures and, accordingly, accounts for its investments in the real estate ventures using the equity method of accounting. A summary of the Company's principal investments is as follows:

- a) **Kukui'ula:** Kukui'ula is a 1,000-acre master planned resort residential community in Poipu, Kauai. In April 2002, an agreement was signed with an affiliate of DMB Associates, Inc., an Arizona-based developer of master planned communities, for the development of Kukui'ula, which is planned to consist of approximately 1,000 to 1,200 high-end residential units. Sales commenced in 2006 and site work construction is ongoing. The Company has a 50 percent voting interest in the venture.
- b) **Kai Malu at Wailea:** In April 2004, A&B entered into a joint venture with Armstrong Builders, Ltd. for development of a 150-unit duplex project on a 25-acre parcel in Wailea. Closings commenced in the fourth quarter of 2006 and are expected to be substantially completed in 2008. The Company has a 50 percent voting interest in the venture.
- c) **Ka Milo at Mauna Lani:** In April 2004, the Company entered into a joint venture with Brookfield Homes Hawaii Inc., NYSE:BHS, ("Brookfield") to develop a 30.5-acre residential parcel in the Mauna Lani Resort on the island of Hawaii. In May 2004, the property was acquired by the venture, and is planned for the development of 37 single-family units and 100 duplex townhomes. Closings commenced in 2007 and construction will continue in 2008. The Company has a 50 percent voting interest in the venture.
- d) **Crossroads Plaza:** In June 2004, A&B entered into a joint venture with Intertex Hasley, LLC, for the planned development of a 61,000-square-foot mixed-use neighborhood retail center on 6.5 acres of commercial-zoned land in Valencia, California. The property was acquired in August 2004. The sale of a pad site building closed in 2007 and construction of the remainder of the center is expected to be completed in 2008. The Company has a 50 percent voting interest in the venture.
- e) **Centre Pointe Marketplace:** In April 2005, A&B entered into a joint venture with Intertex Centre Pointe Marketplace, LLC, and in April 2005, the venture acquired a 13.0-acre parcel for the planned development of a 105,700 square-foot retail center in Valencia, California. Vertical construction commenced in 2007 and the sale of several pad site buildings closed in 2007. The sale of the remainder of the center is expected in 2008. The Company has a 50 percent voting interest in the venture.
- f) **Bridgeport Marketplace:** In July 2005, A&B entered into a joint venture with Intertex Bridgeport Marketplace, LLC and, in October 2005, the venture acquired 27.8 acres in Valencia, California. The parcel was subdivided into a 5-acre parcel to be dedicated as a public park, a 7.3-acre parcel sold to a church, and a 15.5-acre parcel for the development of a 131,000 square-foot retail center. Vertical construction commenced in the first quarter of 2007 and the center is expected to open in late 2008. The Company has a 50 percent voting interest in the venture.
- g) **Waiawa:** In August 2006, the Company entered into a joint venture with an affiliate of Gentry Investment Properties, for the development of a 1,000-acre master-planned primary residential community (530 residential acres) in Central Oahu. Planning, permitting, and project feasibility reviews are in progress. The Company has a 50 percent voting interest in the venture.
- h) **Bakersfield:** In November 2006, A&B entered into a joint venture with Intertex P&G Retail, LLC, for the planned development of a 550,000 square-foot retail center on a 57.3-acre commercial parcel in Bakersfield, California. The parcel was acquired in November 2006. Planning, permitting and pre-leasing work are on-going. The Company has a 50 percent voting interest in the venture.
- i) **Kukui'ula Village:** In August 2007, the Company entered into a joint venture with DMB Kukui'ula Village LLC for the development of Kukui'ula Village, a planned 91,700 square-foot commercial center located at the entrance of the Kukui'ula project. Construction commenced in July 2007 and the center is projected to be completed in 2009. The Company has a 50 percent voting interest in the venture.

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- j) Santa Barbara Ranch: In November 2007, the Company entered into a joint venture with Vintage Communities, LLC, a residential developer headquartered in Newport Beach, California, which intends to

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acquire and develop 1,040 acres for an exclusive large-lot subdivision, located 12 miles north of the City of Santa Barbara. The Company has a 50 percent voting interest in the venture.

- k) **Palmdale Trade and Commerce Center:** In December 2007, the Company entered into a joint venture with Intertex Palmdale Trade & Commerce Center LLC, for the planned development of a 315,000 square-foot mixed-use commercial office and light industrial condominium complex on 18.2 acres in Palmdale, California, located 60 miles northeast of Los Angeles and 25 miles northeast of Valencia. The parcel had been acquired by Intertex in July 2007 and subsequently contributed to the venture. The Company has a 50 percent voting interest in the venture.

Transportation: Matson, a wholly owned subsidiary of the Company, owns a 35 percent membership interest in an LLC with SSA Marine Inc., named SSA Terminals, LLC (“SSAT”), which provides stevedoring and terminal services at five terminals in three West Coast ports to the Company and other shipping lines. Matson accounts for its interest in SSAT under the equity method of accounting. The “Cost of transportation services” included approximately \$150 million, \$146 million, and \$137 million for 2007, 2006, and 2005, respectively, paid to this unconsolidated affiliate for terminal services.

The Company’s equity in earnings or (loss) of its unconsolidated transportation affiliate of \$11 million, \$13 million and \$17 million for 2007, 2006, and 2005, respectively, was included on the consolidated income statements with costs of transportation services because the affiliate is integrally related to the Company’s ocean transportation operations, providing all terminal services to Matson on the U.S. West Coast.

5. PROPERTY

Property on the Consolidated Balance Sheets includes the following (in millions):

	2007	2006
Vessels	\$ 1,193	\$ 1,145
Machinery and equipment	588	572
Buildings	483	412
Land	154	156
Water, power and sewer systems	110	105
Other property improvements	106	95
Total	2,634	2,485
Less accumulated depreciation and amortization	1,052	986
Property – net	\$ 1,582	\$ 1,499

6. CAPITAL CONSTRUCTION FUND

Matson is party to an agreement with the United States government that established a Capital Construction Fund (“CCF”) under provisions of the Merchant Marine Act, 1936, as amended. The agreement has program objectives for the acquisition, construction, or reconstruction of vessels and for repayment of existing vessel indebtedness. Deposits to the CCF are limited by certain applicable earnings. Such deposits are tax deductions in the year made; however, they are taxable, with interest payable from the year of deposit, if withdrawn for general corporate purposes or other non-qualified purposes, or upon termination of the agreement. Qualified withdrawals for investment in vessels and certain related equipment do not give rise to a current tax liability, but reduce the depreciable bases of the vessels or other assets for income tax purposes.

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Amounts deposited into the CCF are a preference item for calculating federal alternative minimum taxable income. Deposits not committed for qualified purposes within 25 years from the date of deposit will be treated as non-qualified withdrawals over the subsequent five years. As of December 31, 2007, the oldest CCF deposits date from 2007. Management believes that all amounts on deposit in the CCF at the end of 2007 will be used or committed for qualified purposes prior to the expiration of the applicable 25-year periods.

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Under the terms of the CCF agreement, Matson may designate certain qualified earnings as “accrued deposits” or may designate, as obligations of the CCF, qualified withdrawals to reimburse qualified expenditures initially made with operating funds. Such accrued deposits to, and withdrawals from, the CCF are reflected on the Consolidated Balance Sheets either as obligations of the Company’s current assets or as receivables from the CCF.

The Company has classified its investments in the CCF as “held-to-maturity” and, accordingly, has not reflected temporary unrealized market gains and losses on the Consolidated Balance Sheets or Consolidated Statements of Income. The long-term nature of the CCF program supports the Company’s intention to hold these investments to maturity.

At December 31, 2007 and 2006, the balances on deposit in the CCF consisted of investments in mortgage-backed securities with fair values that approximated amortized cost. Fair value of the mortgage-backed securities was determined based on identical or substantially similar security values. No central exchange exists for these securities; they are traded over-the-counter. The Company earned \$0.1 million in each of the years 2007, 2006, and 2005, on its investments in mortgage-backed securities.

7. NOTES PAYABLE AND LONG-TERM DEBT

At December 31, 2007 and 2006, notes payable and long-term debt consisted of the following (in millions):

	2007	2006
Revolving Credit loans, 5.28%	\$ 54	\$ 27
Title XI Bonds:		
5.27%, payable through 2029	48	51
5.34%, payable through 2028	46	48
Term Loans:		
4.79%, payable through 2020	88	95
5.44%, payable through 2015	65	70
5.56%, payable through 2016	25	--
5.55%, payable through 2017	50	--
5.53%, payable through 2016	50	50
4.10%, payable through 2012	35	35
7.55%, payable through 2009	15	15
7.42%, payable through 2010	9	11
4.31%, payable through 2010	9	11
6.20%, payable through 2013	11	11
7.44%, payable through 2007	--	7
7.57%, payable through 2009	4	6
7.43%, payable through 2007	--	5
Total	509	442
Less current portion	57	41
Long-term debt	\$ 452	\$ 401

Long-term Debt Maturities: At December 31, 2007, maturities of all long-term debt during the next five years and thereafter are \$57 million in 2008, \$32 million in 2009, \$31 million in 2010, \$69 million in 2011, \$39 million in 2012, and \$281 million thereafter.

Revolving Credit Facilities: The Company has two revolving senior credit facilities with six commercial banks that expire in December 2011. The revolving credit facilities provide for an aggregate commitment of \$325 million, which consists of a \$225 million and \$100 million facility for A&B and Matson, respectively. Amounts drawn under the facilities bear interest at London Interbank Offered Rate ("LIBOR") plus 0.225 percent, provided

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the Company maintains an S&P/Moody's rating of A-/A3 or better. The agreement contains certain restrictive covenants, the most significant of which requires the maintenance of minimum shareholders' equity levels, minimum property investment values, and a maximum ratio of debt to earnings before interest, depreciation, amortization, and taxes. At December 31, 2007, \$54 million was outstanding, \$19 million in letters of credit had been issued against the facility, and \$252 million remained available for borrowing. As of December 31, 2007, \$39 million drawn on this facility was classified as non-current because the Company had the ability and intent to refinance the balance on a long-term basis.

The Company has a \$400 million three-year unsecured note purchase and private shelf agreement with Prudential Investment Management, Inc. and its affiliates (collectively, "Prudential") under which the Company may issue notes in an aggregate amount up to \$400 million, less the sum of all principal amounts then outstanding on any notes issued by the Company or any of its subsidiaries to Prudential and the amount of any notes that are committed under the note purchase agreement. The Prudential agreement contains certain restrictive covenants that are substantially the same as the covenants contained in the aggregate \$325 million revolving senior credit facilities. The Prudential facility expires on April 19, 2009 and borrowings under the shelf facility bear interest at rates that are determined at the time of the borrowing. During 2006 and 2007, the Company borrowed, under a series of committed notes, \$125 million at rates ranging from 5.53 percent to 5.56 percent. At December 31, 2007, \$116 million was available under the facility.

Matson has a \$105 million secured reducing revolving credit agreement with DnB NOR Bank ASA and ING Bank N.V. that expires in June 2015. The maximum amount that can be outstanding on the facility declines in eight annual commitment reductions of \$10.5 million each, commencing in June 2007. The incremental borrowing rate for the facility is 0.225 percent over LIBOR through June 2010. For the remaining term, the incremental borrowing rate is 0.300 percent over LIBOR. The agreement contains certain restrictive covenants, the most significant of which requires the maintenance of minimum net worth levels, minimum working capital levels, and maximum ratio of long-term debt to net worth. At December 31, 2007, \$65 million was outstanding and \$30 million remained available for borrowing.

The unused borrowing capacity under all revolving credit and term facilities as of December 31, 2007 totaled \$397 million.

Title XI Bonds: In August 2004, Matson partially financed the delivery of the *MV Maunawili* with \$55 million of 5.27 percent fixed-rate, 25-year term, U.S. government Guaranteed Ship Financing Bonds, more commonly known as Title XI bonds. These bonds, which are secured by the *MV Maunawili*, are payable in \$1.1 million semiannual payments that commenced in January 2005.

In September 2003, Matson partially financed the delivery of the *MV Manukai* with \$55 million of 5.34 percent fixed-rate, 25-year term, Title XI bonds. These bonds, which are secured by the *MV Manukai*, are payable in \$1.1 million semiannual payments that commenced in March 2004.

Vessel Secured Term Debt: Matson has an Amended and Restated Note Agreement with The Prudential Insurance Company of America and Pruco Life Insurance (collectively and individually "Prudential") for \$120 million. Included in the agreement are Series A and Series B notes. Series A represents a \$15 million note and Series B represents 15-year term notes totaling \$105 million. Both series are secured by the *MV Manulani*. The Series A note carries interest at 4.31 percent with \$9 million currently outstanding. The Series B notes carry interest at 4.79 percent with \$88 million currently outstanding.

Real Estate Secured Term Debt: In June 2005, A&B Properties, Inc., a wholly owned subsidiary of the Company, assumed \$11.4 million of secured debt in connection with the purchase of an office building in Phoenix, Arizona. This term loan, with an outstanding amount of \$11 million at December 31, 2007, carries interest at 6.2 percent and matures in October 2013.

Interest Rate Hedging: To hedge the interest rate risk associated with obtaining financing for two vessels, the Company entered into two interest rate lock agreements with settlements corresponding to the 2003 and 2004 vessel delivery schedules. Under the agreements, the Company agreed to pay or receive an amount equal to the difference between the net present value of the cash flows for a notional principal amount of indebtedness based on

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the existing yield of a U.S. treasury bond at the date when the agreement is established and the date when the agreement is settled. The agreements were settled in 2003 and 2004 and the deferred gains or losses associated with the settlements are being amortized as adjustments to interest expense over the 25-year term of the underlying debt. These amounts were not material to consolidated interest expense.

