Form **8453-EO**

Department of the Treasury
Internal Revenue Service

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2007, or tax year beginning 07/01, 2007, and ending 06/30, 20 08

For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

▶ **See instructions on back.**

OMB No. 1545-1879

2007

Name of exempt organization: KAPI'OLANI HEALTH FOUNDATION

Employer identification number: 99-0246364

Part I **Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8453-EO and enter the applicable amount from the return, if any. If you check the box on line **1a, 2a, 3a, 4a,** or **5a** below and the amount on that line for the return for which you are filing this form was blank, then leave line **1b, 2b, 3b, 4b,** or **5b,** whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than one line in Part I.

1a	**Form 990** check here ▶ [X]	**b** **Total revenue,** if any (Form 990, line 12)	1b	9,890,594.
2a	**Form 990-EZ** check here ▶ [ ]	**b** **Total revenue,** if any (Form 990-EZ, line 9)	2b	
3a	**Form 1120-POL** check here ▶ [ ]	**b** **Total tax** (Form 1120-POL, line 22)	3b	
4a	**Form 990-PF** check here ▶ [ ]	**b** **Tax based on investment income** (Form 990-PF, Part VI, line 5)	4b	
5a	**Form 8868** check here ▶ [ ]	**b** **Balance due** (Form 8868, line 3c)	5b	

Part II **Declaration of Officer**

6 [ ] I authorize the U.S. Treasury and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

[ ] If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2007 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS **(a)** an acknowledgement of receipt or reason for rejection of the transmission, **(b)** an indication of any refund offset, **(c)** the reason for any delay in processing the return or refund, and **(d)** the date of any refund.

Sign Here ▶ Signature of officer: [signature] | Date: 5/11/09 | ▶ Title: VICE PRESIDENT

Part III **Declaration of Electronic Return Originator (ERO) and Paid Preparer** (see instructions)

I declare that I have reviewed the above organization's return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized *e-File* (MeF) Information for Authorized *e-file* Providers. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization's return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

ERO's Use Only

ERO's signature ▶ [signature]	Date 5/13/09	Check if also paid preparer [X]	Check if self-employed [ ]	ERO's SSN or PTIN	
Firm's name (or yours if self-employed), address, and ZIP code ▶	ERNST & YOUNG U.S. LLP 55 MERCHANT ST., SUITE 1900, C-120 HONOLULU HI 96813			EIN 34-6565596 Phone no. 808-531-2037	

Under penalties of perjury, I declare that I have examined the above return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer is based on all information of which the preparer has any knowledge.

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed [ ]	Preparer's SSN or PTIN	
Firm's name (or yours if self-employed), address, and ZIP code ▶			EIN Phone no.	

For Privacy Act and Paperwork Reduction Act Notice, see back of form. Form **8453-EO** (2007)

JSA
7E1675 1.000

50F128 1018 10076381

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2007

Open to Public Inspection

A For the 2007 calendar year, or tax year beginning 07/01 , 2007, and ending 06/30/2008

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termination ☐ Amended return ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: KAPI'OLANI HEALTH FOUNDATION

Number and street (or P.O. box if mail is not delivered to street address): 55 MERCHANT STREET, 24TH FLOOR — Room/suite

City or town, state or country, and ZIP + 4: HONOLULU, HI 96813

D Employer identification number: 99-0246364

E Telephone number: (808) 535-7100

F Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) ▶

● **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? ☐ Yes [X] No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? ☐ Yes ☐ No (If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes [X] No

I Group Exemption Number ▶

G Website: ▶ WWW.KAPIOLANIGIFT.ORG

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

K Check here ▶ ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than $25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

M Check ▶ ☐ if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 25,379,342.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances *(See the instructions.)*

Revenue

		(A) Securities		(B) Other		
1	Contributions, gifts, grants, and similar amounts received:					
a	Contributions to donor advised funds		1a			
b	Direct public support (not included on line 1a)		1b	2,859,782.		
c	Indirect public support (not included on line 1a)		1c			
d	Government contributions (grants) (not included on line 1a)		1d			
e	Total (add lines 1a through 1d) (cash $ 2,859,782. noncash $)				1e	2,859,782.
2	Program service revenue including government fees and contracts (from Part VII, line 93)				2	
3	Membership dues and assessments				3	
4	Interest on savings and temporary cash investments				4	4,185.
5	Dividends and interest from securities				5	1,779,809.
6a	Gross rents		6a			
b	Less: rental expenses		6b			
c	Net rental income or (loss). Subtract line 6b from line 6a				6c	
7	Other investment income (describe ▶ STMT 5)				7	131,927.
8a	Gross amount from sales of assets other than inventory	20,568,836.	8a			
b	Less: cost or other basis and sales expenses	15,488,748.	8b			
c	Gain or (loss) (attach schedule)	5,080,088.	8c			
d	Net gain or (loss). Combine line 8c, columns (A) and (B)				8d	5,080,088.
9	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ ☐					
a	Gross revenue (not including $ ____ of contributions reported on line 1b)		9a			
b	Less: direct expenses other than fundraising expenses		9b			
c	Net income or (loss) from special events. Subtract line 9b from line 9a				9c	
10a	Gross sales of inventory, less returns and allowances		10a			
b	Less: cost of goods sold		10b			
c	Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a				10c	
11	Other revenue (from Part VII, line 103)				11	34,803.
12	**Total revenue.** Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11				12	9,890,594.

