B 1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Delaware							Voluntar	y Petition		
Name of Debtor (if individual, en HSF Holding, Inc.	ter Last, First, Mi	ddle):			Name of Joint Debtor (Spouse) (Last, First, Middle):					
All Other Names used by the D (include married, maiden, and trade		t 8 years			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):					
Last four digits of Social Secur No./Complete EIN (if more tha 20-3659413			D. (ITIN)		Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):				(ITIN)	
Street Address of Debtor (No. 8 c/o The Corporation To Corporation Trust Cen Wilmington, DE	rust Company	,	ZIP COD 19801	E	Street Add	lress of	Joint Debtor (No	o. & Street, Cit	y, and State):	ZIP CODE
County of Residence or of the l	County of Residence or of the Principal Place of Business:				County of	Reside	nce or of the Prin	ncipal Place	of Business:	
Mailing Address of Debtor (if different from street address): Pier 19 Ferry Terminal					Mailing A address):	ddress	of Joint Debtor (	if different fro	m street	
Honolulu, Hawaii ZIP CODE 96817				E						ZIP CODE
Location of Principal Assets of	Business Debt	or (if different fr	rom street addre	ess above):						
Type of Debtor (Form of Organization (Check one box.)	on)		Nature of Bu (Check one						cy Code Under led (Check one bo	
Individual (includes Joint Deb See Exhibit D on page 2 of this Corporation (includes LLC an Partnership Other (If debtor is not one of entities, check this box and stabelow.)	otors) s form. d LLP) the above	Health Care Business  Single Asset Real Estate as define U.S.C. § 101(51B)  Railroad Stockbroker Commodity Broker Clearing Bank Other Holding Company  Tax-Exempt Entity			in 11	□ c ⊠ c □ c	Chapter 7 Chapter 9 Chapter 15 Petition for Recognition a Foreign Main Proceeding Chapter 12 Chapter 13  Chapter 15 Petition for Recognition a Foreign Nonmain Proceeding Chapter 15 Petition for Recognition a Foreign Nonmain Proceeding Chapter 15 Petition for Recognition a Foreign Nonmain Proceeding Chapter 15 Debts of Recognition a Foreign Nonmain Proceeding Check one box)  Debts are primarily consumer debts, Debts are primarily defined in 11 U.S.C. § 101(8) as			Proceeding on for Recognition of ain Proceeding  Debts are primarily
	С			oplicable.) organizatio States Code ).		"iı	etined in 11 U.S.C. neurred by an indiv personal, family, or	idual primaril	y for	ousiness debts.
Fili Full Filing Fee attached Filing Fee to be paid in install application for the court's conexcept in installments. Rule 1	sideration certifying	e to individuals on			Debto	ris a sm ris not a	all business debtor a small business de	btor as defined	11 U.S.C. § 101(5 1 in 11 U.S.C. § 10	
Filing Fee waiver requested (. signed application for the cou	Applicable to cha	pter 7 individual:		attach	less than \$2,190,000  Check all applicable boxes:  A plan is being filed with this petition.  Acceptances of the plan were solicited prepetition from one or more classes of creditor in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative In	formation			***************************************	in acc	Juanec	with 11 C.S.C. § 1	120(0).		THIS SPACE IS FOR
Debtor estimates that funds w		r distribution to	unsecured cred	itors.						COURT USE ONLY
Debtor estimates that, after ar creditors.					paid, there w	vill be no	funds available fo	r distribution t	to unsecured	
Estimated Number of Creditors						-				7
			1,000-5,000	5001-10,00	0 10,00	1-25,000	25,001-50,000	50,001-100,00	0 Over 100,000	
Estimated Assets										
\$50,000 \$100,000 \$		500,001 to 5	\$1,000,001 to \$10 million	\$10,000,00 \$50 million		00,001 to million	\$100,000,001 to \$500 million	\$500,000,001 \$1 billion	to More than \$1 billion	
\$0 to \$50,001 to	\$100,001 to \$	500,001 to	\$1,000,001 to \$10 million	\$10,000,00 \$50 million		00,001 to million	\$100,000,001 to \$500 million	\$500,000,001 \$1 billion	to More than \$1 billion	