8. LEASES

The Company as Lessee: Principal operating leases include land, office and terminal facilities, containers and equipment, leased for periods that expire through 2031. Management expects that, in the normal course of business, most operating leases will be renewed or replaced by other similar leases. Rental expense under operating leases totaled \$32 million, \$37 million, and \$38 million for the years ended December 31, 2007, 2006, and 2005, respectively. Rental expense for operating leases that provide for future escalations are accounted for on a straight-line basis. Future minimum payments under operating leases as of December 31, 2007 were as follows (in millions):

	Operating Leases
2008	\$ 8
2009	8
2010	7
2011	7
2012	6
Thereafter	24
Total minimum lease payments	\$ 60

In addition to the future minimum lease payments above, the Company has an operating lease for terminal facilities in Honolulu that includes a minimum annual commitment, which is calculated by the lessor based on capital improvements by the lessor and an allocation of lessor operational expenses. The Company's payments of volume-based charges to the lessor must meet or exceed the minimum annual commitment. The Company's volume-based payments to the lessor were \$17 million for each of the three years in the period ended December 31, 2007, and there were no minimum annual guarantee payment in any year.

The Company as Lessor: The Company leases land, buildings, and land improvements under operating leases. The historical cost of, and accumulated depreciation on, leased property at December 31, 2007 and 2006 were as follows (in millions):

	2007	2006
Leased property - real estate	\$ 660	\$ 591
Less accumulated depreciation	(99)	(88)
Property under operating leases - net	\$ 561	\$ 503

Total rental income under these operating leases for each of the three years in the period ended December 31, 2007 was as follows (in millions):

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	2007	2006	2005
Minimum rentals	\$ 80	\$ 74	\$ 112
Contingent rentals (based on sales volume)	4	3	3
Total	\$ 84	\$ 77	\$ 115

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Future minimum rentals on non-cancelable leases at December 31, 2007 were as follows (in millions):

Operating	
Leases	
2008	\$ 75
2009	63
2010	48
2011	34
2012	26
Thereafter	96
Total	\$ 342

9. EMPLOYEE BENEFIT PLANS

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

As of December 31, 2006, the Company adopted the recognition and disclosure provisions of SFAS No. 158, as required. This standard amends FASB Statements No. 87, 88, 106 and 132(R) and requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. The pension asset or liability is the difference between the plan assets at fair value and the projected benefit obligation as of year end. For other postretirement benefit plans, the asset or liability is the difference between the plan assets at fair value and the accumulated postretirement benefit obligation as of year end.

The incremental effect from the application of SFAS No. 158 on individual line items in the Consolidated Balance Sheet as of December 31, 2006 is as follows:

	Before Application of SFAS No. 158	Adjustments	After Application of SFAS No. 158
Benefit plan assets	\$ 70	\$ (14)	\$ 56
Total assets	\$ 2,265	\$ (14)	\$ 2,251
Liability for benefit plans - noncurrent	\$ 50	\$ 2	\$ 52
Uninsured claims and other liabilities	\$ 68	\$ 4	\$ 72
Deferred income taxes	\$ 450	\$ (8)	\$ 442
Total long-term liabilities	\$ 969	\$ (2)	\$ 967
Accumulated other comprehensive income	\$ (7)	\$ (12)	\$ (19)
Total shareholders' equity	\$ 1,039	\$ (12)	\$ 1,027

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Total liabilities and shareholders' equity	\$ 2,265	\$ (14)	\$ 2,251
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Asset Allocations, Investments and Plan Administration: The Company's weighted-average asset allocations at December 31, 2007 and 2006, and 2007 year-end target allocation, by asset category, were as follows:

	Target	2007	2006
Domestic equity securities	60 %	63 %	58 %
International equity securities	10 %	13 %	14 %
Debt securities	15 %	9 %	11 %
Real estate	15 %	12 %	12 %
Other and cash	- -	3 %	5 %
Total	100 %	100 %	100 %

The Company has an Investment Committee that meets regularly with investment advisors to establish investment policies, direct investments and select investment options. The Investment Committee is also responsible for appointing trustees and investment managers. The Company's investment policy permits investments in marketable securities, such as domestic and foreign stocks, domestic and foreign bonds, venture capital, real estate investments, and cash equivalents. Equity investments in the defined benefit plan assets do not include any direct holdings of the Company's stock but may include such holdings to the extent that the stock is included as part of certain mutual fund holdings.

Contributions are determined annually for each plan by the Company's pension administrative committee, based upon the actuarially determined minimum required contribution under the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and the maximum deductible contribution allowed for tax purposes. For the plans covering employees who are members of collective bargaining units, the benefit formulas are determined according to the collective bargaining agreements, either using career average pay as the base or a flat dollar amount per year of service. The benefit formulas for the remaining defined benefit plans are based on final average pay. The Company did not make any contributions during 2007 or 2006 to its defined benefit pension plans, and no contributions are expected to be required in 2008. The Company's funding policy is to contribute cash to its pension plans so that it meets at least the minimum contribution requirements.

In August 2006, the Pension Protection Act of 2006 (the "Act") was enacted into law. The Act did not have any significant effect on the Company's current funding strategy for its pension plans.

In October 2007, the Company modified its defined benefit pension benefit formulas that would apply to new employees hired after December 31, 2007. Under the modification, new employees will earn retirement benefits based on a fixed percentage of their eligible compensation, plus interest. The plan interest credit rate will vary from year-to-year based on the ten-year U.S. Treasury rate. Under the modification, employees hired on or after January 31, 2008 are fully vested upon completion of three years of service.

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Benefit Plan Assets and Obligations: The measurement date for the Company's benefit plan disclosures is December 31st of each year. The status of the funded defined benefit pension plan and the unfunded accumulated post-retirement benefit plans at December 31, 2007 and 2006 are shown below (dollars in millions):

	Pension Benefits		Other Post-retirement Benefits	
	2007	2006	2007	2006
Change in Benefit Obligation				
Benefit obligation at beginning of year	\$ 297	\$ 294	\$ 51	\$ 56
Service cost	7	7	1	1
Interest cost	17	17	3	3
Plan participants' contributions	--	--	2	--
Actuarial gain	(2)	(7)	(4)	(6)
Benefits paid	(16)	(15)	(5)	(3)
Amendments	--	1	--	--
Benefit obligation at end of year	303	297	48	51
Change in Plan Assets				
Fair value of plan assets at beginning of year	349	315	--	--
Actual return on plan assets	46	49	--	--
Benefits paid	(16)	(15)	--	-
Fair value of plan assets at end of year	379	349	--	--
Funded Status and Recognized Liability	\$ 76	\$ 52	\$ (48)	\$ (51)

Amounts recognized on the Consolidated Balance Sheets and in accumulated other comprehensive income at December 31, 2007 and 2006 are as follows (in millions):

	Pension Benefits		Other Post-retirement Benefits	
	2007	2006	2007	2006
Non-current assets	\$ 80	\$ 56	\$ --	\$ --
Current liabilities	--	--	(2)	(3)
Non-current liabilities	(4)	(4)	(46)	(48)
Total	\$ 76	\$ 52	\$ (48)	\$ (51)
Net loss (gain) (net of taxes)	\$ (3)	\$ 15	\$ (3)	\$ (2)
Unrecognized prior service cost (credit) (net of taxes)	1	3	--	--
Total	\$ (2)	\$ 18	\$ (3)	\$ (2)

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The information for qualified pension plans with an accumulated benefit obligation in excess of plan assets at December 31, 2007 and 2006 is shown below (in millions):

	2007	2006
Projected benefit obligation	\$ 37	\$ 35
Accumulated benefit obligation	\$ 32	\$ 30
Fair value of plan assets	\$ 33	\$ 30

The estimated prior service cost for the defined benefit pension plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost in 2008 is \$0.4 million. The estimated net loss that will be recognized in net periodic pension cost for the defined benefit pension plans in 2008 is negligible. The estimated prior service credit for the other defined benefit postretirement plans that will be amortized from accumulated other comprehensive income into net periodic pension benefit over the next fiscal year is negligible. The estimated net gain for the other defined benefit postretirement plans that will be amortized from accumulated other comprehensive income into net periodic pension benefit over the next fiscal year is \$1 million.

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

The Company has determined that its post-retirement prescription drug plans are actuarially equivalent to Part D of the Medicare Prescription Drug Improvement and Modernization Act of 2003. The 2007 post-retirement obligations include the benefits of the Act's subsidy. These amounts are not material.

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Components of the net periodic benefit cost and other amounts recognized in other comprehensive income for the defined benefit pension plans and the post-retirement health care and life insurance benefit plans and the weighted average assumptions used to determine benefit information during 2007, 2006, and 2005, are shown below (in millions):

	Pension Benefits			Other Post-retirement Benefits		
	2007	2006	2005	2007	2006	2005
Components of Net Periodic Benefit Cost/(Income)						
Service cost	\$ 7	\$ 7	\$ 6	\$ 1	\$ 1	\$ 1
Interest cost	17	17	16	3	3	3
Expected return on plan assets	(28)	(26)	(24)	--	--	--
Recognition of net (gain) loss	--	2	2	--	1	1
Recognition of (gain) due to Settlement	--	--	--	(1)	--	--
Net periodic benefit cost/(income)	(4)	--	--	3	5	5
Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income (net of tax)						
Adoption of FASB 158	--	11	--	--	(1)	--
Net loss (gain)	(12)	--	--	(2)	--	--
Amortization of unrecognized gain (loss)	--	--	--	--	--	--
Total recognized in other comprehensive income	(12)	11	--	(2)	(1)	--
Total recognized in net periodic benefit cost and other comprehensive income	\$ (16)	\$ 11	\$ --	\$ 1	\$ 4	\$ --
Weighted Average Assumptions:						
Discount rate	6.25 %	6.00 %	5.75 %	6.25 %	6.00 %	5.75 %
Expected return on plan assets	8.50 %	8.50 %	8.50 %			
Rate of compensation increase	4.00 %	4.00 %	4.00 %	4.00 %	4.00 %	4.00 %
Initial health care cost trend rate				9.00 %	9.00 %	9.00 %
Ultimate rate				5.00 %	5.00 %	5.00 %
Year ultimate rate is reached				2012	2011	2010

The expected return on plan assets is based on the Company's historical returns combined with long-term expectations, based on the mix of plan assets, asset class returns, and long-term inflation assumptions, after consultation with the firm used by the Company for actuarial calculations. One-, three-, and five-year pension returns were 13.8 percent, 13.9 percent, and 15.3 percent, respectively. The long-term average return has been approximately 10.7 percent. The actual returns have generally exceeded the benchmark returns used by the Company to evaluate performance of its fund managers.

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If the assumed health care cost trend rate were increased or decreased by one percentage point, the accumulated post-retirement benefit obligation, as of December 31, 2007, 2006 and 2005, and the net periodic post-retirement benefit cost for 2007, 2006 and 2005, would have increased or decreased as follows (in millions):

	Other Post-retirement Benefits					
	One Percentage Point					
	Increase			Decrease		
	2007	2006	2005	2007	2006	2005
Effect on total of service and interest cost components	\$ --	\$ --	\$ 1	\$ --	\$ --	\$ --
Effect on post-retirement benefit obligation	\$ 5	\$ 5	\$ 5	\$ (4)	\$ (4)	\$ (4)

Non-qualified Benefit Plans: The Company has non-qualified supplemental pension plans covering certain employees and retirees, which provide for incremental pension payments from the Company's general funds so that total pension benefits would be substantially equal to amounts that would have been payable from the Company's qualified pension plans if it were not for limitations imposed by income tax regulations. The funded status, relating to these unfunded plans, totaled \$(30) million at December 31, 2007. A 5.75 percent discount rate was used to determine the 2007 obligation. The expense associated with the non-qualified plans was \$4 million in each year ended December 31, 2007, 2006 and 2005. As of December 31, 2007, the amounts recognized in accumulated other comprehensive income for unrecognized loss and unrecognized prior service (credit) were \$10 million and \$(1) million, respectively. The estimated net loss that will be recognized in net periodic pension cost in 2008 is approximately \$1 million. The estimated prior service credit that will be amortized from accumulated other comprehensive income into net periodic pension benefit over the next fiscal year is negligible.

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

Year	Pension Benefits	Non-qualified Plan Benefits	Post-retirement Benefits
2008	\$ 17	\$ 7	\$ 3
2009	17	2	3
2010	17	12	3
2011	18	1	3
2012	19	1	4
2013-2017	107	13	19

Multiemployer Plans: Matson participates in 10 multiemployer plans and has an estimated withdrawal obligation with respect to four of these plans that totals approximately \$58 million. Management has no present intention of withdrawing from and does not anticipate termination of any of these plans. Total contributions to the multiemployer pension plans covering personnel in shoreside and seagoing bargaining units were \$12 million in 2007, \$11 million in 2006, and \$11 million in 2005.

Union collective bargaining agreements provide that total employer contributions during the terms of the agreements must be sufficient to meet the normal costs and amortization payments required to be funded during those periods. Contributions are generally based on union labor paid or cargo volume. A portion of such contributions is for unfunded accrued actuarial liabilities of the plans being funded over periods of 25 to 40 years, which began between 1967 and 1976.