Expenses

13	Program services (from line 44, column (B))	13	1,251,241.
14	Management and general (from line 44, column (C))	14	1,016,423.
15	Fundraising (from line 44, column (D))	15	1,235,681.
16	Payments to affiliates (attach schedule)	16	
17	**Total expenses.** Add lines 16 and 44, column (A)	17	3,503,345.

Net Assets

18	Excess or (deficit) for the year. Subtract line 17 from line 12	18	6,387,249.
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	52,821,704.
20	Other changes in net assets or fund balances (attach explanation) STMT 6 STMT 7	20	-4,384,533.
21	Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	54,824,420.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. *(See the instructions.)*

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach schedule) (cash $ ____ noncash $ ____) If this amount includes foreign grants, check here ▶ ☐	22a				
22b Other grants and allocations (attach schedule) (cash $ 1,251,241. noncash $ ____) If this amount includes foreign grants, check here ▶ ☐	22b	1,251,241.	1,251,241.	STMT 6	
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a	NONE			
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b	NONE			
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c				
26 Salaries and wages of employees not included on lines 25a, b, and c	26				
27 Pension plan contributions not included on lines 25a, b, and c	27				
28 Employee benefits not included on lines 25a - 27	28				
29 Payroll taxes	29				
30 Professional fundraising fees	30				
31 Accounting fees	31	2,387.		2,387.	
32 Legal fees	32				
33 Supplies	33	40,605.			40,605.
34 Telephone	34	359.			359.
35 Postage and shipping	35	94,171.			94,171.
36 Occupancy	36	84,822.			84,822.
37 Equipment rental and maintenance	37	37,520.			37,520.
38 Printing and publications	38				
39 Travel	39	28,128.			28,128.
40 Conferences, conventions, and meetings	40	11,442.			11,442.
41 Interest	41	12,863.			12,863.
42 Depreciation, depletion, etc. (attach schedule)	42	19,313.			19,313.
43 Other expenses not covered above (itemize):					
a STMT 11	43a	1,920,494.		1,014,036.	906,458.
b	43b				
c	43c				
d	43d				
e	43e				
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	3,503,345.	1,251,241.	1,016,423.	1,235,681.

Joint Costs. Check ▶ ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in **(B)** Program services? ▶ ☐ Yes ☒ No

If "Yes," enter **(i)** the aggregate amount of these joint costs $ ____ ; **(ii)** the amount allocated to Program services $ ____ ;

(iii) the amount allocated to Management and general $ ____ ; and **(iv)** the amount allocated to Fundraising $ ____

Part III Statement of Program Service Accomplishments *(See the instructions.)*

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶SEE STATEMENT 12 All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	**Program Service Expenses** (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a SEE STATEMENT 13 (Grants and allocations $ 1,251,241.) If this amount includes foreign grants, check here ▶ ☐	1,251,241.
b (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
c (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
d (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
e Other program services (attach schedule) (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	1,251,241.

Part IV Balance Sheets *(See the instructions.)*

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*			(A) Beginning of year		(B) End of year
Assets					
45	Cash - non-interest-bearing		-17,348.	45	NONE
46	Savings and temporary cash investments		NONE	46	-552,564.
47a	Accounts receivable	47a			
b	Less: allowance for doubtful accounts	47b		47c	
48a	Pledges receivable	48a			
b	Less: allowance for doubtful accounts	48b		48c	
49	Grants receivable			49	
50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)			50a	
b	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)			50b	
51a	Other notes and loans receivable (attach schedule)	51a			
b	Less: allowance for doubtful accounts	51b		51c	
52	Inventories for sale or use			52	
53	Prepaid expenses and deferred charges			53	
54a	Investments - publicly-traded securities ▶ ☐ Cost ☐ FMV			54a	
b	Investments - other securities (attach schedule) ▶ X Cost ☐ FMV		53,569,707.	54b	55,831,955.
55a	Investments - land, buildings, and equipment: basis	55a	STMT 14		
b	Less: accumulated depreciation (attach schedule)	55b		55c	
56	Investments - other (attach schedule)			56	
57a	Land, buildings, and equipment: basis	57a 315,537.			
b	Less: accumulated depreciation (attach schedule)	57b 237,140.	56,582.	57c	78,397.
58	Other assets, including program-related investments (describe ▶ STMT 15)		221.	58	445,278.
59	**Total assets** (must equal line 74). Add lines 45 through 58		53,609,162.	59	55,803,066.
Liabilities					
60	Accounts payable and accrued expenses		36,229.	60	72,669.
61	Grants payable			61	
62	Deferred revenue			62	
63	Loans from officers, directors, trustees, and key employees (attach schedule)			63	
64a	Tax-exempt bond liabilities (attach schedule)			64a	
b	Mortgages and other notes payable (attach schedule)			64b	
65	Other liabilities (describe ▶ STMT 16)		751,229.	65	905,977.
66	**Total liabilities.** Add lines 60 through 65		787,458.	66	978,646.
Net Assets or Fund Balances					
	Organizations that follow SFAS 117, check here ▶ X and complete lines 67 through 69 and lines 73 and 74.				
67	Unrestricted		48,970,815.	67	49,904,444.
68	Temporarily restricted		655,510.	68	2,831,525.
69	Permanently restricted		3,195,379.	69	2,088,451.
	Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74.				
70	Capital stock, trust principal, or current funds			70	
71	Paid-in or capital surplus, or land, building, and equipment fund			71	
72	Retained earnings, endowment, accumulated income, or other funds			72	
73	**Total net assets or fund balances.** Add lines 67 through 69 **or** lines 70 through 72. (Column (A) **must** equal line 19 and column (B) **must** equal line 21)		52,821,704.	73	54,824,420.
74	**Total liabilities and net assets/fund balances.** Add lines 66 and 73		53,609,162.	74	55,803,066.