B 1 (Official Form 1) (1/08)		Page 2
Voluntary Petition	Name of Debtor(s):	
(This page must be completed and filed in every case)	HSF Holding, Inc.	
All Prior Bankruptcy Cases Filed Within Las	t 8 Years (If more than two, attach additional sheet.)  Case Number:	
Where Filed: - None -	Case Number.	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If more than one, attach a	additional sheet.)
Name of Debtor:	Case Number:	Date Filed:
Hawaii Superferry, Inc. District: District of Delaware	Relationship: Subsidiary	Judge:
District. District of Delaware	Relationship. Subsidially	Judge.
Exhibit A	Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)	(To be completed if debtor is an inc whose debts are primarily consume 1, the attorney for the petitioner named in the foregoin have informed the petitioner that [he or she] may pro- or 13 of title 11, United States Code, and have explain each such chapter. I further certify that I delivered to required by 11 U.S.C. § 342(b).	r debts.)  ng petition, declare that 1 ceed under chapter 7, 11, 12, ned the relief available under
Exhibit A is attached and made a part of this petition.	X	
	Signature of Attorney for Debtor(s)	Date
Exhi  Does the debtor own or have possession of any property that poses or is alleged to  Yes, and Exhibit C is attached and made a part of this petition.	bit C pose a threat of imminent and identifiable harm to pub.	lic health or safety?
No. Please see Exhibit C		
Exhi	bit D	
(To be completed by every individual debtor. If a joint petition is filed, each spous	e must complete and attach a separate Exhibit D.)	
Exhibit D completed and signed by the debtor is attached and made a part	of this petition.	
If this is a joint petition:		
Exhibit D also completed and signed by the joint debtor is attached and ma	ade a part of this petition.	
	ng the Debtor - Venue pplicable box)	
Debtor has been domiciled or has had a residence, principal place of preceding the date of this petition or for a longer part of such 180 december 1	of business, or principal assets in this District for 180 d	ays immediately
There is a bankruptcy case concerning debtor's affiliate, general pa	rtner, or partnership pending in this District.	•
Debtor is a debtor in a foreign proceeding and has its principal place has no principal place of business or assets in the United States but this District, or the interests of the parties will be served in regard to	is a defendant in an action or proceeding [in a federal of	
	as a Tenant of Residential Property olicable boxes.	
Landlord has a judgment against the debtor for possession of debto following.)	n's residence. (If box checked, complete the	
(Name of landlord that obtained judgment)		
(Address of landlord)		
Debtor claims that under applicable nonbankruptcy law, there are opermitted to cure the entire monetary default that gave rise to the jupossession was entered, and		
Debtor has included in this petition the deposit with the court of an period after the filing of the petition.	y rent that would become due during the 30-day	
Debtor certifies that he/she has served the Landlord with this certifies	Tication (11 U.S.C. § 362(1)).	

B I (Olicial Form 1) (1/08)	1 age 3
Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case)	HSF Holding, Inc.
Signa	itures
Signature(s) of Debtor(s) (Individual/Joint)  I declare under penalty of perjury that the information provided in this petition is true and correct.  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X  Signature of Debtor  X  Signature of Joint Debtor	Signature of a Foreign Representative  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)  I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.  Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title I1 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
Telephone Number (If not represented by attorney)	Printed Name of Foreign Representative
Date	Date
Signature of Attorney*  X Is/ David B. Stratton  Signature of Attorney for Debtor(s)  David B. Stratton, Bar No. DE 960  Printed Name of Attorney for Debtor(s)  Pepper Hamilton LLP  Firm Name  1313 Market Street, P.O. Box 1709  Wilmington, DE 19899-1709  Address  (302) 777-6566  Telephone Number  May 22 2009  Date  *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect,  Signature of Debtor (Corporation/Partnership)  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  Signature of Authorized Individual	Signature of Non-Attorney Bankruptcy Petition Preparer  I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filling for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.  Printed Name and title, if any, of Bankruptcy Petition Preparer  Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)  Address
C. Alexander Harman Printed Name of Authorized Individual  Secretary and Director Title of Authorized Individual	Date Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual  If more than one person prepared this document, attach additional
May 20, 2009 Date	sheets conforming to the appropriate official form for each person.  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110, 18 U.S.C. § 156.

Form B1, Exhibit C (9/01)

# United States Bankruptcy Court District of Delaware

In re	HSF Holding, Inc.		Case No.	
		Debtor(s)	Chapter	11

### Exhibit "C" to Voluntary Petition

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

#### None

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this exhibit. The Debtor does not believe that it owns or possesses property that poses or is alleged to pose a threat of such harm.

# ATTACHMENT TO HSF HOLDING, INC. VOLUNTARY PETITION

### Note Regarding Estimated Assets and Estimated Liabilities in Voluntary Petition

The estimated assets and liabilities identified on the Voluntary Petition of HSF Holding, Inc. (the "Debtor") are based on book values as reflected in the Company's books and records, and are provided for informational purposes only. The Debtor reserves all rights under the Bankruptcy Code and applicable Federal and Local Rules of Bankruptcy Procedure to amend its Voluntary Petition and any related lists, schedules and/or statements at any time during this Chapter 11 case as it may deem necessary or appropriate.