The multiemployer plans are subject to the plan termination insurance provisions of ERISA and are paying premiums to the Pension Benefit Guaranty Corporation ("PBGC"). The statutes provide that an employer who

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withdraws from, or significantly reduces its contribution obligation to, a multiemployer plan generally will be required to continue funding its proportional share of the plan's unfunded vested benefits.

Under special rules approved by the PBGC and adopted by the Pacific Coast longshore plan in 1984, Matson could cease Pacific Coast cargo-handling operations permanently and stop contributing to the plan without any withdrawal liability, provided that the plan meets certain funding obligations as defined in the plan. Accordingly, no withdrawal obligation for this plan is included in the total estimated withdrawal obligation.

10. INCOME TAXES

The income tax expense on income from continuing operations for each of the three years in the period ended December 31, 2007 consisted of the following (in millions):

	2007	2006	2005
Current:			
Federal	\$ 61	\$ 25	\$ 3
State	5	3	--
Current	66	28	3
Deferred	--	28	64
Total continuing operations tax expense	\$ 66	\$ 56	\$ 67

Matson recorded a current tax benefit of \$3 million for a deposit of \$8 million into CCF in 2007, a current tax benefit of \$36 million for a deposit of \$95 million in 2006, and a current tax benefit of \$78 million for a deposit of \$204 million in 2005. The current tax benefits in the three years reduced the current income tax payable, but did not reduce total income tax expense because a reduction in the current income tax expense was offset by an increase in deferred tax expense. Additional information about the CCF is included in Note 6.

Income tax expense for each of the three years in the period ended December 31, 2007 differs from amounts computed by applying the statutory federal rate to income from continuing operations before income taxes, for the three years ended December 31, 2007 for the following reasons (in millions):

	2007	2006	2005
Computed federal income tax expense	\$ 61	\$ 52	\$ 63
State income taxes	6	5	4
Other—net	(1)	(1)	--
Income tax expense	\$ 66	\$ 56	\$ 67

Total State and Federal tax credits totaled approximately \$2 million annually for 2007, 2006, and 2005. The credits related to capital goods excise tax credits, credits for investments in qualified high-tech businesses, enterprise zone credits, credits for the production of electricity from qualified facilities, and credits for expenditures on rehabilitation of certified historic structures.

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

	2007	2006
Deferred tax assets:		
Capital loss carry-forward	\$ 5	\$ 8
Benefit plans	9	18
Insurance reserves	10	10
Other	15	14
Total deferred tax assets	39	50
Deferred tax liabilities:		
Basis differences for property and equipment	316	304
Tax-deferred gains on real estate transactions	155	142
Capital Construction Fund	4	11
Joint ventures and other investments	9	13
Other	12	12
Total deferred tax liabilities	496	482
Net deferred tax liability	\$ 457	\$ 432

The realization of the deferred tax assets related to the capital loss carryover is dependent upon the future generation of capital gains. Management considers projected future transactions and tax planning strategies in making this assessment. Management believes it is more likely than not that the Company will generate such gains before the capital loss carry-forward expires in 2010. Therefore, no valuation allowance was established for this deferred tax asset as of December 31, 2007.

The Company also has California alternative minimum tax credit carryforwards of approximately \$3 million at December 31, 2007 to reduce future California state income taxes over an indefinite period.

The Company's income taxes payable has been reduced by the tax benefits from share-based compensation. The Company receives an income tax benefit for exercised stock options calculated as the difference between the fair market value of the stock issued at the time of exercise and the option exercise price, tax effected. The Company also receives an income tax benefit for non-vested stock and restricted stock units when they vest, measured as the fair market value of the stock at the time of vesting, tax effected. The net tax benefits from share-based transactions were \$1.9 million, \$1.3 million, and \$4.2 million for 2007, 2006, and 2005, respectively, and the portion of the tax benefit related to the excess of the tax deduction over the amount reported as expense under SFAS No. 123R was reflected as an increase to additional paid-in-capital in the Consolidated Statements of Shareholders' Equity.

As a result of the adoption of FIN 48, the Company recognized a decrease of \$2.3 million in the liability for unrecognized tax benefits, and a corresponding increase to the January 1, 2007 balance of retained earnings. As of the date of adoption, and after the impact of recognizing the decrease in liability noted above, the Company's gross unrecognized tax benefits and related gross accrued interest totaled \$10.0 million. Of this total, \$8.0 million (\$5.8 million net of the federal benefit on state issues) represented the amount of gross unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods, and \$0.7 million represented gross accrued interest.

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

Balance at January 1, 2007	\$ 10
Additions for tax positions of prior years	3
Reductions for tax positions of prior years	(2)
Reductions for lapse of statute of limitations	(1)
Balance at December 31, 2007	\$ 10

Of the total unrecognized benefits at December 31, 2007, \$7 million represents the amount that, if recognized, would favorably affect the Company's effective rate in future periods, and approximately \$1 million represents gross accrued interest. Additionally, also included in the balance at the end of the year is a tax position relating to an audit that is expected to be settled within the next 12 months. If settled favorably, approximately \$2 million (including accrued interest) of gross unrecognized tax benefits would be recognized, but would not affect the company's effective tax rate.

The Company recognizes potential accrued interest and penalties related to unrecognized tax benefits in income tax expense. To the extent interest and penalties are not ultimately assessed with respect to the settlement of uncertain tax positions, amounts accrued will be reduced and reflected as a reduction of the overall income tax provision. As of December 31, 2007, approximately \$1 million of potential interest expense was accrued. There were no amounts accrued as penalties as of December 31, 2007. For the year ended December 31, 2007, the amount of interest expense recognized in income tax expense related to unrecognized tax benefits was negligible. For the year ended December 31, 2007, no potential penalties were recognized in income tax expense related to unrecognized tax benefits.

The Company is no longer subject to U.S. federal income tax audits for years before 2004. The Internal Revenue Service may audit the Company's federal income tax returns for years subsequent to 2003. Additionally, the Company is routinely involved in state and local income tax audits. Substantially all material state, local, and foreign income tax matters have been concluded for years through 2002.

11. SHARE-BASED AWARDS

2007 Incentive Compensation Plan: On April 26, 2007, the Company's shareholders approved the 2007 Incentive Compensation Plan (the "2007 Plan") which serves as a successor to the 1998 Stock Option/Stock Incentive Plan, the 1998 Non-Employee Director Stock Option Plan, the Restricted Stock Bonus Plan and the Non-Employee Director Stock Retainer Plan (the "Predecessor Plans"). Under the 2007 Plan, 2,215,000 shares of common stock were initially reserved for issuance. The approval of the 2007 Plan did not affect any options or stock issuances outstanding under the Predecessor Plans. To the extent any of those options subsequently terminate unexercised or those stock issuances are forfeited prior to vesting, the number of shares of common stock subject to those terminated options, together with the forfeited shares, will be added to the share reserve available for issuance under the 2007 Plan, up to an additional 750,000 shares. However, no further awards may be made under the Predecessor Plans subsequent to the approval of the 2007 Plan.

As of December 31, 2007, 2,196,313 shares of its common stock were reserved for future issuance of share-based awards under the 2007 Plan.

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

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

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and have a maximum contractual term of 10 years. The Company estimates the grant-date fair value of its stock options using a Black-Scholes valuation model.

Stock Issuance Program – Under the Stock Issuance Program, shares of common stock or restricted stock units may be granted. Generally, time-based equity awards vest ratably over three years and performance-based equity awards vest after one year, provided that certain performance targets are achieved.

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

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

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

Adopted in 1989, the Company's 1989 Stock Option/Stock Incentive Plan ("1989 Plan") is substantially the same as the 1998 Plan, except that each option is generally exercisable in full one year after the date granted. The 1989 Plan terminated in January 1999, but options granted through 1998 remain outstanding and exercisable.

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

The 1989 Non-Employee Director Stock Option Plan ("1989 Director Plan") was substantially the same as the 1998 Director Plan, except that each option generally became exercisable in full one year after the date granted. This plan terminated in January 1999, but options granted through termination remain outstanding and exercisable.

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SFAS No. 123R requires companies to estimate the fair value of stock option awards on the date of grant. The Company estimates the grant-date fair value of its stock options using a Black-Scholes-Merton option-pricing model.

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The weighted average grant-date fair values of the options granted during 2007, 2006, and 2005 were \$10.91, \$13.96, and \$10.18, respectively, per option, using the range of assumptions provided in the table below:

	2007	2006	2005
Expected volatility	19.0%-19.5%	22.1%-22.7%	22.2%-22.3%
Expected term (in years)	5.8-5.9	6.3-8.1	6.4
Risk-free interest rate	4.8%-5.0%	4.5%-5.1%	3.9%-4.0%
Dividend yield	2.1%-2.2%	1.7%-2.4%	1.9%-2.2%

- Expected volatility was primarily determined using the historical volatility of A&B common stock over the expected term, but the Company may also consider future events and other factors that it reasonably concludes marketplace participants might consider.
- The expected term of the awards represents expectations of future employee exercise and post-vesting termination behavior and was primarily based on historical experience. The Company analyzed various groups of employees and considered expected or unusual trends that would likely affect this assumption and determined that the range of 5.8 - 5.9 years, which varied by group of employees, was reasonable for 2007.
- The risk free interest rate was based on U.S. Government treasury yields for periods equal to the expected term of the option on the grant date.
- The expected dividend yield is based on the Company's current and historical dividend policy.

Application of alternative assumptions could produce significantly different estimates of the fair value of share-based compensation, and consequently, the related amounts recognized in the Consolidated Statements of Income.

The following table summarizes stock option activity for the Company's plans for each of the three years in the period ended December 31, 2007 (in thousands, except exercise price amounts):

	Employee Plans			Director Plans		Total Shares	Weighted Average Exercise Price	Weighted Average Contractual Life	Aggregate Intrinsic Value
	2007 Plan	1998 Plan	1989 Plan	1998 Director Plan	1989 Director Plan				
December 31, 2004	--	1,418	95	151	59	1,723	\$27.61		
Granted	--	196	--	72	--	268	\$43.35		
Exercised	--	(420)	(57)	(7)	(17)	(501)	\$25.55		
Forfeited & Expired	--	(4)	--	--	--	(4)	\$26.01		

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December 31, 2005	--	1,190	38	216	42	1,486	\$31.16		
Granted	--	174	--	56	--	230	\$51.54		
Exercised	--	(110) (11) (6) (12) (139) \$26.34		
Forfeited & Expired	--	(20) --	--	--	(20) \$40.92		
December 31, 2006	--	1,234	27	266	30	1,557	\$34.47		
Granted	3	280	--	--	--	283	\$48.24		
Exercised	--	(157) (14) (21) (21) (213) \$28.72		
Forfeited and expired	--	(4) --	--	--	(4) \$51.29		
Outstanding December 31, 2007	3	1,353	13	245	9	1,623	\$37.62	6.1	\$23,865
Vested or expected to vest	3	1,327	12	240	9	1,591	\$37.62	6.1	\$23,388
Exercisable December 31, 2007	--	899	13	184	9	1,105	\$32.58	5.0	\$21,791

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The following table summarizes non-vested common stock and restricted stock unit activity through December 31, 2007 (in thousands, except weighted-average, grant-date fair value amounts):

	Predecessor Plans Non-Vested Common Stock Shares	Weighted Average Grant-Date Fair Value	2007 Plan Restricted Stock Units	Weighted Average Grant-Date Fair Value
December 31, 2004	65	\$ 33.51	--	--
Granted	132	\$ 44.45	--	--
Vested	(13)	\$ 33.51	--	--
December 31, 2005	184	\$ 41.38	--	--
Granted	155	\$ 52.38	--	--
Vested	(57)	\$ 41.97	--	--
Forfeited	(8)	\$ 47.90	--	--
December 31, 2006	274	\$ 47.28	--	--
Granted	247	\$ 48.19	18	\$ 54.20
Vested	(150)	\$ 48.53	--	--
Outstanding December 31, 2007	371	\$ 47.74	18	\$ 54.20

A summary of the compensation cost and other measures related to share-based payments is as follows (in millions):

	2007	2006	2005
Share-based expense (net of estimated forfeitures):			
Stock options	\$ 3.0	\$ 2.8	\$ --
Non-vested stock & restricted stock units	12.7	6.8	2.3
Total share-based expense	15.7	9.6	2.3
Total recognized tax benefit	(3.7)	(2.3)	(0.4)
Share-based expense (net of tax)	\$ 12.0	\$ 7.3	\$ 1.9
Cash received upon option exercise	\$ 6.1	\$ 3.4	\$ 12.2
Intrinsic value of options exercised	\$ 5.1	\$ 2.9	\$ 11.0
Tax benefit realized upon option exercise	\$ 1.9	\$ 1.1	\$ 4.2
Fair value of stock vested	\$ 7.2	\$ 3.0	\$ 0.6

As of December 31, 2007, there was \$3.4 million of total unrecognized compensation cost related to unvested stock options. That cost is expected to be recognized over a weighted average period of approximately 1.7 years. As of December 31, 2007, unrecognized compensation cost related to non-vested stock and restricted stock units was \$6.3 million. The unrecognized cost for non-vested stock and restricted stock units is expected to be recognized over a weighted average period of 1.4 years.

