

HAWAIIAN TELCOM COMMUNICATIONS, INC.

**CHARTER OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted by the Board of Directors on November 8, 2005

I. PURPOSE OF THE COMMITTEE

The purpose of the Executive Committee (the "Committee") of the Board of Directors of Hawaiian Telcom Communications, Inc. (the "Corporation") is to act for the Board of Directors in the event formal action is required between Board meetings. The Committee (or the Nominating and Governance Committee of the Board of Directors if the Committee has not met) shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors of the Corporation appointed by the Board of Directors. Any vacancy on the Committee shall be filled by a majority vote of the Board of Directors, and a member of the Committee may be removed only by a majority vote of the Board of Directors. The Chairman of the Board of Directors shall be the Chairman of the Executive Committee.

III. DUTIES AND AUTHORITY OF THE COMMITTEE

During the intervals between regular meetings of the Board of Directors, the Committee shall have and may exercise all the powers and authority of the Board (except as otherwise provided in the Corporation's By-Laws or the corporation laws of the State of Delaware) to take any action that is required prior to the next regular Board meeting, when a special meeting of the full Board is not practical. The Committee has the authority to retain such independent, outside counsel, accountants, or other professional services as it deems necessary in the performance of its duties. The Committee may, as it deems appropriate, form and delegate authority to one or more subcommittees of its members (including a subcommittee consisting of a single member).

IV. MEETINGS OF THE COMMITTEE

The Committee shall meet as often as determined to be necessary or appropriate. Meetings of the Committee shall be held upon call by the Chairman of the Committee, or in his absence, by any member of the Committee. The Committee may meet in person or telephonically. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting, and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairman, or in his absence another member chosen by a majority of the

members present, shall preside at the meeting. Action also may be taken without a meeting by unanimous written consent.

Actions taken by the Committee shall be reported to the Board of Directors at the next meeting of the Board, provided, however, that such report need not be made to the Board if prior to such meeting copies of the written minutes of the Committee meeting at which such actions were taken have been delivered to all members of the Board.