Part IV-A **Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** *(See the instructions.)*

a	Total revenue, gains, and other support per audited financial statements			a	6,885,311.
b	Amounts included on line **a** but not on Part I, line 12:				
1	Net unrealized gains on investments	b1	-1,366,801.		
2	Donated services and use of facilities	b2			
3	Recoveries of prior year grants	b3			
4	Other (specify): SEE STATEMENT 17	b4	1,251,241.		
	Add lines **b1** through **b4**			b	-115,560.
c	Subtract line **b** from line **a**			c	7,000,871.
d	Amounts included on Part I, line 12, but not on line **a**:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify): SEE STATEMENT 18	d2	2,889,723.		
	Add lines **d1** and **d2**			d	2,889,723.
e	**Total revenue** (Part I, line 12). Add lines **c** and **d** ▶			e	9,890,594.

Part IV-B **Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

a	Total expenses and losses per audited financial statements			a	3,503,345.
b	Amounts included on line **a** but not on Part I, line 17:				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify):	b4			
	Add lines **b1** through **b4**			b	
c	Subtract line **b** from line **a**			c	3,503,345.
d	Amounts included on Part I, line 17, but not on line **a**:				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify):	d2			
	Add lines **d1** and **d2**			d	
e	**Total expenses** (Part I, line 17). Add lines **c** and **d** ▶			e	3,503,345.

Part V-A **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) *(See the instructions.)*

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 19		NONE	NONE	NONE

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

		Yes	No
75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings . . . ▶ 28			
b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) STMT. 25	75b	X	
c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization.". . . SEE STATEMENT 26 . . . ▶ If "Yes," attach a statement that includes the information described in the instructions.	75c	X	
d Does the organization have a written conflict of interest policy? . . .	75d	X	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits

(If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 28	NONE	NONE	NONE	NONE

Part VI Other Information *(See the instructions.)*

		Yes	No
76 Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change . . .	76		X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? . . . If "Yes," attach a conformed copy of the changes.	77		X
78a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return? . . .	78a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	78b	N/A	
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement . . .	79		X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? . . .	80a	X	
b If "Yes," enter the name of the organization ▶ SEE STATEMENT 1 and check whether it is [X] exempt or [X] nonexempt			
81a Enter direct and indirect political expenditures. (See line 81 instructions.) . . . 81a NONE			
b Did the organization file **Form 1120-POL** for this year? . . .	81b		X

Part VI Other Information *(continued)*

			Yes	No
82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		82a	X	
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b 314,136.			
83a Did the organization comply with the public inspection requirements for returns and exemption applications?		83a	X	
b Did the organization comply with the disclosure requirements relating to *quid pro quo* contributions?		83b	X	
84a Did the organization solicit any contributions or gifts that were not tax deductible?		84a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		84b	N/A	
85a *501(c)(4), (5), or (6).* Were substantially all dues nondeductible by members?		85a	N/A	
b Did the organization make only in-house lobbying expenditures of $2,000 or less?		85b	N/A	
If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.				
c Dues, assessments, and similar amounts from members	85c N/A			
d Section 162(e) lobbying and political expenditures	85d N/A			
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e N/A			
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f N/A			
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		85g	N/A	
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		85h	N/A	
86 *501(c)(7) orgs.* Enter: a Initiation fees and capital contributions included on line 12	86a N/A			
b Gross receipts, included on line 12, for public use of club facilities	86b N/A			
87 *501(c)(12) orgs.* Enter: a Gross income from members or shareholders	87a N/A			
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b N/A			
88a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		88a		X
b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI ▶		88b	X	
89a *501(c)(3) organizations.* Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ NONE ; section 4912 ▶ NONE ; section 4955 ▶ NONE				
b *501(c)(3) and 501(c)(4) orgs.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		89b		X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶	NONE			
d Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶	NONE			
e *All organizations.* At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?		89e		X
f *All organizations.* Did the organization acquire a direct or indirect interest in any applicable insurance contract?		89f		X
g *For supporting organizations and sponsoring organizations maintaining donor advised funds.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		89g	N/A	

90a List the states with which a copy of this return is filed ▶ N/A

b Number of employees employed in the pay period that includes March 12, 2007 (See instructions.) 90b 0

91a The books are in care of ▶ HAWAII PACIFIC HEALTH Telephone no. ▶ 808-535-7355

Located at ▶ 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI ZIP + 4 ▶ 96813

		Yes	No
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91b		X
If "Yes," enter the name of the foreign country ▶			
See the instructions for exceptions and filing requirements for **Form TD F 90-22.1**, Report of Foreign Bank and Financial Accounts.			

Part VI Other Information *(continued)*

		Yes	No
c At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country ▶	91c		X

92 *Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* ***Form 1041*** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: *Enter gross amounts unless otherwise indicated.*	Unrelated business income (A) Business code	Unrelated business income (B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	Excluded by section 512, 513, or 514 (D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	4,185.	
96 Dividends and interest from securities			14	1,779,809.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income			14	131,927.	
100 Gain or (loss) from sales of assets other than inventory			18	5,080,088.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b MISCELLANEOUS			01	34,803.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				7,030,812.	

105 **Total** (add line 104, columns (B), (D), and (E)) ▶ 7,030,812.

Note: *Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts *(See the instructions.)*

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes X No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes X No

Note: *If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).*

Part XI **Information Regarding Transfers To and From Controlled Entities.** *Complete only if the organization is a controlling organization as defined in section 512(b)(13).*

	Yes	No
106 Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.	X	

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	SEE STATEMENT 29			
b				
c				
	Totals			1,411,831.