12. COMMITMENTS, GUARANTEES AND CONTINGENCIES

Commitments, Guarantees and Contingencies: Commitments and financial arrangements, excluding the operating and capital lease commitments that are described in Note 8, included the following as of December 31, 2007 (in millions):

<u>Arrangement</u>		<u>2007</u>
Guarantee of HS&TC debt	(a)	\$ 15
Standby letters of credit	(b)	\$ 19
Bonds	(c)	\$ 25
Benefit plan withdrawal obligations	(d)	\$ 58

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

(a)The Company has guaranteed up to \$21.5 million of a \$30 million Hawaiian Sugar & Transportation Cooperative ("HS&TC") revolving credit line. This guarantee was issued before December 31, 2002, and therefore, is not subject to the scope of FASB Interpretation No. 45 ("FIN 45"), "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others." HS&TC is a raw-sugar marketing and transportation cooperative that is used to market and transport the Company's raw sugar to C&H Sugar Company, Inc. ("C&H"); the Company is a member of HS&TC. Under normal circumstances the guarantee would not exceed \$15 million. The amount would only increase to \$21.5 million if the amounts owed by C&H are outstanding beyond normal 10-day payment terms. As of December 31, 2007, \$15 million was outstanding under the facility.

(b)Consists of standby letters of credit, issued by the Company's lenders under the Company's revolving credit facilities. Approximately \$14 million of the letters of credit are required to allow the Company to qualify as a self-insurer for state and federal workers' compensation liabilities. Additionally, approximately \$3 million relates to the Company's vessel modification contract for the *MV Mokihana* due to a dispute regarding the party responsible for correcting a steel deflection issue. The balance includes approximately \$2 million for insurance-related matters, principally in the Company's real estate business. In the event the letters of credit are drawn upon, the Company would be obligated to reimburse the issuer of the letter of credit. None of the letters of credit has been drawn upon to date, and the Company believes it is unlikely that any of these letters of credit will be drawn upon.

(c)Consists of approximately \$13 million of construction bonds related to real estate projects in Hawaii, approximately \$11 million in U.S. customs bonds, and approximately \$1 million related to transportation and other matters. In the event the bonds are drawn upon, the Company would be obligated to reimburse the surety that issued the bond. None of the bonds has been drawn upon to date, and the Company believes it is unlikely that any of these bonds will be drawn upon.

(d)Represents the withdrawal liabilities for multiemployer pension plans, in which Matson is a participant. The withdrawal liability aggregated approximately \$58 million as of the most recent valuation date. Management has no present intention of withdrawing from and does not anticipate termination of any of the aforementioned plans.

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Indemnity Agreements: For certain real estate joint ventures, the Company may be obligated under bond indemnities in order to complete construction of the real estate development if the joint venture does not perform. These indemnities are designed to protect the surety or lender. To date, no such indemnities have been called upon. The Company accounts for these indemnities in accordance with FIN 45.

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Completion Guarantees: For certain real estate joint ventures, the Company may be required to perform work to complete construction if the joint venture fails to complete construction. These guarantees are intended to assure the joint venture's lender that the project will be completed as represented to the lender. To date, no such guarantees have been called upon. The Company accounts for these completion guarantees in accordance with FIN 45.

Under the provisions of FIN 45, the Company recorded a liability for the indemnities and completion guarantees described above based on their fair values. The fair values of the liabilities recorded by the Company in connection with the indemnities and completion guarantees were not material.

Certain of the businesses in which the Company holds a non-controlling interest have long-term debt obligations. Other than obligations described above, those investee obligations do not have recourse to the Company and the Company's "at-risk" amounts are limited to its investment. These investments are more fully described in Note 4.

Environmental Matters: As with most industrial and land development companies of its size, the Company's shipping, real estate, and agricultural businesses have certain risks that could result in expenditures for environmental remediation. It is the Company's policy, as part of its due diligence process for all acquisitions, to use third-party environmental consultants to investigate the environmental risks and to require disclosure from land sellers of known environmental risks. Despite these precautions, there can be no assurance that the Company will avoid material liabilities relating to environmental matters affecting properties currently or previously owned by the Company. No estimate of such potential liabilities can be made although the Company may, from time to time, purchase property which requires modest environmental clean-up costs after appropriate due diligence. In such instances, the Company takes steps prior to acquisition to gain assurance as to the precise scope of work required and costs associated with removal, site restoration and/or monitoring, using detailed investigations by environmental consultants. By adhering to the policies described above, the Company does not believe that environmental clean-up costs will have a material effect on its future results of operations or financial position. The Company believes that based on all information available to it, the Company is in compliance, in all material respects, with applicable environmental laws and regulations.

In 2001, HC&S self-reported to the State of Hawaii Department of Health ("DOH") possible violations of state and federal air pollution control regulations relating to a boiler at its Maui sugar mill. As a result, the DOH issued a notice of violation and proposed penalty of approximately \$2 million in September 2003. Although the Company operated in accordance with the requirements of permits issued by the DOH in 1974, the permit conditions may not have reflected the federal standards fully. Upon identifying and self-reporting the matter in late 2001, the Company immediately took corrective action to comply with the regulations. In December 2006, HC&S and DOH arrived at a final settlement. Under the settlement, HC&S agreed to pay a fine of \$60,000 and to implement a two-phase Supplemental Environmental Project (SEP) totaling at least \$305,000.

In late 2003, the Company paid \$1.6 million to settle a claim for payment of environmental remediation costs incurred by the current owner of a sugar refinery site in Hawaii that previously was sold by the Company in 1994. In connection with this settlement, the Company assumed responsibility to remediate certain parcels of the site. The Company has accrued an obligation of approximately \$2 million for the estimated remediation costs.

Other Contingencies: A&B owns 16,000 acres of watershed lands in East Maui that supply a portion of the irrigation water used by HC&S. A&B also held four water licenses to another 30,000 acres owned by the State of Hawaii in East Maui, which over the years has supplied approximately two-thirds of the irrigation water used by HC&S. The last of these water license agreements expired in 1986, and all four agreements were then extended as revocable permits that were renewed annually. In 2001, a request was made to the State Board of Land and Natural Resources (the "BLNR") to replace these revocable permits with a long-term water lease. Pending the conclusion by the BLNR of this contested case hearing on the request for the long-term lease, the BLNR has renewed the existing permits on a holdover basis. If the Company is not permitted to divert stream waters from State lands in East Maui for its use, it would have a material adverse effect on the Company's sugar-growing operations.

In addition, on May 24, 2001, a petition was filed by a third party, requesting that the Commission on Water Resource Management of the State of Hawaii ("Water Commission") set interim instream flow standards in

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27 East Maui streams that feed the Company's irrigation system. The Water Commission's deliberations regarding the appropriateness of amending the current interim instream flow standards for the East Maui streams are currently ongoing, and the Company continues to object to the petition. The Water Commission's setting of such interim instream flow standards could result in some quantity of water being returned to the streams, rather than being utilized for irrigation purposes, which may have a material adverse effect on the Company's sugar-growing operations. The Water Commission has not set a timeframe for setting an interim instream flow standard.

On June 25, 2004, two organizations filed with the Water Commission a petition to amend interim instream flow standards for four streams in West Maui. The West Maui irrigation system provides approximately one-tenth of the irrigation water used by HC&S. The Water Commission's deliberations regarding the appropriateness of amending the current interim instream flow standards for the West Maui streams are currently ongoing, and the Company continues to object to the petition. The Water Commission's amending of such interim instream flow standards could result in some quantity of water being returned to the streams, rather than being utilized for irrigation purposes, which may have a material adverse effect on the Company's sugar-growing operations. A decision by the Water Commission is not expected until the second half of 2008.

In June 2006, Matson's Long Beach terminal operator, SSAT (Long Beach) LLC, completed negotiations of an amendment to its Preferential Assignment Agreement with the City of Long Beach that includes changes requested by Matson to implement its new China Service as well as environmental covenants applicable to vessels which call at Pier C. The environmental requirements are part of programs proposed by both the ports of Los Angeles and Long Beach designed to reduce airborne emissions in the port area. Under the amendment, in order for Matson to continue to call at the premises (as defined in the amendment), Matson is required to install equipment on certain of its vessels to allow them to accept a shore-based electrical power source instead of using the vessel's diesel generators while in port ("cold ironing"), use low sulfur fuel, limit usage of the terminal by its steamships and take other actions designed to reduce emissions. The amendment also requires that the Port of Long Beach incur significant capital expenditures to provide shore-side power, the timing and amount of which is not certain. Alternatively, Matson may use a combination of alternative technologies to achieve 90 percent of the emissions reduction provided by cold ironing. While Matson continues to investigate and evaluate alternative technologies, it is not clear at this point whether the alternative technologies available to Matson will allow for the achievement of the 90 percent threshold. The modifications to Matson's vessels to meet emission standards generally must be completed by the end of 2012. The estimated costs of the modifications are projected to be between \$500,000 and \$1 million per ship for the eight vessels that will call at the port and an additional \$2 million for transformers necessary to step down the power that will be made available at the dock. The costs of the modifications have not been reflected as a loss or accrued as a liability because the expenditures for the modifications, while they are likely to be made in the future, have not been incurred and would result in the creation of capital assets that would provide future economic benefits.

On November 16, 2006, the Shipbuilders Council of America, Inc. ("Shipbuilders Council") and Pasha Hawaii Transport Lines LLC ("Pasha") filed a complaint against the U.S. Department of Homeland Security, the U.S. Coast Guard and the National Vessel Documentation Center in the U.S. District Court for the Eastern District of Virginia. The complaint sought review of a ruling by the National Vessel Documentation Center that work to be performed on the Company's three C-9 class vessels in foreign and U.S. shipyards would not result in loss of coastwise trading privileges of the vessels. On April 6, 2007, the Court dismissed the complaint because the preliminary ruling challenged in the complaint was not a final agency action and, therefore, was not ripe for judicial review. On October 23, 2007, the Coast Guard issued a final ruling that C-9 vessel *MV Mokihana* had not been rebuilt abroad and issued a certificate of documentation with coastwise endorsement for the vessel. On December 10, 2007, the Shipbuilders Council and Pasha filed another complaint against the same government entities, seeking review of the issuance of the certificate of documentation with a coastwise endorsement. Matson is not named as a defendant, but has intervened in the action. In a separate but related matter, the same plaintiffs asked the U.S. Department of Transportation Maritime Administration ("Marad") to investigate the continued eligibility of nine of Matson's vessels, including the three C-9 vessels, to participate in the Capital Construction Fund ("CCF") and cargo preference programs as a result of modifications performed, or to be performed, in foreign shipyards. On November 7, 2007, Marad sought public comment on what standards it should apply when making determinations of foreign reconstruction of U.S.-built vessels that participate in the Capital Construction Fund and foreign rebuilding of U.S.-built vessels that participate in the cargo preference program. Matson believes that it has conducted its activities in compliance with the law, long-standing precedents, policies and regulations of the Coast Guard and Marad.

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However, if the Company is not permitted to operate its vessels in coastwise trade or unable to participate in the CCF and cargo preference program, it may have a material adverse effect on the Company's ocean transportation operations.

The Company and certain subsidiaries are parties to other various legal actions and are contingently liable in connection with claims and contracts arising in the normal course of business, the outcome of which, in the opinion of management after consultation with legal counsel, will not have a material adverse effect on the Company's financial position or results of operations.

13. INDUSTRY SEGMENTS

Operating segments are components of an enterprise that engage in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company's chief operating decision maker is its Chief Executive Officer. Based on the foregoing, the Company has five segments that operate in three industries: Transportation, Real Estate and Agribusiness.

The Transportation Industry consists of two segments. Ocean Transportation carries freight between various U.S. Pacific Coast, major Hawaii ports, Guam, China and other Pacific ports and provides terminal, stevedoring and container equipment management services in Hawaii. Logistics Services arranges domestic and international rail intermodal service, long-haul and regional highway brokerage, specialized hauling, flat-bed and project work, less-than-truckload, expedited freight services, and warehousing and distribution services.

The Real Estate Industry consists of two segments, both of which have operations in Hawaii and on the U.S. mainland. The Real Estate Sales segment generates its revenues through the development and sale of land, commercial and residential properties. The Real Estate Leasing segment owns, operates, and manages retail, office, and industrial properties, as well as leases vacant land and improved lands to third parties. When property that was previously leased is sold, the revenue and operating profit are included with the Real Estate Sales segment.

Agribusiness, which consists of one segment, grows sugar cane and coffee; produces bulk raw sugar, specialty food-grade sugars, molasses and green coffee; markets and distributes roasted coffee and green coffee; provides sugar, petroleum and molasses hauling, general trucking services, mobile equipment maintenance and repair services, and self-service storage; and generates and sells, to the extent not used in the Company's operations, electricity.

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies. Reportable segments are measured based on operating profit, exclusive of non-operating or unusual transactions, interest expense, general corporate expenses, and income taxes.

