



LATE TESTIMONY

Maui Land & Pineapple Company, Inc.

February 7, 2012

Chair and Members of the House Committee on Economic
Revitalization & Business
State Capitol
415 South Beretania Street
Honolulu, HI 96813

Chair McKelvey, Vice-Chair Choy and Members of the House Committee:

RE: H.B. 2658—Relating to Corporations

Maui Land & Pineapple Company, Inc. is a public Hawaii company, incorporated in 1909, and our stock is traded on the New York Stock Exchange (NYSE:MLP). MLP is dedicated to the creation and management of holistic communities on the island of Maui, where we own approximately 22,000 acres, including the Kapalua Resort and the 8,300-acre Pu'u Kukui Watershed Preserve, one of the largest private nature preserves in Hawai'i.

MLP strongly supports the attached amendment to H.B. 2658, Relating to Corporations, which we understand will be introduced at today's hearing. The amendment will provide public companies in Hawaii with additional flexibility in making changes to improve its efficiency over time. Most importantly, the amendment is restricted solely to mergers of wholly-owned subsidiaries, so it creates no shareholder issues. Finally, the amendment simply places public companies incorporated prior to July 1, 1987 on the very same footing as all companies incorporated after that date, with respect to mergers among wholly-owned subsidiaries.

We ask for this committee's support of the proposed amendment to H.B. 2658. Thank you kindly for your thoughtful consideration.

Sincerely,

Warren H. Haruki
Chairman & Chief Executive Officer

Proposed Amendment to HB2658

SECTION 1. Section 414-313, Hawaii Revised Statutes, is amended by amending subsection (f) to read as follows:

(f) With respect to corporations incorporated before July 1, 1987, at such meeting, a vote of the shareholders shall be taken on the proposed plan.

(1) If the plan involves a merger of a publicly traded parent corporation with or into a direct or indirect subsidiary corporation, of which all of the outstanding shares of each class are owned, directly or indirectly, by the parent, subsection (e) shall apply as if each party to the merger were incorporated on or after July 1, 1987; otherwise

(2) [The] the plan shall be approved upon receiving the affirmative vote of the holders of three-fourths of all the issued and outstanding shares of stock having voting power even though their right to vote is otherwise restricted or denied by the articles, bylaws, or resolutions of any such corporation. The articles of incorporation may be amended by the vote set forth in the preceding sentence to provide for a lesser proportion of shares, or of any class or series thereof, than is provided in the preceding sentence, in which case the articles of incorporation shall control; provided that the lesser proportion shall be not less than the proportion set forth in subsection (e).

As used in this subsection (f), "publicly traded corporation" means any corporation listed on a national securities exchange.

SECTION 2. Statutory material to be repealed is bracketed and stricken. New statutory material is underscored.

SECTION 3. This Act shall take effect upon its approval.