	Yes	No
107 Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.	X	

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	SEE STATEMENT 30			
b				
c				
	Totals			31,764.

	Yes	No
108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?	X	

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer Date

Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date 5/13/09	Check if self-employed ☐	Preparer's SSN or PTIN (See Gen. Inst. X)
Firm's name (or yours if self-employed), address, and ZIP + 4	ERNST & YOUNG U.S. LLP	EIN	34-6565596
	55 MERCHANT ST., SUITE 1900, C-120	Phone no.	808-531-2037
	HONOLULU, HI 96813		

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No. 1545-0047

2007

Name of the organization: KAPI'OLANI HEALTH FOUNDATION

Employer identification number: 99-0246364

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over $50,000 ▶	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 31		
Total number of others receiving over $50,000 for professional services ▶ 0		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 32		
Total number of other contractors receiving over $50,000 for other services ▶ 0		

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ ____________ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? STMT 33	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.) STMT 34	3a	X	
b	Did the organization have a section 403(b) annuity plan for its employees?	3b		X
c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c		X
d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		X
4a	Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a		X
b	Did the organization make any taxable distributions under section 4966?	4b		X
c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		X
d	Enter the total number or donor advised funds owned at the end of the tax year ▶			
e	Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶			
f	Enter the total number of seperate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the rights to provide advice on the distribution or investment of amounts in such funds or accounts ▶			NONE
g	Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶			NONE

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

5 [ ] A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).

6 [ ] A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)

7 [ ] A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8 [ ] A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).

9 [ ] A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ▶

10 [ ] An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)

11a [X] An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

11b [ ] A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

12 [ ] An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)

13 [ ] An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:

[ ] Type I [ ] Type II [ ] Type III - Functionally Integrated [ ] Type III - Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents? Yes	No	(e) Amount of support
Total ▶					

14 [ ] An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) ***Use cash method of accounting.***

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	1,399,649.	96,374.	1,222,794.	328,206.	3,047,023.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	1,017,639.	1,148,968.	786,566.	587,429.	3,540,602.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	STMT 35 NONE	NONE	10,765.	2,213.	12,978.
23 Total of lines 15 through 22	2,417,288.	1,245,342.	2,020,125.	917,848.	6,600,603.
24 Line 23 minus line 17	2,417,288.	1,245,342.	2,020,125.	917,848.	6,600,603.
25 Enter 1% of line 23	24,173.	12,453.	20,201.	9,178.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶ 26a 132,012.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c 6,600,603.

d Add: Amounts from column (e) for lines: 18 3,540,602. 19 ____ 22 12,978. 26b ____ ▶ 26d 3,553,580.

e Public support (line 26c minus line 26d total) ▶ 26e 3,047,023.

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f 46.1628 %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year:

NOT APPLICABLE

(2006) ________ (2005) ________ (2004) ________ (2003) ________

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:

(2006) ________ (2005) ________ (2004) ________ (2003) ________

c Add: Amounts from column (e) for lines: 15 ____ 16 ____ 17 ____ 20 ____ 21 ____ ▶ 27c

d Add: Line 27a total ____ and line 27b total ____ ▶ 27d

e Public support (line 27c total minus line 27d total) ▶ 27e

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ 27f

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. **Do not file this list with your return.** Do not include these grants in line 15.

Part V **Private School Questionnaire** (See page 9 of the instructions.) NOT APPLICABLE
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)			
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 11 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768) NOT APPLICABLE

Check ▶ a [ ] if the organization belongs to an affiliated group. Check ▶ b [ ] if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is - **The lobbying nontaxable amount is -**			
Not over $500,000 ... 20% of the amount on line 40			
Over $500,000 but not over $1,000,000 ... $100,000 plus 15% of the excess over $500,000			
Over $1,000,000 but not over $1,500,000 ... $175,000 plus 10% of the excess over $1,000,000	41		
Over $1,500,000 but not over $17,000,000 ... $225,000 plus 5% of the excess over $1,500,000			
Over $17,000,000 ... $1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 13 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B **Lobbying Activity by Nonelecting Public Charities** NOT APPLICABLE
(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines **c** through **h**.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines **c** through **h**.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 14 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

FORM 990 - GENERAL EXPLANATION ATTACHMENT

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS
FORM 990, PART VI, LINE 80B

NAMES OF RELATED ORGANIZATIONS	EIN	EXEMPT	NON-EXEMPT
HAWAI'I PACIFIC HEALTH FKA KAPI'OLANI HEALTH	99-0246363	X	
KAPIOLANI MEDICAL SPECIALISTS	99-0322406	X	
KAPIOLANI MEDICAL CENTER FOR WOMEN & CHILDREN	99-0177350	X	
KAPIOLANI MEDICAL CENTER AT PALI MOMI	99-0274038	X	
HAWAII PACIFIC HEALTH PARTNERS, INC. & SUBSIDIARIES*	99-0318588		X
*HICORD, INC.	99-0251496		X
PROVIDERS INSURANCE CORPORATION	71-0893000	X	
WILCOX MEMORIAL HOSPITAL	99-0074365	X	
WILCOX HOSPITAL FOUNDATION	99-0204242	X	
KAUAI MEDICAL CLINIC	99-0326099	X	
STRAUB CLINIC & HOSPITAL	91-2151670	X	
STRAUB FOUNDATION	99-0109350	X	
STRAUB PHARMACY, INC.	99-0145107		X
STRAUB PROFESSIONAL SERVICES,INC.	99-0265504		X

FORM 990 - GENERAL EXPLANATION ATTACHMENT

FORMER OFFICERS, DIRECTORS AND TRUSTEES
FORM 990, PART V-B: FORMER OFFICER, DIRECTORS, AND TRUSTEES

THE INDIVIDUALS LISTED BELOW AND DETAILED IN PART V-B ARE FORMER OFFICERS WHO WERE PAID THE FOLLOWING COMPENSATION AMOUNTS FROM HAWAII PACIFIC HEALTH, AN AFFILIATED EXEMPT ENTITY. HAWAII PACIFIC HEALTH'S FEDERAL IDENTIFICATION NUMBER IS 99-0246363.