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Industry segment information for each of the three years ended December 31, 2007 is summarized below (in millions):

For the Year	2007	2006	2005
Revenue:			
Transportation:			
Ocean transportation	\$ 1,006.9	\$ 945.8	\$ 878.3
Logistics services	433.5	444.2	431.6
Real Estate:			
Leasing	108.5	100.6	89.7
Sales	117.8	97.3	148.9
Less amounts reported in discontinued operations ¹	(100.6)	(101.2)	(66.6)
Agribusiness	123.7	127.4	123.2
Reconciling Items ²	(9.2)	(14.2)	(8.4)
Total revenue	\$ 1,680.6	\$ 1,599.9	\$ 1,596.7
Operating Profit:			
Transportation:			
Ocean transportation	\$ 126.5	\$ 105.6	\$ 128.0
Logistics services	21.8	20.8	14.4
Real Estate:			
Leasing	51.6	50.3	43.7
Sales	74.4	49.7	44.1
Less amounts reported in discontinued operations ¹	(54.4)	(46.7)	(22.2)
Agribusiness	0.2	6.9	11.2
Total operating profit	220.1	186.6	219.2
Write-down of long-lived assets ³	--	--	(2.3)
Interest expense, net ⁴	(18.8)	(15.0)	(13.3)
General corporate expenses	(27.3)	(22.3)	(24.1)
Income from continuing operations before income taxes	\$ 174.0	\$ 149.3	\$ 179.5
Identifiable Assets:			
Ocean transportation	\$ 1,215.0	\$ 1,185.3	\$ 1,113.0
Logistics services	58.6	56.4	70.3
Real estate leasing	595.4	525.5	478.6
Real estate sales	408.9	295.0	227.3
Agribusiness	174.6	168.7	159.0
Other	26.6	20.3	22.7
Total assets	\$ 2,479.1	\$ 2,251.2	\$ 2,070.9
Capital Additions:			
Ocean transportation	\$ 65.8	\$ 217.1	\$ 173.9
Logistics services ⁵	2.0	1.7	1.3
Real estate leasing ⁶	124.5	93.0	78.8
Real estate sales ⁷	0.3	1.3	0.2
Agribusiness	20.5	15.0	13.0
Other	0.3	1.5	1.4
Total capital additions	\$ 213.4	\$ 329.6	\$ 268.6
Depreciation and Amortization:			
Ocean transportation	\$ 63.2	\$ 58.1	\$ 59.5
Logistics services	1.5	1.5	1.4
Real estate leasing ¹	15.7	14.1	12.4
Real estate sales	0.2	0.1	0.1

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Agribusiness	10.7	10.1	9.4
Other	1.3	0.9	0.5
Total depreciation and amortization	\$ 92.6	\$ 84.8	\$ 83.3

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- ¹ Prior year amounts restated for amounts treated as discontinued operations. See Notes 1 and 2 for additional information.
- ² Includes inter-segment revenue, interest income, and other income classified as revenue for segment reporting purposes.
- ³ The 2005 write-down was for an “other than temporary” impairment in the Company’s investment in C&H. The Company’s investment in C&H was sold on August 9, 2005 at the then approximate carrying value.
- ⁴ Includes Ocean Transportation interest expense of \$13.9 million for 2007, \$13.3 million for 2006, and \$9.6 million for 2005. Substantially all other interest expense was at the parent company.
- ⁵ Excludes expenditures related to Matson Integrated Logistics’ acquisitions, which are classified as Payments for Purchases of Investments in Cash Flows from Investing Activities within the Consolidated Statements of Cash Flows.
- ⁶ Represents gross capital additions to the leasing portfolio, including gross tax-deferred property purchases that are reflected as non-cash transactions in the Consolidated Statements of Cash Flows.
- ⁷ Excludes capital expenditures for real estate developments held for sale which are classified as Cash Flows from Operating Activities within the Consolidated Statements of Cash Flows. Operating cash flows for capital expenditures related to real estate developments were \$110 million, \$69 million, and \$34 million, for the years ended December 31, 2007, 2006, and 2005, respectively.

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14. QUARTERLY INFORMATION (Unaudited)

Segment results by quarter for 2007 are listed below (in millions, except per-share amounts):

	2007			
	Q1	Q2	Q3	Q4
Revenue:				
Transportation:				
Ocean transportation	\$ 231.6	\$ 253.1	\$ 259.9	\$ 262.3
Logistics services	102.9	112.4	110.4	107.8
Real Estate:				
Leasing	28.8	26.4	26.3	27.0
Sales	6.5	0.4	78.5	32.4
Less amounts reported in discontinued operations ¹	(1.9)	(2.0)	(75.4)	(21.3)
Agribusiness	17.2	38.5	37.3	30.7
Reconciling Items ²	(2.0)	(1.8)	(2.4)	(3.0)
Total revenue	\$ 383.1	\$ 427.0	\$ 434.6	\$ 435.9
Operating Profit (Loss):				
Transportation:				
Ocean transportation	\$ 18.8	\$ 39.1	\$ 38.5	\$ 30.1
Logistics services	5.6	5.5	6.0	4.7
Real Estate:				
Leasing	15.0	12.3	12.2	12.1
Sales	8.8	4.5	37.9	23.2
Less amounts reported in discontinued operations ¹	(1.2)	(1.4)	(36.1)	(15.7)
Agribusiness	3.6	0.5	(3.2)	(0.7)
Total operating profit	50.6	60.5	55.3	53.7
Interest Expense	(4.3)	(4.1)	(4.8)	(5.6)
General Corporate Expenses	(6.9)	(6.6)	(6.0)	(7.8)
Income From Continuing Operations before Income Taxes	39.4	49.8	44.5	40.3
Income taxes	(15.4)	(18.6)	(17.9)	(13.6)
Income From Continuing Operations	24.0	31.2	26.6	26.7
Discontinued Operations ¹	0.7	0.8	22.5	9.7
Net Income	\$ 24.7	\$ 32.0	\$ 49.1	\$ 36.4
Earnings Per Share:				
Basic	\$ 0.58	\$ 0.75	\$ 1.15	\$ 0.86
Diluted	\$ 0.58	\$ 0.74	\$ 1.14	\$ 0.85

¹ See Note 2 for discussion of discontinued operations.

² Includes inter-segment revenue, interest income, and other income classified as revenue for segment reporting purposes.

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Segment results by quarter for 2006 are listed below (in millions, except per-share amounts):

	2006			
	Q1	Q2	Q3	Q4
Revenue:				
Transportation:				
Ocean transportation	\$ 219.3	\$ 243.6	\$ 243.2	\$ 239.7
Logistics services	108.4	116.4	113.1	106.3
Real Estate:				
Leasing	24.6	24.4	25.5	26.1
Sales	23.8	36.8	5.0	31.7
Less amounts reported in discontinued operations ¹	(26.6)	(39.9)	(4.8)	(29.9)
Agribusiness	15.5	37.8	41.8	32.3
Reconciling Items ²	(6.1)	(3.3)	(2.7)	(2.1)
Total revenue	\$ 358.9	\$ 415.8	\$ 421.1	\$ 404.1
Operating Profit (Loss):				
Transportation:				
Ocean transportation	\$ 18.3	\$ 24.4	\$ 34.2	\$ 28.7
Logistics services	4.7	5.3	5.1	5.7
Real Estate:				
Leasing	12.1	12.2	12.5	13.5
Sales	27.1	10.9	1.2	10.5
Less amounts reported in discontinued operations ¹	(17.1)	(17.0)	(3.8)	(8.8)
Agribusiness	6.5	3.1	0.6	(3.3)
Total operating profit	51.6	38.9	49.8	46.3
Interest Expense	(3.2)	(3.0)	(4.0)	(4.8)
General Corporate Expenses	(5.2)	(5.1)	(5.0)	(7.0)
Income From Continuing Operations before Income Taxes	43.2	30.8	40.8	34.5
Income taxes	(16.5)	(11.2)	(15.3)	(12.8)
Income From Continuing Operations	26.7	19.6	25.5	21.7
Discontinued Operations ¹	10.7	10.6	2.4	5.3
Net Income	\$ 37.4	\$ 30.2	\$ 27.9	\$ 27.0
Earnings Per Share:				
Basic	\$ 0.85	\$ 0.69	\$ 0.66	\$ 0.64
Diluted	\$ 0.84	\$ 0.68	\$ 0.65	\$ 0.63

¹ See Note 2 for discussion of discontinued operations.

² Includes inter-segment revenue, interest income, and other income classified as revenue for segment reporting purposes.

15. PARENT COMPANY CONDENSED FINANCIAL INFORMATION

Set forth below are the unconsolidated condensed financial statements of Alexander & Baldwin, Inc. ("Parent Company"). The significant accounting policies used in preparing these financial statements are substantially the same as those used in the preparation of the consolidated financial statements as described in Note 1, except that, for purposes of the tables presented in this footnote, subsidiaries are carried under the equity method.

The following table presents the Parent Company's condensed Balance Sheets as of December 31, 2007 and 2006 (in millions):

	2007	2006
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 3	\$ 2
Accounts and notes receivable, net	3	20
Prepaid expenses and other	19	14
Total current assets	25	36
Investments:		
Subsidiaries consolidated, at equity	1,097	939
Property, at Cost	451	428
Less accumulated depreciation and amortization	212	199
Property -- net	239	229
Due from Subsidiaries	87	68
Other Assets	47	34
Total	\$ 1,495	\$ 1,306
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current portion of long-term debt	\$ 32	\$ 18
Accounts payable	5	6
Income taxes payable	10	12
Other	19	22
Total current liabilities	66	58
Long-term Debt	212	141
Other Long-term Liabilities	31	31
Deferred Income Taxes	56	49
Commitments and Contingencies		
Shareholders' Equity:		
Capital stock	34	35
Additional capital	200	179
Accumulated other comprehensive loss	(4)	(19)
Retained earnings	911	843
Cost of treasury stock	(11)	(11)
Total shareholders' equity	1,130	1,027
Total	\$ 1,495	\$ 1,306

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The following table presents the Parent Company's condensed Statements of Income for the years ended December 31, 2007, 2006 and 2005 (in millions):

	2007	2006	2005
Revenue:			
Agribusiness	\$ 92	\$ 97	\$ 89
Property leasing	28	24	21
Property sales	6	1	3
Interest and other	8	9	14
Total revenue	134	131	127
Costs and Expenses:			
Cost of agricultural goods and services	97	96	90
Cost of property sales and leasing services	14	11	10
Selling, general and administrative	28	24	24
Interest and other	12	7	9
Income taxes	(5)	1	(8)
Total costs and expenses	146	139	125
Income (Loss) from Continuing Operations	(12)	(8)	2
Discontinued Operations, net of income taxes	-	10	1
Income Before Equity in Income of Subsidiaries Consolidated	(12)	2	3
Equity in Income from Continuing Operations of Subsidiaries Consolidated	120	104	112
Equity in Income from Discontinued Operations of Subsidiaries Consolidated	34	16	11
Net Income	142	122	126
Other Comprehensive Income (Loss), net of income taxes	15	--	2
Comprehensive Income	\$ 157	\$ 122	\$ 128

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The following table presents the Parent Company's condensed Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005 (in millions):

	2007	2006	2005
Cash Flows from Operations (including dividends received from subsidiaries)	\$ 17	\$ 65	\$ 89
Cash Flows from Investing Activities:			
Capital expenditures	(18)	(35)	(13)
Proceeds from disposal of property and investments	5	22	1
Net cash used by investing activities	(13)	(13)	(12)
Cash Flows from Financing Activities:			
Change in intercompany payables/receivables	(15)	(6)	(19)
Proceeds from (repayments of) long-term debt, net	85	58	(24)
Proceeds from issuance of capital stock, including tax benefit	8	5	11
Repurchases of capital stock	(33)	(72)	--
Dividends paid	(48)	(42)	(39)
Net cash used in financing activities	(3)	(57)	(71)
Cash and Cash Equivalents:			
Net increase (decrease) for the year	1	(5)	6
Balance, beginning of year	2	7	1
Balance, end of year	\$ 3	\$ 2	\$ 7
Other Cash Flow Information:			
Interest paid, net of amounts capitalized	\$ (12)	\$ (7)	\$ (7)
Income taxes paid, net of refunds	\$ (55)	\$ (49)	\$ 3
Other Non-cash Information:			
Depreciation expense	\$ (15)	\$ (13)	\$ (12)
Tax-deferred property sales	\$ --	\$ 13	\$ 3
Tax-deferred property purchases	\$ --	\$ (13)	\$ (3)

General Information: The Parent Company is headquartered in Honolulu, Hawaii and is engaged in the operations that are generally described in Note 13, "Industry Segments." Additional information related to the Parent Company is described in the foregoing notes to the consolidated financial statements.

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Long-term Debt: At December 31, 2007 and 2006, long-term debt consisted of the following (in millions):

	2007	2006
Revolving Credit loans, 5.28%	\$ 54	\$ 27
Term Loans:		
5.53%, payable through 2016	50	50
5.56%, payable through 2016	25	--
5.55%, payable through 2017	50	--
4.10%, payable through 2012	35	35
7.55%, payable through 2009	15	15
7.42%, payable through 2010	9	11
6.20%, payable through 2013	2	3
7.44%, payable through 2007	--	7
7.57%, payable through 2009	4	6
7.43%, payable through 2007	--	5
Total	244	159
Less current portion	32	18
Long-term debt	\$ 212	\$ 141

Long-term Debt Maturities: At December 31, 2007, maturities of all long-term debt during the next five years are \$32 million annually in 2008, \$18 million in 2009, \$16 million in 2010, \$55 million in 2011, \$17 million in 2012, and \$106 million thereafter.

Revolving Credit Facilities: The Company has a revolving senior credit facility with six commercial banks that expires in December 2011. The revolving credit facility provides for a commitment of \$225 million. Amounts drawn under the facility bear interest at London Interbank Offered Rate ("LIBOR") plus 0.225 percent, provided the Company maintains an S&P/Moody's rating of A-/A3 or better. The agreement contains certain restrictive covenants, the most significant of which require the maintenance of minimum shareholders' equity levels, minimum property investment values, and a maximum ratio of total debt to earnings before interest, depreciation, amortization, and taxes. At December 31, 2007, \$54 million was outstanding, \$2 million in letters of credit had been issued against the facility, and \$169 million remained available for borrowing. As of December 31, 2007, \$39 million drawn on this facility was classified as non-current because the Company had the ability and intent to refinance the balance on a long-term basis.

Real Estate Secured Term Debt: In June 2005, the Company, together with its real-estate subsidiaries, purchased an office building in Phoenix, Arizona, and assumed \$11 million of mortgage-secured debt. A&B owns approximately 24 percent of the Phoenix office building. At December 31, 2007, approximately \$2 million of the \$11 million was recorded on the parent company's books, consistent with ownership of the property. The property is jointly and severally owned by three Company entities.