# United States Bankruptcy Court District of Delaware

In re	HSF Holding, Inc., et al.	Case No.	_09-
	Debtor(s)	Chapter	11

#### CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is the consolidated list of the debtors' creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 [or chapter 9] cases. The information contained in the list is based on the debtors' books and records as of May 28, 2009. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims. If a minor child is one of the creditors holding the 50 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
State of Hawaii	Marian Tanouye/Kendrick Au 808-587-1903 Department of Transportation Harbors Division 79 S. Nimitz Highway Honolulu, HI 96813	Minimum Annual Guarantee, fees and revocable permit	Disputed	\$731,080.51
MTU	Don Meyer 313-592-7000 13400 West Outer Drive Detroit, MI 48239-4001	Engine maintenance and maintenance technician		\$544,653.00
Monarch Insurance Services, Inc.	Mark Polivka 800 S. King Street, Suite 300 Honolulu, HI 96813	Worker's Comp Insurance		\$202,000.00
Sodexo, Inc & Affiliates	Marc Nakamoto 808-226-6783 808-956-9777 2465 Campus Road #220A Honolulu, HI 96822	Contract services/product costs for food and beverage as well as giftshop		\$182,198.37
Laird Christianson Advertising	Dennis Christianson 1003 Bishop Street 9th Floor Honolulu, HI 96813-6429	Marketing / Media services		\$134,725.78
Entrix, Inc.	Michael Parton 713-666-6223 5252 Westchester, Suite 250 Houston, TX 77005	Consulting Fees		\$126,002.08
Hornblower Marine Services	Bill Annand 115 E. Market St. New Albany, IN 47150	Management fees and expenses		\$113,685.88
Sea Engineering, Inc.	Lorene Godfrey 808-536-3603 Pier 21 Honolulu, HI 96817	Professional Services		\$112,192.30

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Continental Airlines, Inc.	Carol Carpenter Credit Mgt. 800-525-0280 1600 Smith St., 34th Fl - HQSCR Houston, TX 77002	Contract services for reservations/call center located in Salt Lake City, Utah		\$111,494.02
The Sierra Club, Maui Tomorrow Inc. and Kahului Harbor Coalition	Isaac Hall, Esq. 2087 Wells Street Wailuku, HI 96793-2221	Litigation award	Disputed	\$91,000.00
Willis Marine North America	Thomas Angiolino 212-915-8888 One World Financial Centre 200 Liberty Street, 7th Floor New York, NY 10281-1003	Insurance coverage		\$87,177.21
Waterfront A, LLC	Larry Taft (808) 531-3000 841 Bishop St Ste 1700 Honolulu, HI 96813-3915	Office space lease		\$84,082.45
Austal USA, LLC	Segrid Kabusa 251-434-8000 100 Dunlap Cir Mobile, AL 36610	Travel and labor for professional services		\$78,198.01
Internal Revenue Service	P.O. Box 409101 Ogden, UT 84409	Foreign Person's US Source Income Subject to Withholding		\$74,980.72
Rolls-Royce Commercial Marine Inc.	206-782-9190 1731 13th Avenue S.W. Seattle, WA 98134	Labor and travel for maintenance services		\$72,300.58
Hawaiian Tug & Barge	808-543-9311 1331 N Nimitz Hwy Honolulu, HI 96817-4934	Tug assist service		\$44,887.50
Deloitte & Touche LLP	Tertia Freas 808-543-0713 1132 Bishop Street. Ste 1200 Honolulu, HI 96813-2870	Professional Services		\$44,694.23
Propulsion Controls Engineering	619-235-0961 1620 Rigel Street San Diego, CA 92113-3832	Labor and materials		\$17,849.20
McNeil Wilson Communications, Inc.	David Wilson 808-531-0244 1003 Bishop Street Pauahi Tower, 9th Floor Honolulu, HI 96813	Public relations professional services		\$16,152.63
Seabulk Towing	Eddie Brister 251-432-2611 No. 2 South Water Street Mobile, AL 36602	Tug assist service		\$11,314.62
Norton Lilly International	Jeff Overstreet 251-433-5401 251-219-3292 One St. Louis Centre, Suite 3002 Mobile, AL 36602	Marine agent fees		\$8,311.25
The Wackenhut Corporation	Captain English 808-368-8106 3375 Koapaka St., Ste. D-05 Honolulu, HI 96819-18685	Security service		\$6,757.88