NAME	COMPENSATION	CONTR TO EMP BENEFIT PLAN	EXPENSE ACCOUNT
JANA HALL	8,404	NONE	NONE
ROGER DRUE	14,079	NONE	NONE

FORM 990 - GENERAL EXPLANATION ATTACHMENT

FIXED ASSETS AND DEPRECIATION
FORM 990, DEPRECIATION, PART II, LINE 42 & FIXED ASSETS, PART IV, LINE 57

ASSET	BASIS	ACC DEP	DEP	NET
LEASEHOLD IMPROVEMENTS	56,667	37,746	5,406	13,514
MAJOR MOVEABLE EQUIP	185,362	135,672	10,716	38,974
CONSTRUCTION IN PROG	21,232	0	0	21,232
NON-DEPRECIABLE ARTWORK	2,362	0	0	2,362
COMPUTER SOFTWARE	49,915	44,409	3,191	2,315
TOTAL	315,537	217,827	19,313	78,397

TOTAL DEPRECIATION/AMORTIZATION EXPENSE 19,313

FORM 990 - GENERAL EXPLANATION ATTACHMENT

SALE OF INVESTMENTS
FORM 990, PART I, LINE 8: SALE OF INVESTMENTS

DATE PURCHASED: VARIOUS
DATE SOLD: VARIOUS

	PROCEEDS	COST BASIS	GAIN/LOSS
AMERICAN FDS EUROPACIFIC	264,354	0	264,354
VANGUARD INSTITUTIONAL	3,255,156	3,255,156	0
GMO FOREIGN FUND III	1,813,211	774,841	1,038,370
GMO US CORE FUND III	3,501,500	3,299,032	202,468
KALMAR GROWTH W/VALUE	76,185	0	76,185
LONGLEAF PARTNERS	82,100	0	82,100
LONGLEAF PARTNERS SMALL	34,861	0	34,861
BARLOW PARTNERS OFFSHORE	2,269,598	1,454,403	815,195
EMERGING (FREE) MKTS	1,127,665	662,593	465,072
PRIVATE ADVISORS	1,789,709	1,424,105	365,604
WELLINGTON TRUST CO	429,922	217,126	212,796
WELLINGTON TRUST CO US	4,077,002	3,011,965	1,065,037
COLCHESTER GLOBAL BOND	17,880	15,900	1,980
GMO BENCHMARK	1,741,933	1,339,116	402,817
GMO MULTI-STRATEGY FUND	88,776	34,500	54,276
TOTAL	20,569,852	15,488,737	5,081,115
ADJUSTMENT			(1,027)
NET GAIN ON SALE OF INVESTMENTS			5,080,088

FORM 990, PART I - OTHER INVESTMENT INCOME

DESCRIPTION	AMOUNT
NET GAINS ON ALTERNATIVE INVESTMENTS	131,927.
TOTAL	131,927.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION		AMOUNT
EQUITY TRANSFER FROM HAWAII PACIFIC HEALTH, AN EXEMPT AFFILIATE		625,000.
TRANSFERS		1,271,849.
	TOTAL	1,896,849.

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
NET ASSETS RELEASED FROM RESTRICTION	141,295.
OTHER CHANGES IN TEMPORARILY RESTRICTED NET ASSETS	629,896.
OTHER CHANGES IN NET ASSETS-RESTRICTED	977,955.
NET UNREALIZED LOSSES	3,196,904.
UNREALIZED LOSS- ALTERNATIVE INVESTMENTS	1,264,815.
OTHER CHANGES IN PERMANENTLY RESTRICTED NET ASSETS	70,517.
TOTAL	6,281,382.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID			
LISA STEINMUELLER 2609 ALA WAI BLVD #702 HONOLULU, HI 96815	NONE INDIVIDUAL	DAVI SCHOLARSHIP	1,000.
LEILANI CESNEROS 91-1026 KAILEONUI STREET EWA BEACH, HI 96706	NONE	DAVI SCHOLARSHIP	3,000.
CRAIG A IRIYE MD 4846 KOLOHALA ST HONOLULU, HI 96816	NONE INDIVIDUAL	DAVI SCHOLARSHIP	1,000.
SHAWNALYNN MARQUES 712 SPENCER STREET HONOLULU, HI 96813	NONE INDIVIDUAL	DAVI SCHOLARSHIP	3,000.
MICHELE WOOD 45-148 LILIPUNA ROAD KANEOHE, HI 96744	NONE INDIVIDUAL	DAVI SCHOLARSHIP	3,000.
DEE ANN OMATSU 834 10TH AVENUE HONOLULU, HI 96816	NONE INDIVIDUAL	DAVI SCHOLARSHIP	1,000.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RONALD WALKER 94-1065 POE PLACE WAIPAHU, HI 96797	NONE INDIVIDUAL	DAVI SCHOLARSHIP	3,000.
JACOB JOSE 95-1008 HOLOLEA STREET MILILANI, HI 96789	NONE INDIVIDUAL	DAVI SCHOLARSHIP	1,000.
ANNE K JINBO 2359 KAOLA WAY HONOLULU, HI 96813	NONE INDIVIDUAL	DAVI SCHOLARSHIP	1,000.
MARIANELA JACOB 95-1008 HOLOLEA STREET MILILANI, HI 96789	NONE INDIVIDUAL	DAVI SCHOLARSHIP	401.
KAPIOLANI MEDICAL CENTER FOR WOMEN & CHILDREN 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	AFFILIATE EXEMPT	TO SUPPORT HEALTHCARE NEEDS	775,642.
KAPIOLANI MEDICAL CENTER AT PALI MOMI 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	AFFILIATE EXEMPT	TO SUPPORT HEALTHCARE NEEDS	161,520.
KAPIOLANI MEDICAL CENTER FOR WOMEN & CHILDREN 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	AFFILIATE EXEMPT	SUPPORT FROM THE 2007 KAPIOLANI CHILDREN'S MIRACLE NETWORK TELETHON, THE FAMILY FUND, AND THE PEDIATRIC FUND.	296,678.

