

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2008, or tax year beginning 07/01, 2008, and ending 06/30, 2009

2008

Department of the Treasury
Internal Revenue Service

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

▶ See instructions on back.

Name of exempt organization

HAWAI' I PACIFIC HEALTH

Employer identification number

99-0246363

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	▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, line 12)	1b	<u>80584054.</u>
2a Form 990-EZ check here	▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here	▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here	▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here	▶ <input type="checkbox"/>	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 2008 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 return 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

Date

VP/SYSTEM CONTROLLER
Title

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 IRS e-file Providers for Business Returns. 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

Kelli A. Alameda

Date 5/13/10

Check if also paid preparer

Check if self-employed

ERO's SSN or PTIN

EIN 34-6565596

Firm's name (or yours if self-employed), address, and ZIP code

ERNST & YOUNG U.S. LLP
TWO NORTH CENTRAL AVENUE, STE 2300
PHOENIX AZ 85004

Phone no. 602/322-3000

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.

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)

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning 07/01, 2008, and ending 06/30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization HAWAI' I PACIFIC HEALTH		D Employer identification number
		Doing Business As		99-0246363
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite		E Telephone number
		55 MERCHANT STREET, 24TH FLOOR City or town, state or country, and ZIP + 4 HONOLULU, HI 96813		(808) 535-7401
F Name and address of principal officer: CHARLES A. STED SAME AS C ABOVE		G Gross receipts \$ 80,714,225.		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
J Website: WWW.HAWAIIIPACIFICHEALTH.ORG		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)		
K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1986 M State of legal domicile: HI		
H(c) Group exemption number ▶				

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8
	5 Total number of employees (Part V, line 2a)	5	944
	6 Total number of volunteers (estimate if necessary)	6	NONE
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	36,514.
b Net unrelated business taxable income from Form 990-T, line 34	7b	NONE	
Revenue	8 Contribution and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	11,712,384.	7,959,105.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	81,859,642.	89,448,423.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,948,334.	-16,896,828.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	96,546,030.	80,584,054.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	135,420.	271,473.
Expenses	14 Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	52,617,544.	60,501,675.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
	b Total fundraising expenses, Part IX, column (D), line 25) ▶ 1,575,534.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	46,492,474.	47,499,888.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	99,245,438.	108,273,036.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	-2,699,408.	-27,688,982.
	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	212,845,052.	303,402,116.
	22 Net assets or fund balances. Subtract line 21 from line 20.	278,395,145.	437,820,665.
		-65,550,093.	-134,418,549.

Part II Signature Block

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.

Sign Here ▶ Signature of officer _____ Date _____

▶ Type or print name and title _____

Paid Preparer's Use Only

Preparer's signature ▶ <i>Kelli A. Arnold</i>	Date 3/14/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ ERNST & YOUNG U. S. LLP TWO NORTH CENTRAL AVENUE, STE 2300 PHOENIX, AZ 85004	EIN ▶ 34-656596	Phone no. ▶ 602/322-3000	

May the IRS discuss this return with the preparer shown above? (See instructions) Yes No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2008)

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes" describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 47,301,999. including grants of \$ _____) (Revenue \$ 29,997,664.)

SEE SCHEDULE O

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ 59,414,245.)

4e Total program service expenses ▶ \$ 47,301,999. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

Table with 3 columns: Question Number, Question Text, Yes, No. Rows include questions 1 through 27 regarding organizational requirements, lobbying activities, donor funds, conservation easements, financial statements, and tax-exempt bond issues.

Part IV Checklist of Required Schedules *(continued)*

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question ID, question text, and Yes/No response boxes. Includes questions 1a through 12b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

Table with columns for question number, description, Yes, and No. Includes questions 1a-11 regarding governing body structure and documentation.

Section B. Policies

Table with columns for question number, description, Yes, and No. Includes questions 12a-16b regarding conflict of interest, whistleblower, and document retention policies.

Section C. Disclosure

Table with columns for question number, description, and answer. Includes questions 17-20 regarding state disclosure, public availability of forms, and organizational information.