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Google, Inc.	Matthew Marr Account Strategist 650-253-0000 1600 Amphitheatre Parkway Mountain View, CA 94043	Internet search services		\$6,547.80
CH2M Hill	Paul Luersen 808-943-1133 1132 Bishop Street Suite 1100 Honolulu, HI 96813	Consulting professional services		\$6,500.00
Noise Control Engineering, Inc.	Raymond Fischer 978-670-5339 799 Middlesex Turnpike Billerica, MA 01821	Engineering professional services		\$6,100.00
Bering Sea Eccotech	James Directo 808-330-8991 91-343 Kaiholo Street Kapolei, Hawaii, 96707	Used oil test and disposal		\$5,551.83
Grainger	808-423-0028 2833 Paa Street Honolulu, HI 96819-4406	Supplies purchased		\$5,460.84
Q Mark Research	Dennis Christianson 1003 Bishop Street 9th Floor Honolulu, HI 96813-6429	Telephone interview - marketing		\$5,392.67
Service Rentals & Supplies, Inc.	808-877-3410 147 Kalepa Place Kahului, HI 96732	Equipment rental		\$3,334.63
John Mullen & Co., Inc.	Eddie Davis 808-541-5519 677 Ala Moana Blvd, Suite 910 Honolulu, HI 96813	Insurance claim professional services		\$3,228.48

## DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, C. Alexander Harman, the Secretary and Director of the corporations named as the debtors in this case, declare under penalty of perjury that I have read the foregoing consolidated list and that it is true and correct to the best of my information and belief.

Date May 90, 2009 Signature

Name: C. Alexander Harman Title: Secretary and Director

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.

18 U.S.C. §§ 152 and 3571.

### IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
HSF HOLDING, INC.,	Case No. 09( )
Debtor.	

### **CERTIFICATION CONCERNING CREDITOR MATRIX**

HSF Holding, Inc. ("HSF"), as debtor and debtor-in-possession herein (the "Debtor"), hereby certifies under penalty of perjury that the *Creditor Matrix* as maintained by Donlin, Recano & Company, Inc., pursuant to Local Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, is complete and, to the best of the Debtor's knowledge, correct and consistent with the Debtor's books and records.

The information contained therein is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Creditor Matrix* have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right, defense or legal position of the Debtor.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 30 day of May, 2009

Signal

C. Alexander Harman Secretary and Director

Title:

### IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
HSF HOLDING, INC.,	Case No. 09( )
Debtor.	

### LIST OF EQUITY SECURITY HOLDERS

HSF Holding, Inc., debtor and debtor-in-possession (the "Debtor") in the above captioned case, hereby files its List of Equity Security Holders pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

#### Preferred Stock:

The holders of the Series A, Series B and Series C of preferred stock are described in the list attached hereto as Exhibit A.

#### Common Stock:

The holders of common stock are described in the list attached hereto as Exhibit B.

#### CERTIFICATION CONCERNING LIST OF EQUITY SECURITY HOLDERS

I, C. Alexander Harman, the Secretary and Director of HSF Holding, Inc., debtor and debtor-in-possession (the "Debtor") in the above captioned case, hereby certify under penalty of perjury that the list submitted herewith, pursuant to Local Rule 1007-1(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, is complete and, to the best of the Debtor's knowledge, correct and consistent with the Debtor's books and records.