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
		TOTAL CONTRIBUTIONS PAID	1,251,241.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	MANAGEMENT AND GENERAL	FUNDRAISING
BANK SERVICE CHARGES	9,309.		9,309.
INSURANCE	9,775.	9,775.	
INTERNAL SERVICE PROVIDER	734,604.	734,604.	
CORPORATE ALLOCATION	30,912.	30,912.	
FOOD CATERING	8,270.		8,270.
DUES	50,024.		50,024.
OTHER EXPENSE	66,375.		66,375.
CONTRACT/RECURRING	10,373.		10,373.
CONSULTING	256,524.		256,524.
OTHER SERVICES	151,016.		151,016.
FUNDRAISING COLLATERAL	354,562.		354,562.
INVESTMENT FEES	238,745.	238,745.	
TAXES & LICENSES	5.		5.
TOTALS	1,920,494.	1,014,036.	906,458.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

TO RECEIVE AND ADMINISTER FUNDS IN SUPPORT OF KAPI'OLANI MEDICAL CENTER FOR WOMEN AND CHILDREN AND OTHER NONPROFIT AFFILIATES.

FORM 990, PART III - PROGRAM SERVICE ACCOMPLISHMENTS

PROGRAM SERVICE ACCOMPLISHMENT A

FOR 23 YEARS, THE KAPI'OLANI HEALTH FOUNDATION HAS BEEN SUPPORTING KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN AND KAPI'OLANI MEDICAL CENTER AT PALI MOMI.

THE FOUNDATION, WHICH IS AN AFFILIATE OF HAWAII PACIFIC HEALTH, FUNDRAISES TO PROVIDE PHILANTHROPIC SUPPORT FOR SERVICES, EQUIPMENT AND PROGRAMS TO FURTHER ENHANCE THE LEVEL OF CARE PROVIDED AT KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN (KMCWC) AND KAPI'OLANI MEDICAL CENTER AT PALI MOMI (KMCPM).

ON BEHALF OF KMCWC, THE KAPI'OLANI HEALTH FOUNDATION PROVIDED FUNDING TO SUPPORT CRITICAL PROGRAMS AND PURCHASE MUCH NEEDED MEDICAL EQUIPMENT ENABLING CARE TO HAWAII'S WOMEN & CHILDREN. AN EXAMPLE WAS FUNDING TO PURCHASE A SECOND CONTINUOUS VENOUS-TO-VENOUS HEMODIALYSIS (CVVH) MACHINE - A STATE-OF THE ART MACHINE THAT SAVES THE FRAGILE KIDNEYS OF HAWAII'S SICKEST CHILDREN. THE FOUNDATION ALSO PROVIDED SUPPORT TO HELP MAKE POSSIBLE TRAINING AND EDUCATIONAL PROGRAMS AS WELL AS ON-GOING PROGRAMS SUCH AS ITS PALLIATIVE CARE PROGRAM, PEDIATRIC ONCOLOGY PROGRAM, AND OTHER CRITICAL PROGRAMS. THIS SUPPORT HAS ENABLED KMCWC TO SUPPORT THE DELIVERY OF FAMILY CENTERED CARE - A NECESSITY FOR HAWAII'S ONLY HIGH-RISK MATERNITY CENTER AND THE STATE'S ONLY PEDIATRIC SPECIALTY CENTER.

AT KAPI'OLANI MEDICAL CENTER AT PALI MOMI, FOUNDATION ACTIVITIES GENERATED SUPPORT FOR THE PALI MOMI WOMEN'S, INTENSIVE CARE UNIT AS WELL AS SUPPORT TO PROVIDE EQUIPMENT TO PALI MOMI RETINA CENTER WHICH PROVIDES SPECIALIZED TREATMENT FOR PATIENTS SUFFERING FROM MACULAR DEGENERATION. IN ADDITION, THE KAPI'OLANI HEALTH FOUNDATION PROVIDED FUNDS FOR THE FAMILY FUND PROVIDING CARE TO NEEDY FAMILIES TO COVER COSTS OF CARE NOT COVERED BY INSURANCE.

FORM 990, PART IV - INVESTMENTS - OTHER SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
CASH & EQUITY SECURITIES	49,778,611.	51,094,879.
SPECIFIC PURPOSE INVESTMENTS	473,541.	490,913.
RESTR ASSET-SPECIFIC PURPOSE	1,696.	1,160.
RESTRICTED ASSET - GRANT	89,965.	929,788.
RESTRICTED ASSET - INVESTMENT	3,225,894.	3,315,215.
TOTALS	53,569,707.	55,831,955.