Other Long-term Liabilities: Other Long-term Liabilities at December 31, 2007 and 2006 consisted principally of deferred compensation, executive benefit plans, additional minimum pension liability, and self-insurance liabilities.

16. RELATED PARTY TRANSACTIONS

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Related Party Transactions: Notes 3 and 4 includes additional information about transactions with unconsolidated affiliates, which affiliates are/were also related parties, due to the Company's minority interest investments.

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Hawaiian Sugar & Transportation Cooperative (“HS&TC”) is a raw sugar marketing and transportation cooperative that the Company uses to market and transport its sugar to C&H. Under the terms of a supply contract between HS&TC and C&H, which expires with the 2008 crop, C&H is obligated to purchase, and HS&TC is obligated to sell, all of the raw sugar delivered to HS&TC by the Hawaii sugar growers, at prices determined by the quoted domestic sugar market. The price that the Hawaii sugar growers receive for the sale of raw sugar is the C&H contract price, reduced for the operating, transportation and interest costs incurred by HS&TC, net of revenue generated by HS&TC for charter voyages. Revenue from raw sugar and molasses sold to HS&TC was \$53 million, \$59 million, and \$62 million, during 2007, 2006, and 2005, respectively. At December 31, 2007, 2006 and 2005, the Company had amounts receivable from HS&TC of \$15 million, \$11 million and \$7 million, respectively.

17. SUBSEQUENT EVENTS

On January 31, 2008, the Board of Directors authorized A&B to repurchase up to 2 million additional shares of its common stock. The new authorization will expire on December 31, 2009.

From January 1, 2008 through February 15, 2008, the Company repurchased 1,124,449 shares of its common stock at an average price of \$44.24 per share. The repurchases were made under a October 2006 share authorization that expires December 31, 2008. As of February 15, 2008, 2,203,823 shares remain available for repurchase, including 203,823 shares subject to an authorization that expires December 31, 2008 and 2 million shares subject to an authorization that expires December 31, 2009.

In October 2007, A&B entered into an agreement to purchase a 1.0 million-square-foot industrial facility consisting of two warehouse buildings located on 63 acres in Savannah, Georgia, approximately 12 miles from the Port of Savannah the second largest U.S. container port on the east coast. A&B closed the acquisition of both buildings in February 2008 for approximately \$48 million. The property will be treated as a development property until the completion of tenant improvements by A&B and the delivery of the space to one or more tenants.

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

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

A. Disclosure Controls and Procedures

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

B. Internal Control over Financial Reporting

(a) See page 52 for management's annual report on internal control over financial reporting.

(b) See page 53 for attestation report of the independent registered public accounting firm.

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

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

A. Directors

For information about the directors of A&B, see the section captioned "Election of Directors" in A&B's proxy statement dated March 13, 2008 ("A&B's 2008 Proxy Statement"), which section is incorporated herein by reference.

B. Executive Officers

The name of each executive officer of A&B (in alphabetical order), age (in parentheses) as of February 15, 2008, and present and prior positions with A&B and business experience for the past five years are given below.

Generally, the term of office of executive officers is at the pleasure of the Board of Directors. For a discussion of compliance with Section 16(a) of the Securities Exchange Act of 1934 by A&B's directors and executive officers, see the subsection captioned "Section 16(a) Beneficial Ownership Reporting Compliance" in A&B's 2008 Proxy Statement, which subsection is incorporated herein by reference. For a discussion of change in control agreements between A&B and certain of A&B's executive officers, and the Executive Severance Plan, see the subsections captioned "Other Potential Post-Employment Payments" in A&B's 2008 Proxy Statement, which subsections are incorporated herein by reference.

James S. Andrasick (64)

President and Chief Executive Officer of Matson, 7/02-present; Executive Vice President of A&B, 4/02-4/04; Chief Financial Officer and Treasurer of A&B, 6/00-2/04; Senior Vice President of A&B, 6/00-4/02; first joined A&B or a subsidiary in 2000.

Christopher J. Benjamin (44)

Senior Vice President of A&B, 7/05-present; Chief Financial Officer of A&B, 2/04-present; Treasurer of A&B, 5/06-present; Vice President of A&B, 4/03-6/05; Director, Corporate Development & Planning of A&B, 8/01-4/03; first joined A&B or a subsidiary in 2001.

Meredith J. Ching (51)

Senior Vice President (Government & Community Relations) of A&B, 6/07-present; Vice President of A&B, 10/92-6/07; first joined A&B or a subsidiary in 1982.

Nelson N. S. Chun (55)

Senior Vice President and Chief Legal Officer, 7/05-present; Vice President and General Counsel of A&B, 11/03-6/05; Partner, Cades Schutte LLP, 10/83-11/03; first joined A&B or a subsidiary in 2003.

Matthew J. Cox (46)

Executive Vice President and Chief Operating Officer of Matson, 7/05-present; Senior Vice President and Chief Financial Officer of Matson, 6/01-6/05; Controller of Matson, 6/01-1/03; first joined A&B or a subsidiary in 2001.

W. Allen Doane (60)

Chairman of the Board of A&B, 4/06-present; President and Chief Executive Officer of A&B, and Director of A&B and Matson, 10/98-present; Chairman of Matson, 7/02-1/04, 4/06-present; Vice Chairman of Matson, 12/98-7/02, 1/04-4/06; first joined A&B or a subsidiary in 1991.

Kevin L. Halloran (45)

Vice President (Corporate Development and Investor Relations) of A&B, 4/07-present; Director, Corporate Finance and Investor Relations, 10/06-4/07; Business Development Consultant, ADXPO, 1/06-10/06; External Consultant, Hawaii Biotech and Cardax Pharmaceuticals, 1/05-10/06; Co-Founder and Vice President, Media

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Venture Partners, Inc., 1/90-12/04; Co-Founder and Publisher, Venture Magazine, 1/01-12/04; first joined A&B or a subsidiary in 2006.

G. Stephen Holaday (63)

President, Agribusiness, 7/05-present; Plantation General Manager, Hawaiian Commercial & Sugar Company, 1/97-12/07; Vice President of A&B, 12/99-4/04; Senior Vice President of ABHI, 4/89-12/99; Vice President and Controller of A&B, 4/93-1/96; first joined A&B or a subsidiary in 1983.

Paul K. Ito (37)

Vice President of A&B, 4/07-present; Controller of A&B, 5/06-present; Director, Internal Audit of A&B, 4/05-4/06; Senior Manager, Deloitte & Touche LLP, 5/96-3/05; first joined A&B or a subsidiary in 2005.

Stanley M. Kuriyama (54)

President and Chief Executive Officer, Land Group, 7/05-present; Chief Executive Officer and Vice Chairman of A & B Properties, Inc., 12/99-present; Vice President (Properties Group) of A&B, 2/99-4/04; Executive Vice President of ABHI, 2/99-12/99; first joined A&B or a subsidiary in 1992.

Alyson J. Nakamura (42)

Secretary of A&B, 2/99-present; Assistant Secretary of A&B, 6/94-1/99; Secretary of ABHI, 6/94-12/99; first joined A&B or a subsidiary in 1994.

Son-Jai Paik (35)

Vice President (Human Resources) of A&B, 1/07-present; Vice President, Human Resources, LINA Korea, CIGNA Corporation, 3/03-12/06; Human Resources Director, Cigna International Expatriate Benefits, CIGNA Corporation, 12/01-2/03; first joined A&B or a subsidiary in 2007.

C. Corporate Governance

For information about the Audit Committee of the A&B Board of Directors, see the section captioned "Certain Information Concerning the Board of Directors" in A&B's 2008 Proxy Statement, which section is incorporated herein by reference.

D. Code of Ethics

For information about A&B's Code of Ethics, see the subsection captioned "Code of Ethics" in A&B's 2008 Proxy Statement, which subsection is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

See the section captioned "Executive Compensation" and the subsection captioned "Compensation of Directors" in A&B's 2008 Proxy Statement, which section and subsection are incorporated herein by reference.

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

See the section captioned "Security Ownership of Certain Shareholders" and the subsection titled "Security Ownership of Directors and Executive Officers" in A&B's 2008 Proxy Statement, which section and subsection are incorporated herein by reference. See the Equity Compensation Plan Information table in Item 5 of Part II.

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

See the section captioned "Election of Directors" and the subsection captioned "Certain Relationships and Transactions" in A&B's 2008 Proxy Statement, which section and subsection are incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information concerning principal accountant fees and services appears in the section captioned "Ratification of Appointment of Independent Auditors" in A&B's 2008 Proxy Statement, which section is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

A. Financial Statements

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

B. Financial Statement Schedules

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

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

Exhibits not filed herewith are incorporated by reference to the exhibit number and previous filing shown in parentheses. All previous exhibits were filed with the Securities and Exchange Commission in Washington, D.C. Exhibits filed pursuant to the Securities Exchange Act of 1934 were filed under file number 0-565. Shareholders may obtain copies of exhibits for a copying and handling charge of \$0.15 per page by writing to Alyson J. Nakamura, Secretary, Alexander & Baldwin, Inc., P. O. Box 3440, Honolulu, Hawaii 96801.

3. Articles of incorporation and bylaws.

3.a. Restated Articles of Association of Alexander & Baldwin, Inc., as restated effective May 5, 1986, together with Amendments dated April 28, 1988 and April 26, 1990 (Exhibits 3.a.(iii) and (iv) to A&B's Form 10-Q for the quarter ended March 31, 1990).

3.b. Revised Bylaws of Alexander & Baldwin, Inc. (as amended through January 25, 2007) (Exhibit 3.b. to A&B's Form 10-K for the year ended December 31, 2006).

4. Instruments defining rights of security holders, including indentures.

4.a. Equity.

4.a. Rights Agreement, dated as of June 25, 1998 between Alexander & Baldwin, Inc. and ChaseMellon Shareholder Services, L.L.C. and Press Release of Alexander & Baldwin, Inc. (Exhibits 4 and 99 to A&B's Form 8-K dated June 25, 1998).

4.b. Debt.

4.b. (i) \$400,000,000 Note Purchase and Private Shelf Agreement among Alexander & Baldwin, Inc., Prudential Investment Management, Inc., The Prudential Insurance Company of America, Prudential Retirement Insurance and Annuity Company, Gibraltar Life Insurance Co., Ltd., and The Prudential Insurance Company, Ltd., dated as of April 19, 2006 (Exhibit 10.1 to A&B's Form 8-K dated April 20, 2006).

(ii) Amendment, dated April 9, 2007, to Note Purchase and Private Shelf Agreement among Alexander & Baldwin, Inc., Prudential Investment Management, Inc., The Prudential Insurance Company of America, Prudential Retirement Insurance and Annuity Company, Gibraltar Life Insurance Co., Ltd., and The Prudential Insurance Company, Ltd., dated as of April 19, 2006 (Exhibit 4.b.(ii) to A&B's Form 10-Q for the quarter ended June 30, 2007).

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10. Material contracts.

10.a. (i) Note Agreement among Alexander & Baldwin, Inc., A&B-Hawaii, Inc. and The Prudential Insurance Company of America, dated as of June 4, 1993 (Exhibit 10.a.(xiii) to A&B's Form 8-K dated June 4, 1993).

(ii) Amendment dated as of May 20, 1994 to the Note Agreement among Alexander & Baldwin, Inc., A&B-Hawaii, Inc. and The Prudential Insurance Company of America, dated as of June 4, 1993 (Exhibit 10.a.(xv) to A&B's Form 10-Q for the quarter ended June 30, 1994).

(iii) Amendment dated as of June 30, 1995 to the Note Agreement, among Alexander & Baldwin, Inc., A&B-Hawaii, Inc. and The Prudential Insurance Company of America, dated as of June 4, 1993 (Exhibit 10.a.(xxvii) to A&B's Form 10-Q for the quarter ended June 30, 1995).

(iv) Amendment dated as of November 29, 1995 to the Note Agreement among Alexander & Baldwin, Inc., A&B-Hawaii, Inc. and The Prudential Insurance Company of America, dated as of June 4, 1993 (Exhibit 10.a.(xvii) to A&B's Form 10-K for the year ended December 31, 1995).

(v) Amendment dated as of January 16, 2007 to the Note Agreement among Alexander & Baldwin, Inc., A&B-Hawaii, Inc. and The Prudential Insurance Company of America, dated as of June 4, 1993 (Exhibit 10.a.(v) to A&B's Form 10-K for the year ended December 31, 2006).

(vi) Private Shelf Agreement between Alexander & Baldwin, Inc., A&B-Hawaii, Inc., and Prudential Insurance Company of America, dated as of August 2, 1996 (Exhibit 10.a.(xxxiii) to A&B's Form 10-Q for the quarter ended September 30, 1996).

(vii) First Amendment, dated as of February 5, 1999, to the Private Shelf Agreement between Alexander & Baldwin, Inc., A&B-Hawaii, Inc., and Prudential Insurance Company of America, dated as of August 2, 1996 (Exhibit 10.a.(xxii) to A&B's Form 10-K for the year ended December 31, 1998).

(viii) Private Shelf Agreement between Alexander & Baldwin, Inc. and Prudential Insurance Company of America, dated as of April 25, 2001 (Exhibit 10.a.(xlvii) to A&B's Form 10-Q for the quarter ended June 30, 2001).