Date: May 30, 2009

Name: C. Alexander Harman Title: Secretary and Director

#10736629 v4

		Н	SF HOLDING	NC.				***************************************
		LIST OF EQ	UITY SECURI	TY HOLDERS	~~~~~	***************************************		
		EXHIBIT A: PF	REFERRED ST	OCK HOLDERS	Т	1	T	
Holder	Contact Name	Address1	Address2	City	State / Country	Zip Code	Aggregate Number of Shares	Percentage of Preferred Stock Ownership (Per Series)
SERIES A	D	0404 045	00.14(		115		007.070	1 54504
American Pacific Ventures, Inc.	Danny Lui	2101, 21/F Westlands Centre	20 Westlands Rd.	Quarry Bay	Hong Kong		227.273	1.515%
Andrews Partners, LP		3227 Avalon Pl.		Houston	TX	77019	227.272	1.515%
Arjun Gupta	Telesoft Partners	Metro Center Tower	950 Tower Lane, Suite 1600	Foster City	CA	94404	227.272	1.515%
Brian J. Grossi		616 Moaniala St.		Honolulu	HI	96821	227.272	1.515%
Carlton Kusunoki		Central Pacific Plaza	220 South King St., Suite 1400	Honolulu	н	96813	227.272	1.515%
Chong-Moon Lee		1245 Oakmead Pkwy., Suite 200		Sunnyvale	CA	94085	227.272	1.515%
Colella Family Partners		930 High Rd.		Woodside	CA	94062	454.545	3.030%
Coleman Family CRUT dated 6/98	Dennis R. Coleman	296 Bay Rd.		Atherton	CA	94027	113.636	0.758%
Coleman Family CRUT dated 6/98	Dennis R. Coleman	296 Bay Rd.		Atherton	CA	94027	113.636	0.758%
Craig Johnson		25 Cherokee Court		Portola Valley	CA	94028	113.637	0.758%
Daniel Hennessy		827 Walnut Ave.		Burlingame	CA	94010	227.300	1.515%
David M. Hennessy		113 36th Street		Manhattan Beach	CA	96022	227.272	1.515%
David Robinson		102 Albany		Victoria	TX	77904	113.636	0.758%
Davidson Family Trust dated 7/9/87	John M. Davidson	260 Eunice Avenue		Mountain View	CA	94040	113.636	0.758%
DJE LLC		Pauahi Tower	1001 Bishop St., Suite 1050	Honolulu	HI	96813	909.090	6.061%
Dr. Graham Crooke	c/o Asset Management Company	2100 Geng Rd.		Palo Alto	CA	94303	115.000	0.767%

	No. 1 In the second sec		SF HOLDING					
			UITY SECURI	TY HOLDERS OCK HOLDERS			****	77777777777
	<u> </u>	EARIBIT A; FI	KEFEKKED 31	OCK HOLDERS	T			
Holder	Contact Name	Address1	Address2	City	State / Country	Zip Code	Aggregate Number of Shares	Percentage of Preferred Stock Ownership (Per Series)
Dr. Jeff Saal		500 Arguello St., Suite 100		Redwood City	CA	94063	227.272	1.515%
Eliza R. Valtos		15/F PSBank Center	777 Paseo de Roxas	1226 Makati City	Philippines		159.090	1.061%
George A. Froley, III, Individual Retirement Account	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	113.636	0.758%
George A. Froley, III, Revocable Trust U/A/D dated 9/03/92	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	159.090	1.061%
Grove Farm Company, Inc.	Warren Haruki	3-1850 Kaumualii Hwy.		Puhi-Kauai	HI	96766	2,272.727	15.152%
James A. Richards		583 Kamoku St., #3101		Honolulu	Н	96826	227.272	1.515%
James J. Pappas		616 Moaniala St.		Honolulu	Н	96821	454.545	3.030%
John Dean 1994 Revocable Trust	John Dean	302 Old La Honda Rd.		Woodside	CA	94062	227.272	1.515%
Jon Staenberg		100 4th Ave. North, Suite 550		Seattle	WA	98121	113.636	0.758%
Laurence J. Blickman Revocable Trust dated December 4, 1991	Laurence J. Blickman	BT Commercial / NAI	2445 Faber Place, Suite 250	Palo Alto	CA	94303	227.273	1.515%
Lawrence Qua		15/F PSBank Center	777 Paseo de Roxas	1226 Makati City	Philippines		113.636	0.758%
Lee Family Trust	David Sen Lin Lee	TAVONNI Technologies, Inc.	185 Martinvale Lane	San Jose	CA	95119	227.272	1.515%
Leonardo Siguion-Reyna	n n n n n n n n n n n n n n n n n n n	15/F PSBank Center	777 Paseo de Roxas	1226 Makati City	Philippines		113.636	0.758%
Lisa Klairmont		161 Stewart Dr.		Tiburon	CA	94920	113.636	0.758%
M. Colyer and J. Colyer, TTEE, Michael and Joan Colyer Revocable Trust U/A DTD 5/11/1998	Michael F. Larratt	413B Kaelepulu Dr.		Kailua-Oahu	HI	96734	224.594	1.497%
M. Dick Yoda		1461 Akeakamai St.		Honolulu	Н	96816	227.272	1.515%