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DUE FROM KAUAI MEDICAL CLINIC, AN EXEMPT AFFILIATE	221.	252.
DUE FROM HAWAII PACIFIC HEALTH RESEARCH INSTITUTE, AN EXEMPT AFFILIATE	NONE	445,026.
TOTALS	221.	445,278.

FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED ANNUITY - LONG TERM	131,172.	125,274.
DUE TO KAPIOLANI MEDICAL CENTER FOR WOMEN AND CHILDREN, AN EXEMPT AFFILIATE	389,019.	468,438.
DUE TO HAWAII PACIFIC HEALTH, AN EXEMPT AFFILIATE	51,017.	91,915.
DUE TO HAWAII PACIFIC HEALTH RESEARCH INSTITUTE, AN EXEMPT AFFILIATE	43,235.	NONE
DUE TO KAPIOLANI MEDICAL CENTER AT PALI MOMI, AN EXEMPT AFFILIATE	46,641.	116,671.
DUE TO KAPIOLANI MEDICAL SPECIALISTS, AN EXEMPT AFFILIATE	26,117.	17,506.
DUE TO STRAUB FOUNDATION, AN EXEMPT AFFILIATE	9,281.	10,990.
DUE TO STRAUB CLINIC AND HOSPITAL, AN EXEMPT AFFILIATE	10,821.	14,821.
DUE TO WILCOX MEMORIAL HOSPITAL, AN EXEMPT AFFILIATE	22,115.	39,783.
DUE TO WILCOX HOSPITAL FOUNDATION, AN EXEMPT AFFILIATE	21,811.	20,579.
TOTALS	751,229.	905,977.

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
NET ASSETS RELEASED FROM RESTRICTION	1,251,241.
TOTAL	1,251,241.

FORM 990, PART IV-A - OTHER REVENUE ON RETURN BUT NOT ON BOOKS

DESCRIPTION	AMOUNT
RESTRICTED INVESTMENT INCOME	29,941.
RESTRICTED CONTRIBUTIONS	2,859,782.
TOTAL	2,889,723.

STATEMENT 18

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL OMALLEY ESQ 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	CHAIRMAN 1.00	NONE	NONE	NONE
JEFFREY A ARCE 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
RICHARD CHAN 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
MEREDITH CHING 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
PERRY L COCHELL JD 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
CLINTON MS GOO 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
SARA DUDGEON	DIRECTOR 1.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813				
ROBERT T FUJIOKA 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
DAVID HUDSON 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
THOMAS KOSASA MD 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
LORI L MCCARNEY 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
SUSAN PAGE 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
PATRICIA W SHEEHAN 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ANNE TAKABUKI 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
VIRGINIA VALDES-CAMARA MD 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
JOHN C WALKER JR 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
ROBERT WO JR 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
LYNN ARAKI-REGAN 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
KIMBERLY W DEY 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHELLE HO 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
GREG T KOKAME MD 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
PATRICIA M LOUI 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
FRED M NOA 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
ALANA KOBAYASHI PAKKALA 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
HEIDI SNOW 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
GREGORY K YIM MD	DIRECTOR 1.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813				
BARBARA MATTHEWS 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
KEAHI D PELAYO 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
ABELINA MADRID SHAW 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
BARRY ZLATOPER 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
CHARLES A STED 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	DIRECTOR 1.00	NONE	NONE	NONE
DAVID OKABE 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	EVP, CFO & TREASURER 1.00	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES R CHING ESQ 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	SVP, GEN COUNSEL & SECRETARY 1.00	NONE	NONE	NONE
VIRGINIA PRESSLER FISHER 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	SR VICE PRESIDENT 1.00	NONE	NONE	NONE
TERRY LONG 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	VICE PRESIDENT 1.00	NONE	NONE	NONE
EARL INOUYE 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	VP & SYSTEM CONTROLLER 1.00	NONE	NONE	NONE
BETTY KANESHIRO 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	ASSISTANT SECRETARY 1.00	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990, PART V-A RELATIONSHIP SCHEDULE

RELATIONSHIP SCHEDULE

NAME OF OFFICER, DIRECTOR, ETC:	MICHAEL OMALLEY ESQ
NAME OF RELATED ENTITY:	JEFFREY ARCE
TITLE OR ROLE:	DIRECTOR
RELATIONSHIP:	BUSINESS RELATIONSHIP-LEGAL SVCS
NAME OF OFFICER, DIRECTOR, ETC:	JEFFREY A ARCE
NAME OF RELATED ENTITY:	ALANA KOBAYASHI PAKKALA
TITLE OR ROLE:	DIRECTOR
RELATIONSHIP:	BUSINESS RELATIONSHIP-JOINT VENTURE

FORM 990, PART V-A COMPENSATION PROVIDED BY RELATED ORGANIZATION

NAME, ORGANIZATION NAME, RELATIONSHIP	EMPLOYER ID #	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLES A STED HAWAII PACIFIC HEALTH SUPPORTING ORGANIZATION	99-0246363	1,148,152.	176,157.	14,961.
DAVID OKABE HAWAII PACIFIC HEALTH SUPPORTING ORGANIZATION	99-0246363	524,890.	83,702.	10,863.
CHARLES R CHING ESQ HAWAII PACIFIC HEALTH SUPPORTING ORGANIZATION	99-0246363	350,046.	74,363.	NONE
VIRGINIA PRESSLER FISHER HAWAII PACIFIC HEALTH SUPPORTING ORGANIZATION	99-0246363	369,069.	80,169.	2,834.
TERRY LONG HAWAII PACIFIC HEALTH SUPPORTING ORGANIZATION	99-0246363	188,207.	70,447.	NONE

FORM 990, PART V-A COMPENSATION PROVIDED BY RELATED ORGANIZATION

NAME, ORGANIZATION NAME, RELATIONSHIP	EMPLOYER ID #	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EARL INOUYE HAWAII PACIFIC HEALTH SUPPORTING ORGANIZATION	99-0246363	212,425.	71,418.	NONE
BETTY KANESHIRO HAWAII PACIFIC HEALTH SUPPORTING ORGANIZATION	99-0246363	71,553.	28,199.	NONE
	GRAND TOTALS	2,864,342.	584,455.	28,658.