(ix) Amendment, dated as of April 25, 2001, to the Note Agreement among Alexander & Baldwin, Inc., A&B-Hawaii, Inc. and The Prudential Insurance Company of America, dated as of June 4, 1993, and the Private Shelf Agreement between Alexander & Baldwin, Inc., A&B-Hawaii, Inc., and Prudential Insurance Company of America, dated as of August 2, 1996 (Exhibit 10.a.(xlviii) to A&B's Form 10-Q for the quarter ended June 30, 2001).

(x) Amendment, dated April 9, 2007, to (i) Note Agreement among Alexander & Baldwin, Inc., A&B-Hawaii, Inc. and The Prudential Insurance Company of America, dated as of June 4, 1993; (ii) Private Shelf Agreement between Alexander & Baldwin, Inc., A&B-Hawaii, Inc., and Prudential Insurance Company of America, dated as of August 2, 1996; and (iii) Private Shelf Agreement between Alexander & Baldwin, Inc. and Prudential Insurance Company of America, dated as of April 25, 2001 (Exhibit 10.a.(xxv) to A&B Form 10-Q for the quarter ended June 30, 2007).

(xi) Credit Agreement, dated December 28, 2006, between Alexander & Baldwin, Inc. and First Hawaiian Bank, Bank of America, N.A., Wells Fargo Bank, National Association, BNP Paribas, American Savings Bank, F.S.B., and Bank of Hawaii (Exhibit 10.1 to A&B's Form 8-K dated December 28, 2006).

(xii) Amended and Restated Note Agreement dated May 19, 2005 among Matson Navigation Company, Inc., The Prudential Insurance Company of America, and Pruco Life Insurance Company (Exhibit 10.1 to A&B's Form 8-K dated May 19, 2005).

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- (xiii) Amendment, dated December 19, 2007, to Amended and Restated Note Agreement dated May 19, 2005 among Matson Navigation Company, Inc., The Prudential Insurance Company of America, and Pruco Life Insurance Company.
- (xiv) First Preferred Ship Mortgage dated May 19, 2005, between Matson Navigation Company, Inc. and The Prudential Insurance Company of America (Exhibit 10.2 to A&B's Form 8-K dated May 19, 2005).
- (xv) Security Agreement between Matson Navigation Company, Inc. and the United States of America, with respect to \$55 million of Title XI ship financing bonds, dated July 29, 2004 (Exhibit 10.a.(xxvi) to A&B's Form 10-Q for the quarter ended September 30, 2004).
- (xvi) Amendment No. 1 dated September 21, 2007, to Security Agreement between Matson Navigation Company, Inc. and the United States of America, with respect to \$55 million of Title XI ship financing bonds, dated July 29, 2004 (Exhibit 10.a.(xxx) to A&B's Form 10-Q for the quarter ended September 30, 2007).
- (xvii) Senior Secured Reducing Revolving Credit Agreement between Matson Navigation Company, Inc. and DnB NOR Bank ASA, dated June 28, 2005 (Exhibit 10.1 to A&B's Form 8-K dated June 28, 2005).
- (xviii) Amendment No. 1, dated November 30, 2007, to Senior Secured Reducing Revolving Credit Agreement between Matson Navigation Company, Inc. and DnB NOR Bank ASA, dated June 28, 2005.
- (xix) Credit Agreement, dated December 28, 2006, between Matson Navigation Company, Inc. and First Hawaiian Bank, Bank of America, N.A., Wells Fargo Bank, National Association, BNP Paribas, American Savings Bank, F.S.B., and Bank of Hawaii (Exhibit 10.2 to A&B's Form 8-K dated December 28, 2006).
- (xx) First Amendment, dated November 20, 2007, to Credit Agreement, dated December 28, 2006, between Matson Navigation Company, Inc. and First Hawaiian Bank, Bank of America, N.A., Wells Fargo Bank, National Association, BNP Paribas, American Savings Bank, F.S.B., and Bank of Hawaii.
- (xxi) Promissory Note, dated September 18, 2003, by Deer Valley Financial Center, LLC, Huntington Company, L.L.C., Geneva Company, L.L.C., and Metzger Deer Valley, LLC in favor of PNC Bank, National Association (Exhibit 10.a.(xxxvi) to A&B's Form 10-Q for the quarter ended June 30, 2005).
- (xxii) Consent and Assumption Agreement With Release and Modification of Loan Documents, dated June 6, 2005, among Deer Valley Financial Center, LLC, Huntington Company, L.L.C., Geneva Company, L.L.C., Metzger Deer Valley, LLC, R. Craig Hannay, A&B Deer Valley LLC, ABP Deer Valley LLC, WDCI Deer Valley LLC, Alexander & Baldwin, Inc., and Midland Loan Services, Inc. (Exhibit 10.a.(xxxvii) to A&B's Form 10-Q for the quarter ended June 30, 2005).
- (xxiii) Borrower's Certificate, dated June 6, 2005, by A&B Deer Valley LLC, ABP Deer Valley LLC, and WDCI Deer Valley LLC in favor of Wells Fargo Bank N.A. (Exhibit 10.a.(xxxviii) to A&B's Form 10-Q for the quarter ended June 30, 2005).
- (xxiv) General Contract of Indemnity, among Alexander & Baldwin, Inc., Kukui`ula Development Company (Hawaii), LLC, DMB Kukui`ula LLC, and DMB Communities LLC, in favor of Travelers Casualty and Surety Company of America, dated June 13, 2006 (Exhibit 10.1 to A&B's Form 8-K dated June 14, 2006).
- (xxv) Mutual Indemnification Agreement, among Kukui`ula Development Company (Hawaii), LLC, DMB Kukui`ula LLC, DMB Communities LLC, and Alexander & Baldwin, Inc., dated June 14, 2006 (Exhibit 10.2 to A&B's Form 8-K dated June 14, 2006).
- (xxvi) General Agreement of Indemnity, among Alexander & Baldwin, Inc., Kukui`ula Development Company (Hawaii), LLC, and DMB Communities LLC, in favor of Safeco Insurance Company of

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America, dated August 30, 2006 and entered into September 5, 2006 (Exhibit 10.1 to A&B's Form 8-K dated September 5, 2006).

(xxvii) Mutual Indemnification Agreement, among Kukui`ula Development Company (Hawaii), LLC, DMB Kukui`ula LLC, DMB Communities LLC, and Alexander & Baldwin, Inc., dated August 30, 2006 and entered into September 5, 2006 (Exhibit 10.2 to A&B's Form 8-K dated September 5, 2006).

(xxviii) Floating Continuing Guarantee, dated July 29, 2005, among Alexander & Baldwin, Inc., American AgCredit, PCA and other financial institutions (Exhibit 10.a.(xxxix) to A&B's Form 10-Q for the quarter ended June 30, 2005).

(xxix) Amended and Restated Asset Purchase Agreement, dated as of December 24, 1998, by and among California and Hawaiian Sugar Company, Inc., A&B-Hawaii, Inc., McBryde Sugar Company, Limited and Sugar Acquisition Corporation (without exhibits or schedules) (Exhibit 10.a.1.(xxxvi) to A&B's Form 8-K dated December 24, 1998).

(xxx) Amended and Restated Stock Sale Agreement, dated as of December 24, 1998, by and between California and Hawaiian Sugar Company, Inc. and Citicorp Venture Capital, Ltd. (without exhibits) (Exhibit 10.a.1.(xxvii) to A&B's Form 8-K dated December 24, 1998).

(xxxi) Pro forma financial information relative to the Amended and Restated Asset Purchase Agreement, dated as of December 24, 1998, by and among California and Hawaiian Sugar Company, Inc., A&B-Hawaii, Inc., McBryde Sugar Company, Limited and Sugar Acquisition Corporation, and the Amended and Restated Stock Sale Agreement, dated as of December 24, 1998, by and between California and Hawaiian Sugar Company, Inc. and Citicorp Venture Capital, Ltd. (Exhibit 10.a.1.(xxxviii) to A&B's Form 8-K dated December 24, 1998).

(xxxii) Vessel Construction Contract between Matson Navigation Company, Inc. and Kvaerner Philadelphia Shipyard Inc., dated May 29, 2002 (Exhibit 10.a.(xxvii) to A&B's Form 10-Q for the quarter ended June 30, 2002).

(xxxiii) Vessel Purchase and Sale Agreement between Matson Navigation Company, Inc. and Kvaerner Shipholding, Inc., dated May 29, 2002 (Exhibit 10.a.(xxviii) to A&B's Form 10-Q for the quarter ended June 30, 2002).

(xxxiv) Waiver of Cancellation Provisions Vessel Construction Contracts among Matson Navigation Company, Inc., Kvaerner Philadelphia Shipyard Inc. and Kvaerner Shipholding Inc., dated December 30, 2002 (Exhibit 10.a.(xxx) to A&B's Form 10-K for the year ended December 31, 2002).

(xxxv) Shipbuilding Contract (Hull 003) between Kvaerner Philadelphia Shipyard Inc. and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(xxxix) to A&B's Form 10-K for the year ended December 31, 2004).

(xxxvi) Amendment No. 1 dated February 18, 2005, to Shipbuilding Contract (Hull 003) between Kvaerner Philadelphia Shipyard Inc. and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(xl) to A&B's Form 10-K for the year ended December 31, 2004).

(xxxvii) Amendment No. 2 dated October 28, 2005, to Shipbuilding Contract (Hull 003) between Aker Philadelphia Shipyard, Inc. (formerly Kvaerner Philadelphia Shipyard Inc.) and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(l) to A&B's Form 10-K for the year ended December 31, 2005).

(xxxviii) Shipbuilding Contract (Hull BN460) between Kvaerner Philadelphia Shipyard Inc. and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(xli) to A&B's Form 10-K for the year ended December 31, 2004).

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(xxxix) Amendment No. 1 dated February 18, 2005, to Shipbuilding Contract (Hull BN460) between Kvaerner Philadelphia Shipyard Inc. and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(xlii) to A&B's Form 10-K for the year ended December 31, 2004).

(xl) Amendment No. 2 dated October 28, 2005, to Shipbuilding Contract (Hull BN460) between Aker Philadelphia Shipyard, Inc. (formerly Kvaerner Philadelphia Shipyard Inc.) and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(liii) to A&B's Form 10-K for the year ended December 31, 2005).

(xli) Amendment No. 3 dated July 7, 2006, to Shipbuilding Contract (Hull BN460) between Aker Philadelphia Shipyard, Inc. and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(lv) to A&B's Form 10-Q for the quarter ended June 30, 2006).

(xlii) Right of First Refusal Agreement between Kvaerner Philadelphia Shipyard Inc. and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(xliv) to A&B's Form 10-K for the year ended December 31, 2004).

(xliii) Amendment No. 1 dated October 28, 2005, to Right of First Refusal Agreement between Aker Philadelphia Shipyard, Inc. (formerly Kvaerner Philadelphia Shipyard Inc.) and Matson Navigation Company, Inc., dated February 14, 2005 (Exhibit 10.a.(lv) to A&B's Form 10-K for the year ended December 31, 2005).

*10.b.1. (i) Alexander & Baldwin, Inc. 1989 Stock Option/Stock Incentive Plan (Exhibit 10.c.1.(ix) to A&B's Form 10-K for the year ended December 31, 1988).

(ii) Amendment No. 1 to the Alexander & Baldwin, Inc. 1989 Stock Option/Stock Incentive Plan, dated July 2, 1992 (Exhibit 10.b.1.(xxvi) to A&B's Form 10-Q for the quarter ended June 30, 1992).

(iii) Amendment No. 2 to the Alexander & Baldwin, Inc. 1989 Stock Option/Stock Incentive Plan, dated January 27, 1994 (Exhibit 10.b.1.(iv) to A&B's Form 10-Q for the quarter ended March 31, 1994).

(iv) Amendment No. 3 to the Alexander & Baldwin, Inc. 1989 Stock Option/Stock Incentive Plan, dated October 27, 1994 (Exhibit 10.b.1.(ix) to A&B's Form 10-K for the year ended December 31, 1994).

(v) Amendment No. 4 to the Alexander & Baldwin, Inc. 1989 Stock Option/Stock Incentive Plan, dated October 25, 2000 (Exhibit 10.b.1.(v) to A&B's Form 10-K for the year ended December 31, 2000).

(vi) Amendment No. 5 to the Alexander & Baldwin, Inc. 1989 Stock Option/Stock Incentive Plan, dated October 26, 2006 (Exhibit 10.b.1.(vi) to A&B's Form 10-Q for the quarter ended September 30, 2006).

(vii) Alexander & Baldwin, Inc. 1989 Non-Employee Director Stock Option Plan (Exhibit 10.c.1.(x) to A&B's Form 10-K for the year ended December 31, 1988).

(viii) Amendment No. 1 to the Alexander & Baldwin, Inc. 1989 Non-Employee Director Stock Option Plan, dated February 27, 1992 (Exhibit 10.b.1.(xxiv) to A&B's Form 10-K for the year ended December 31, 1991).

(ix) Amendment No. 2 to the Alexander & Baldwin, Inc. 1989 Non-Employee Director Stock Option Plan, dated July 2, 1992 (Exhibit 10.b.1.(xxvii) to A&B's Form 10-Q for the quarter ended June 30, 1992).

(x) Amendment No. 3 to the Alexander & Baldwin, Inc. 1989 Non-Employee Director Stock Option Plan, dated October 25, 2000 (Exhibit 10.b.1.(ix) to A&B's Form 10-K for the year ended December 31, 2000).

*All exhibits listed under 10.b.1. are management contracts or compensatory plans or arrangements.