	-		SF HOLDING					
	***************************************			TY HOLDERS		~~~~~~~	***************************************	
		EXHIBIT A: PI	REFERRED S	TOCK HOLDERS	Т	T		1
Holder	Contact Name	Address1	Address2	City	State / Country	Zip Code	Aggregate Number of Shares	Percentage of Preferred Stock Ownership (Per Series)
Marilyn A. Woods	Brian Grossi	3012 Cormorant Rd.		Pebble Beach	CA	93953	227.272	
Maui Land & Pineapple Company, Inc.	Brian Nishida	P.O. Box 187	120 Kane St.	Kahului-Maui	HI	96733	2,272.727	15.152%
Menio Equities Investment Company, LLC		490 California Ave., 4th Flr.		Palo Alto	CA	94306	454.545	3.030%
Michael Forbes Larratt Revocable Trust dated 4-19-2004	Michael F. Larratt	413B Kaelepulu Dr.		Kailua-Oahu	HI	96734	227.272	1.515%
Michael R. Willard		170 Alamos Rd.		Portola Valley	CA	94028	227.273	1.515%
MNE, Inc.	Mark Polivka	800 S. King St.		Honolulu	HI	96813	227.272	1.515%
Morgan White Rollover IRA 4033- 6359	Morgan White	300 Sand Hill Rd. 2/160		Menio Park	CA	94925	115.000	0.767%
Peter Ziebelman		151 Lytton Ave.		Palo Alto	CA	94301	227.272	1.515%
Richard E. Foyston	Navis Capital Partners	Prudential Tower, 1st Flr.	10 Jalan Sultan Ismail	50250 Kuala Lumpur	Malaysia		227.218	1.515%
Richard J. Wiedenbeck		12302 Park Avenue		Windermere	FL	34786	113.636	0.758%
Robert P. Runk		16 Church St.		Southport	CT	06890	113.636	0.758%
Rodney C. Muse	Navis Capital Partners	Prudential Tower, 1st Flr.	10 Jalan Sultan Ismail	50250 Kuala Lumpur	Malaysia		227.272	1.515%
Saal-Bovee Management Co. L.P.		500 Arguello St., Suite 100		Redwood City	CA	94063	227.272	1.515%
Sandra Padden Froley Family Trust – 3/25/92	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	136.363	0.909%
Taube Family Trust	Rick Mayerson	1050 Ralston Ave.		Belmont	CA	94002	454.545	3.030%
The George and Sandra Froley Community Property Trust dated 3/11/95	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	113.636	0.758%
The Neubauer Living Trust	David Naeubauer	185 Calle Serra Rd.		Aptos	CA	95003	227.273	
William Daniels		120 Eucalyptus Ave.		Hillsborough	CA	94010	<u>113.636</u>	<u>0.758%</u>

			SF HOLDING					
				ITY HOLDERS TOCK HOLDERS				
Holder	Contact Name	Address1	Address2	City	State / Country	Zip Code	Aggregate Number of Shares	Percentage of Preferred Stock Ownership (Per Series)
						Total	15,000.000	100.000%
SERIES B								
2005 Blickman Family Trust	Laurence J. Blickman	BT Commercial / NAI	2445 Faber Place, Suite 250	Palo Alto	CA	94303	109.234	1.187%
Alps Investment LLC		PMB 249	1718 M St., N.W.	Washington	DC	20036	2993.052	32.533%
Arjun Gupta	Telesoft Partners	Metro Center Tower	950 Tower Lane, Suite 1600	Foster City	CA	94404	79.654	0.866%
Craig Johnson		25 Cherokee Court		Portola Valley	CA	94028	4.228	0.046%
Dr. Graham Crooke	c/o Asset Management Company	2100 Geng Rd.		Palo Alto	CA	94303	15.517	0.169%
Dr. Jeff Saal		500 Arguello St., Suite 100		Redwood City	CA	94063	60.275	0.655%
George & Sandra Froley Community Property Trust dated March 11, 1995	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	20.000	0.217%
George A. Froley III IRA	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	20.000	0.217%
George A. Froley, III Revocable Trust U/A/D September 3, 1992	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	20.000	0.217%
Grove Farm Company, Inc.	Warren Haruki	3-1850 Kaumualii Hwy.		Puhi-Kauai	Н	96766	207.264	2.253%
J.F. Lehman Equity Investors II, L.P.	Louis N. Mintz	450 Park Avenue, 6th Flr.		New York	NY	10022	187.000	2.033%
JFL-HSF Series B Partners, L.P.	Louis N. Mintz	450 Park Avenue, 6th Flr.		New York	NY	10022	2606.052	28.327%
John Dean 1994 Revocable Trust	John Dean	302 Old La Honda Rd.		Woodside	CA	94062	50.000	0.543%
Jon Staenberg		100 4th Ave.		Seattle	WA	98121	64.341	0.699%