FORM 990, PART V-B - FORMER OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	LOANS AND ADVANCES	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JANA HALL 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	NONE	NONE	NONE	NONE
SEE STATEMENT 2 RE FORMER OFFICERS, DIRECTORS AND TRUSTEES				
ROGER DRUE 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	NONE	NONE	NONE	NONE
SEE STATEMENT 2 RE FORMER OFFICERS, DIRECTORS AND TRUSTEES				
GRAND TOTALS	NONE	NONE	NONE	NONE

FORM 990, PART XI - TRANSFERS TO CONTROLLED ENTITIES STATEMENT

CONTROLLED ENTITY'S NAME: HAWAII PACIFIC HEALTH
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT STREET 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0246363
TRANSFER AMOUNT: 1,102,038.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

CONTROLLED ENTITY'S NAME: KAPIOLANI MEDICAL CENTER AT PALI MOMI
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT STREET 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0274038
TRANSFER AMOUNT: 94,999.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

CONTROLLED ENTITY'S NAME: KAPIOLANI MEDICAL CTR WOMEN & CHILDREN
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT STREET 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0177350
TRANSFER AMOUNT: 60,223.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

CONTROLLED ENTITY'S NAME: HPH RESEARCH INSTITUTE
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT STREET 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0246363
TRANSFER AMOUNT: 152,861.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
DONATIONS

CONTROLLED ENTITY'S NAME: STRAUB FOUNDATION
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT ST., 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0204242
TRANSFER AMOUNT: 1,710.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

FORM 990, PART XI - TRANSFERS FROM CONTROLLED ENTITIES STATEMENT

CONTROLLED ENTITY'S NAME: KAPIOLANI MEDICAL SPECIALISTS
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT STREET 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0322406
TRANSFER AMOUNT: 8,610.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

CONTROLLED ENTITY'S NAME: STRAUB CLINIC & HOSPITAL
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT ST., 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 91-2151670
TRANSFER AMOUNT: 4,001.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

CONTROLLED ENTITY'S NAME: WILCOX MEMORIAL HOSPITAL
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT ST., 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0074365
TRANSFER AMOUNT: 17,668.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

CONTROLLED ENTITY'S NAME: WILCOX HEALTH FOUNDATION
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT ST., 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0204242
TRANSFER AMOUNT: 1,233.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

CONTROLLED ENTITY'S NAME: KAUAI MEDICAL CLINIC
CONTROLLED ENTITY'S ADDRESS: 55 MERCHANT ST., 24TH FLOOR
CITY, STATE & ZIP: HONOLULU, HI 96813
EIN: 99-0326099
TRANSFER AMOUNT: 252.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
INTERNAL SERVICES PROVIDED

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MARTS AND LUNDY INC 1200 WALL STREET WEST LYNDHURST, NJ 07071	CONSULTING	74,917.
DATAPROSE INC 1451 NORTH RICE AVE, SUITE A OXNARD, CA 93030	CONSULTING	70,863.
HENDRIX MIYASAKI SHIN ADVERTISING INC 1580 MAKALOA ST., STE 945 HONOLULU, HI 96814	ADVERTISING	62,581.
TSUNAMI MARKETING 9 NORTH PAUAHI ST., STE 322 HONOLULU, HI 96817	MARKETING	110,340.
TOTAL COMPENSATION		318,701.

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
FCA HAWAII 720 IWILEI ROAD, SUITE 101 HONOLULU, HI 96817	PRINT COMMUNICATIONS	103,634.
TOTAL COMPENSATION		103,634.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

EXPENSES WERE REIMBURSED FOR BUSINESS RELATED ITEMS SUCH AS TRAVELING TO ATTEND CONFERENCES OR TRAINING SESSIONS.

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A

THE RICHARD DAVI SCHOLARSHIP COMMITTEE AWARDS SCHOLARSHIPS FOR EMPLOYEES OF HAWAII PACIFIC HEALTH AND IT'S AFFILIATES. SCHOLARSHIPS OF UP TO $5,000 ARE AWARDED TO GRADUATE STUDENTS ENROLLED AT AN ACCREDITED COLLEGE OR UNIVERSITY. AWARDS ARE TO BE USED FOR THE PURPOSE OF TUITION AND FEES, BOOKS, CLINICAL OR FIELD INTERNSHIPS, OR ANY OTHER EXPENSES PURSUANT TO ADVANCING A CAREER IN HEALTH CARE ADMINISTRATION OR RESEARCH IN MATERNAL/CHILD HEALTH.

SCHEDULE A, PART IV-A - OTHER INCOME

DESCRIPTION	2006	2005	2004	2003	TOTAL
ADMINISTRATION REVENUE	NONE	NONE	10,765.	2,213.	12,978.
TOTALS	NONE	NONE	10,765.	2,213.	12,978.