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- (xi) Amendment No. 4 to the Alexander & Baldwin, Inc. 1989 Non-Employee Director Stock Option Plan, dated October 26, 2006 (Exhibit 10.b.1(xi) to A&B's Form 10-Q for the quarter ended September 30, 2006).
- (xii) Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (Exhibit 10.b.1.(xxxii) to A&B's Form 10-Q for the quarter ended March 31, 1998).
- (xiii) Amendment No. 1 to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan, dated October 25, 2000 (Exhibit 10.b.1.(xi) to A&B's Form 10-K for the year ended December 31, 2000).
- (xiv) Amendment No. 2 to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan, dated January 24, 2002 (Exhibit 10.b.1.(xvi) to A&B's Form 10-Q for the quarter ended March 31, 2002).
- (xv) Amendment No. 3 to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan, dated February 24, 2005 (Exhibit 10.b.1.(xiii) to A&B's Form 10-Q for the quarter ended March 31, 2005).
- (xvi) Amendment No. 4 to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan, dated June 22, 2006 (Exhibit 10.b.1.(xiv) to A&B's Form 10-Q for the quarter ended June 30, 2006).
- (xvii) Amendment No. 5 to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan, dated October 26, 2006 (Exhibit 10.b.1.(xvii) to A&B's Form 10-Q for the quarter ended September 30, 2006).
- (xviii) Form of Restricted Stock Issuance Agreement pursuant to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (Exhibit 10.b.1.(xv) to A&B's Form 10-Q for the quarter ended June 30, 2006).
- (xix) Form of Restricted Stock Issuance Agreement pursuant to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (Exhibit 10.b.1.(xix) to A&B's Form 10-K for the year ended December 31, 2006).
- (xx) Form of Non-Qualified Stock Option Agreement and Addendum pursuant to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (Exhibit 10.b.1.(xvi) to A&B's Form 10-Q for the quarter ended June 30, 2006 and Exhibit 10.b.1.(xx) to A&B's Form 10-K for the year ended December 31, 2006, respectively).
- (xxi) Form of Non-Qualified Stock Option Agreement pursuant to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (Exhibit 10.b.1.(xxi) to A&B's Form 10-K for the year ended December 31, 2006).
- (xxii) Form of Performance-Based Restricted Stock Issuance Agreement pursuant to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (Exhibit 10.1 to A&B's Form 8-K dated January 27, 2006).
- (xxiii) Form of Performance-Based Restricted Stock Issuance Agreement pursuant to the Alexander & Baldwin, Inc. 1998 Stock Option/Stock Incentive Plan (Exhibit 10.b.1.(xxiii) to A&B's Form 10-K for the year ended December 31, 2006).
- (xxiv) Alexander & Baldwin, Inc. 1998 Non-Employee Director Stock Option Plan (Exhibit 10.b.1.(xxxiii) to A&B's Form 10-Q for the quarter ended March 31, 1998).
- (xxv) Amendment No. 1 to the Alexander & Baldwin, Inc. 1998 Non-Employee Director Stock Option Plan, dated October 25, 2000 (Exhibit 10.b.1.(xiii) to A&B's Form 10-K for the year ended December 31, 2000).

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(xxvi) Amendment No. 2 to the Alexander & Baldwin, Inc. 1998 Non-Employee Director Stock Option Plan, dated February 26, 2004 (Exhibit 10.b.1.(xiv) to A&B's Form 10-Q for the quarter ended March 31, 2004).

(xxvii) Amendment No. 3 to the Alexander & Baldwin, Inc. 1998 Non-Employee Director Stock Option Plan, dated June 23, 2004 (Exhibit 10.b.1.(xvi) to A&B's Form 10-Q for the quarter ended June 30, 2004).

(xxviii) Amendment No. 4 to the Alexander & Baldwin, Inc. 1998 Non-Employee Director Stock Option Plan, dated October 26, 2006 (Exhibit 10.b.1.(xxv) to A&B's Form 10-Q for the quarter ended September 30, 2006).

(xxix) Alexander & Baldwin, Inc. Non-Employee Director Stock Retainer Plan, dated June 25, 1998 (Exhibit 10.b.1.(xxxiv) to A&B's Form 10-Q for the quarter ended June 30, 1998).

(xxx) Amendment No. 1 to Alexander & Baldwin, Inc. Non-Employee Director Stock Retainer Plan, effective December 9, 1999 (Exhibit 10.b.1.(xi) to A&B's Form 10-K for the year ended December 31, 1999).

(xxxii) Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xxxii) to A&B's Form 10-Q for the quarter ended March 31, 2007).

(xxxiii) Amendment No. 1 to the Alexander & Baldwin, Inc. -2007 Incentive Compensation Plan, dated June 28, 2007 (Exhibit 10.b.1.(xxxiii) to A&B's Form 10-Q for the quarter ended June 30, 2007).

(xxxiiii) Amendment No. 2 to the Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan, dated December 13, 2007.

(xxxv) Form of Restricted Stock Unit Award Agreement for Non-Employee Board Member pursuant to Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xxxv) to A&B's Form 10-Q for the quarter ended March 31, 2007).

(xxxvi) Form of Notice of Grant of Stock Option pursuant to the Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xxxvi) to A&B's Form 10-Q for the quarter ended June 30, 2007).

(xxxvii) Form of Executive Stock Option Agreement pursuant to the Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xxxvii) to A&B's Form 10-Q for the quarter ended June 30, 2007).

(xxxviii) Form of Notice of Award of Time-Based Restricted Stock Units pursuant to the Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xxxviii) to A&B's Form 10-Q for the quarter ended June 30, 2007).

(xxxix) Form of Executive Time-Based Restricted Stock Unit Award Agreement pursuant to the Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xxxix) to A&B's Form 10-Q for the quarter ended June 30, 2007).

(xl) Form of Notice of Award of Performance-Based Restricted Stock Units pursuant to the Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xl) to A&B's Form 10-Q for the quarter ended June 30, 2007).

(xli) Form of Executive Performance-Based Restricted Stock Unit Award Agreement pursuant to the Alexander & Baldwin, Inc. 2007 Incentive Compensation Plan (Exhibit 10.b.1.(xli) to A&B's Form 10-Q for the quarter ended June 30, 2007).

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- (xli) Addendum to Stock Option Agreements, Performance-Based Restricted Stock Unit Award Agreement, and Time-Based Restricted Stock Unit Award Agreement.
- (xlii) A&B Deferred Compensation Plan for Outside Directors, amended and restated effective January 1, 2005 (Exhibit 10.b.1.(xxiv) to A&B's Form 10-Q for the quarter ended June 30, 2006).
- (xliii) A&B Deferred Compensation Plan for Outside Directors, amended and restated effective January 1, 2008.
- (xliv) A&B Excess Benefit Plan, amended and restated effective January 1, 2005 (Exhibit 10.b.1.(xxv) to A&B's Form 10-Q for the quarter ended June 30, 2006).
- (xlv) A&B Executive Survivor/Retirement Benefit Plan, amended and restated effective January 1, 2005 (Exhibit 10.b.1.(xxvi) to A&B's Form 10-Q for the quarter ended June 30, 2006).
- (xlvi) A&B 1985 Supplemental Executive Retirement Plan, amended and restated effective January 1, 2005 (Exhibit 10.b.1.(xxvii) to A&B's Form 10-Q for the quarter ended June 30, 2006).
- (xlvii) Restatement of the A&B Retirement Plan for Outside Directors, effective February 1, 1995 (Exhibit 10.b.1.(xxvi) to A&B's Form 10-K for the year ended December 31, 1994).
- (xlviii) Amendment No. 1 to the A&B Retirement Plan for Outside Directors, dated July 1, 1998 (Exhibit 10.b.1.(xlii) to A&B's Form 10-Q for the quarter ended September 30, 1998).
- (xlix) Amendment No. 2 to the A&B Retirement Plan for Outside Directors, dated October 25, 2000 (Exhibit 10.b.1.(xxxvi) to A&B's Form 10-K for the year ended December 31, 2000).
- (l) Amendment No. 3 to the A&B Retirement Plan for Outside Directors, dated December 9, 2004 (Exhibit 10.b.1.(xxxix) to A&B's Form 10-K for the year ended December 31, 2004).
- (li) Amendment No. 4 to the A&B Retirement Plan for Outside Directors, dated February 24, 2005 (Exhibit 10.1 to A&B's Form 8-K dated February 23, 2005).
- (lii) Form of Agreement entered into with certain executive officers (Exhibit 10.2 to A&B's Form 8-K dated January 27, 2006).
- (liii) Revised schedule identifying executive officers who have entered into Form of Agreement referenced in 10.b.1.(lii).
- (liv) Alexander & Baldwin, Inc. Executive Severance Plan, effective January 1, 2006 (Exhibit 10.3 to A&B's Form 8-K dated December 7, 2005).
- (lv) Alexander & Baldwin, Inc. One-Year Performance Improvement Incentive Plan, as restated effective October 22, 1992 (Exhibit 10.b.1.(xxi) to A&B's Form 10-K for the year ended December 31, 1992).
- (lvi) Amendment No. 1 to the Alexander & Baldwin, Inc. One-Year Performance Improvement Incentive Plan, dated December 13, 2001 (Exhibit 10.b.1.(xxxvii) to A&B's Form 10-K for the year ended December 31, 2001).
- (lvii) Amendment No. 2 to the Alexander & Baldwin, Inc. One-Year Performance Improvement Incentive Plan, dated February 25, 2004 (Exhibit 10.b.1.(xxxix) to A&B's Form 10-Q for the quarter ended March 31, 2004).
- (lviii) Amendment No. 3 to the Alexander & Baldwin, Inc. One-Year Performance Improvement Incentive Plan, dated December 7, 2005 (Exhibit 10.2 to A&B's Form 8-K dated December 7, 2005).

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- (lix) Amendment No. 4 to the Alexander & Baldwin, Inc. One-Year Performance Improvement Incentive Plan, dated October 24, 2007.
 - (lx) Amendment No. 5 to the Alexander & Baldwin, Inc. One-Year Performance Improvement Incentive Plan, dated December 13, 2007.
 - (lxi) Alexander & Baldwin, Inc. Three-Year Performance Improvement Incentive Plan, as restated effective October 22, 1992 (Exhibit 10.b.1.(xxii) to A&B's Form 10-K for the year ended December 31, 1992).
 - (lxii) Amendment No. 4 to the Alexander & Baldwin, Inc. Deferred Compensation Plan, dated December 7, 2005 (Exhibit 10.1 to A&B's Form 8-K dated December 7, 2005).
 - (lxiii) Alexander & Baldwin, Inc. Deferred Compensation Plan, amended and restated effective January 1, 2005 (Exhibit 10.b.1.(xlii) to A&B's Form 10-Q for the quarter ended June 30, 2006).
 - (lxiv) Alexander & Baldwin, Inc. Restricted Stock Bonus Plan, as restated effective April 28, 1988 (Exhibit 10.c.1.(xi) to A&B's Form 10-Q for the quarter ended June 30, 1988).
 - (lxv) Amendment No. 1 to the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan, effective December 11, 1997 (Exhibit 10.b.1.(ii) to A&B's Form 10-K for the year ended December 31, 1997).
 - (lxvi) Amendment No. 2 to the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan, dated June 25, 1998 (Exhibit 10.b.1.(xxxviii) to A&B's Form 10-Q for the quarter ended June 30, 1998).
 - (lxvii) Amendment No. 3 to the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan, dated December 8, 2004 (Exhibit 10.b.1.(liii) to A&B's Form 10-K for the year ended December 31, 2004).
 - (lxviii) Amendment No. 4 to the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan, dated December 13, 2007.
- 21. Subsidiaries.
 - 21. Alexander & Baldwin, Inc. Subsidiaries as of February 1, 2008.
 - 23. Consent of Deloitte & Touche LLP dated February 28, 2008.
 - 31.1 Certification of Chief Executive Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 31.2 Certification of Chief Financial Officer, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
 - 32. Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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

ALEXANDER & BALDWIN, INC.
(Registrant)

Date: February 28, 2008

By: /s/ W. Allen Doane
W. Allen Doane, Chairman of the Board, President and
Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ W. Allen Doane</u> W. Allen Doane	Chairman of the Board, President and Chief Executive Officer and Director	February 28, 2008
<u>/s/ Christopher J Benjamin</u> Christopher J. Benjamin	Senior Vice President, Chief Financial Officer and Treasurer	February 28, 2008
<u>/s/ Paul K. Ito</u> Paul K. Ito	Vice President, Controller and Assistant Treasurer	February 28, 2008
<u>/s/ W. Blake Baird</u> W. Blake Baird	Director	February 28, 2008
<u>/s/ Michael J. Chun</u>	Director	February 28, 2008

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Michael J. Chun

/s/ Walter A. Dods, Jr.
Walter A. Dods, Jr.

Director

February 28, 2008

/s/ Charles G. King
Charles G. King

Director

February 28, 2008

/s/ Constance H. Lau
Constance H. Lau

Director

February 28, 2008

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/s/ Douglas M. Pasquale
Douglas M. Pasquale

Director

February 28, 2008

/s/ Maryanna G. Shaw
Maryanna G. Shaw

Director

February 28, 2008

/s/ Jeffrey N. Watanabe
Jeffrey N. Watanabe

Director

February 28, 2008

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements No. 33-31922, 33-31923, 33-54825, and 333-69197 on Form S-8 of our report dated February 28, 2008, relating to the financial statements of Alexander & Baldwin, Inc. and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the changes in accounting for uncertain tax positions, pension and postretirement benefits and share-based payments), and the effectiveness of Alexander & Baldwin, Inc. and subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of Alexander & Baldwin, Inc. and subsidiaries for the year ended December 31, 2007.

/s/ Deloitte & Touche LLP

February 28, 2008