10880787 v.5

			SF HOLDING						
LIST OF EQUITY SECURITY HOLDERS  EXHIBIT A: PREFERRED STOCK HOLDERS									
Holder	Contact Name	Address1	Address2	City	State / Country	Zip Code	Aggregate Number of Shares	Percentage of Preferred Stock Ownership (Per Series)	
Maui Land & Pineapple Company, Inc.	Brian Nishida	P.O. Box 187	120 Kane Street	Kahului-Maui	HI	96733	207.264	2.253%	
Michael J. Colyer and Joan M. Colyer, as joint tenants		25380 Tierra Grande		Carmel	CA	93923	81.825	0.889%	
Michael R. Willard		170 Alamos Rd.		Portola Valley	CA	94028	300.000	3.261%	
Saal-Bovee Management Co., L.P.		500 Arguello St., Suite 100		Redwood City	CA	94063	8.457	0.092%	
Sandra Padden Froley Family Trust datedMarch 25, 1992	George Froley	14933 Camarosa Dr.		Pacific Palisades	CA	90272	20.000	0.217%	
Stanford Carr Development, LLC	Stanford Carr	1100 Alakea St., 27th Flr.		Honolulu	HI	96813	195.837	2.129%	
Tech Ventures II, L.P.	William M. Valtos, Jr.	c/o 15/F PSBank Center	777 Paseo de Roxas	1226 Makati City	Philippines		1,870.00	20.326%	
The White Family Trust	Morgan White	3000 Sand Hill Road, 2/160		Menlo Park	CA	94925	60.000	0.652%	
William Daniels		120 Eucalyptus Ave.		Hillsborough	CA	94010	20.000	<u>0.217%</u>	
						Total	9200.000	100.000%	
SERIES C									
2005 Blickman Family Trust	Laurence J. Blickman	BT Commercial / NAI	2445 Faber Place, Suite 250	Palo Alto	CA	94303	200.684	0.159%	
Andrews Partners, LP		3227 Avalon Pl.		Houston	TX	77019	74.354	0.059%	
Arjun Gupta	Telesoft Partners	Metro Center Tower	950 Tower Lane, Suite 1600	Foster City	CA	94404	148.708	0.118%	
David Robinson		102 Albany		Victoria	TX	77904	37.177	0.029%	
Dr. Jeffrey Saal		500 Arguello St., Suite 100		Redwood City	CA	94063	160.604	0.127%	

			SF HOLDING							
LIST OF EQUITY SECURITY HOLDERS  EXHIBIT A: PREFERRED STOCK HOLDERS										
EARIDII A. FREFERRED STOCK HOLDERS										
Holder	Contact Name	Address1	Address2	City	State / Country	Zip Code	Aggregate Number of Shares	Percentage of Preferred Stock Ownership (Per Series)		
J. Weintraut & P. Ziebelman TTEE Palo Alto Venture LLC 401K FBO Peter H. Ziebelman (the "Plan")	Peter Ziebelman	151 Lytton Ave.		Palo Alto	CA	94301	148.708			
JFL-HSF Series C Partners, L.P.	Louis N. Mintz	450 Park Avenue, 6th Fir.	77777	New York	NY	10022	7435.386	5.882%		
JFL-HSF Series C Partners, L.P.	Louis N. Mintz	450 Park Avenue, 6th Fir.		New York	NY	10022	117283.996	92.787%		
Menlo Equities Investment Company, LLC		490 California Ave., 4th Fir.		Palo Alto	CA	94306	265.075	0.210%		
Michael R. Willard		170 Alamos Rd.		Portola Valley	CA	94028	148.708	0.118%		
Richard J. Wiedenbeck		12302 Park Avenue		Windermere	FL	34786	37.177	0.029%		
Robert P. Runk		16 Church St.		Southport	CT	6890	22.306	0.018%		
Saal-Bovee Management Co. L.P.		500 Arguello St., Suite 100		Redwood City	CA	94063	66.918	0.053%		
Taube Family Trust	Rick Mayerson	1050 Raiston Ave.		Belmont	CA	94002	371.769	0.294%		
					Ì	Total	126401.570	100.000%		

#### HSF HOLDING INC. LIST OF EQUITY SECURITY HOLDERS **EXHIBIT B: COMMON STOCK HOLDERS** State Zip Code Aggregate Holder **Contact Name** Address Address3 City Percentage of Number of Common Shares Stock Ownership John L. Garibaldi Hawaii Superferry, Inc. One Waterfront Plaza 300 Ala Mona Blvd. Honolulu HI 96817-3,833.333 29.985% Suite 300 4973 Timothy W. Dick Hawaii Superferry, Inc. One Waterfront Plaza 300 Ala Mona Blvd. 96817-Honolulu HI 3,833.333 29.985% Suite 300 4973 Robert E. White Hawaii Superferry, Inc. One Waterfront Plaza 300 Ala Mona Blvd Honolulu 96817-HI 3,133,333 24.509% Suite 300 4973 Emily Denne Steele 3576 Alani Dr. Honolulu HI 96822 350.000 2.738% Minna Elizabeth Cling 6425 West Yucca St. 85304 350,000 Glendale ΑZ 2.738% Goodsill Anderson Quinn David Reber 1099 Alakea St., Suite 96813 2.347% Honolulu HI 300.000 & Stifel LLP 1800 Martin E. Gottlieb Argent Group Ltd. 100 Pine St., Suite 2820 CA 94111 300,000 2.347% San Francisco Nancy J. Mattson Argent Group Ltd. 100 Pine St., Suite 2820 San CA 94111 300.000 2.347% Francisco Cynthia J. Koehn Argent Group Ltd. 100 Pine St., Suite 2820 San CA 94111 60.501 0.473% Francisco Pohai Nani Retirement 45-090 Namoku St. E. Alvey Wright Kaneohe HI 96744 30.000 0.235% Community Kelvin Taketa 1164 Bishop St., Suite Honolulu Н 96813 0.147% 18.750 800 522 Melemele St. Brian Nishida Wailuku-HI 96793 56.250 0.440% Maui John Dean 302 Old La Honda Rd. Woodside CA 94062 68.750 0.538% Nancy E. Okimoto, 62-3928 Loli'i Way Bldg Kamuela 75.000 HI 96743 0.587% Trustee of the Nancy E. H-2 Okimoto Trust dated December 30, 2005 Daniel I. Okimoto 826 San Francisco Court CA Stanford 94305 75.000 0.587% 12,784.250 100.000%

10880787 v.5

### **CERTIFICATION RESOLUTIONS**

I, C. Alexander Harman, do hereby certify that: (a) I am the duly elected, qualified and acting Secretary of HSF Holding Inc. (the "Company"); (b) the following resolutions were duly adopted by the Board of Directors of the Company, as of May 21, 2009, in accordance with the requirements of Delaware corporation law; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof.

### I. Voluntary Petition and Retention of Professionals Under the Provisions of Chapter 11 of the United States Bankruptcy Code

**RESOLVED**, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

**RESOLVED**, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the operation of the Company's business; and

RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Pepper Hamilton LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Pepper Hamilton LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of CRG Partners Group LLC as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby

authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of CRG Partners Group LLC; and

**RESOLVED,** that the Company may retain an accounting firm to serve as accountant to advise the Company in the aforesaid Chapter 11 proceeding on a retainer basis and on such other terms and conditions as any Authorized Officers shall deem advisable; and

**RESOLVED,** that the Company may retain such other professionals to represent and/or assist this Company in the aforesaid Chapter 11 proceeding on a general retainer or such other terms or conditions as any Authorized Officer shall deem advisable; and

### II. Plan of Reorganization

**RESOLVED** that the Authorized Officer and any employees or agents (including counsel) designated by or directed by the Authorized Officer be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to cause the Company to file such definitive Chapter 11 plan of reorganization (or liquidation) and any and all modifications, supplements or amendments thereto, and such other agreements, instruments and documents as may be necessary, appropriate or desirable in connection with such plan and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation of such plan; and

**RESOLVED** that, in connection with the prosecution of the Chapter 11 case, the Authorized Officer and any employees or agents (including counsel) designated by or directed by the Authorized Officer be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to cause the Company to enter into any agreements, instruments and documents as may be necessary, appropriate or desirable and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable in order to effectuate a sale of the Company; and

**RESOLVED** that the Authorized Officer, and any employees or agents (including counsel) designated by or directed by the Authorized Officer be, and each hereby is, authorized and empowered to cause the Company to enter into, execute, deliver,

certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents and to take such other actions as in the judgment of the Authorized Officer shall be or become necessary, proper and desirable to prosecute to a successful completion the Chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure of the Company consistent with the foregoing votes and to carry out and put into effect the purposes of the foregoing votes and the transactions contemplated by these votes, their authority thereunto to be evidenced by the taking of such actions; and

**RESOLVED** that any and all past actions heretofore taken by officers or directors of the Company in the name of and on behalf of the Company in furtherance of any or all of the preceding votes be, and the same hereby are, ratified, approved and adopted; and

### III. Further Actions and Prior Actions

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the  $29^{th}$  day of May, 2009.

C. Alexander Harman

Secretary