Part VIII Statement of Revenue

99-0246363

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	7,693,192.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	265,913.					
	g Noncash contributions included in lines 1a-1f: \$							
	h Total. Add lines 1a-1f ▶			7,959,105.				
	Program Service Revenue	Business Code						
2a ADMIN/MGT SERVICES TO TAX EXEMPT AFFILIA			561000	87,822,278.	87,785,764.	36,514.		
b CLINICAL TRIALS			900099	539,395.	539,395.			
c INDIRECT COSTS			900099	1,086,750.	1,086,750.			
d _____								
e _____								
f All other program service revenue								
g Total. Add lines 2a-2f ▶				89,448,423.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) STMT. 2 . . ▶			-16,872,554.			-16,872,554.	
	4 Income from investment of tax-exempt bond proceeds . . . ▶			NONE				
	5 Royalties ▶			NONE				
	6a Gross Rents	(i) Real	(ii) Personal					
				98,315.				
		b Less: rental expenses		24,960.				
		c Rental income or (loss)		73,355.				
	d Net rental income or (loss) ▶			73,354.			73,354.	
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
				80,937.				
		b Less: cost or other basis and sales expenses		105,211.				
		c Gain or (loss)		-24,274.				
	d Net gain or (loss) ▶			-24,274.			-24,274.	
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18.	a						
		b Less: direct expenses	b					
		c Net income or (loss) from fundraising events ▶			NONE			
	9a Gross income from gaming activities. See Part IV, line 19.	a						
		b Less: direct expenses	b					
c Net income or (loss) from gaming activities ▶				NONE				
10a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory. ▶			NONE				
Miscellaneous Revenue			Business Code					
11a _____								
	b _____							
	c _____							
	d All other revenue							
e Total. Add lines 11a-11d ▶			NONE					
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶				80,584,054.	89,411,909.	36,514.	-16,823,474.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	271,473.	271,473.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	8,535,745.		8,535,745.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	41,617,041.	18,873,604.	21,519,235.	1,224,202.
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	1,700,547.	641,957.	1,016,927.	41,663.
9 Other employee benefits	5,412,377.	3,332,388.	1,945,786.	134,203.
10 Payroll taxes	3,235,965.	1,371,891.	1,779,382.	84,692.
11 Fees for services (non-employees):				
a Management	NONE			
b Legal	1,587,908.	99,195.	1,488,713.	
c Accounting	144,456.	68,080.	76,376.	
d Lobbying	53,805.	2,805.	51,000.	
e Professional fundraising services. See Part IV, line 17	NONE			
f Investment management fees	3,303.		3,303.	
g Other	9,084,664.	3,866,372.	5,175,816.	42,476.
12 Advertising and promotion	3,682,370.	67,303.	3,615,067.	
13 Office expenses	1,046,431.	476,108.	569,872.	451.
14 Information technology	6,452,555.	778,020.	5,674,535.	
15 Royalties	NONE			
16 Occupancy	2,425,823.	2,114,020.	311,803.	
17 Travel	400,456.	167,996.	232,460.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	209,700.	50,833.	158,867.	
20 Interest	3,212,371.	231,121.	2,981,250.	
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization . . .	3,591,016.	1,318,248.	2,230,610.	42,158.
23 Insurance	527,096.	3,181.	523,915.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a PROGRAM SERVICE EXPENDITURES	13,274,626.	13,269,228.		5,398.
b OTHER PURCHASES _____	992,210.	241,899.	750,020.	291.
c UTILITIES-OTHER _____	35,241.	35,241.		
d ALL OTHER EXPENSES _____	775,857.	21,036.	754,821.	
e _____				
f All other expenses _____				
25 Total functional expenses. Add lines 1 through 24f	108,273,036.	47,301,999.	59,395,503.	1,575,534.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	38,670,144.	2	33,975,710.
	3 Pledges and grants receivable, net	2,063,339.	3	913,624.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sales or use		8	
	9 Prepaid expenses and deferred charges	1,399,827.	9	1,268,596.
	10a Land, buildings, and equipment: cost basis	10a 70,486,717.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D.	10b 47,229,606.	25,977,311.	10c 23,257,111.
	11 Investments - publicly traded securities	35,822,953.	11	150,613,572.
	12 Investments - other securities. See Part IV, line 11	20,644,229.	12	27,848,610.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	88,267,249.	15	65,524,893.
16 Total assets. Add lines 1 through 15 (must equal line 34)	212,845,052.	16	303,402,116.	
Liabilities	17 Accounts payable and accrued expenses	20,546,366.	17	20,459,433.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	219,487,047.	20	302,461,066.
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	15,000,000.	23	25,000,000.
	24 Unsecured notes and loans payable		24	
25 Other liabilities. Complete Part X of Schedule D	23,361,732.	25	89,900,166.	
26 Total liabilities. Add lines 17 through 25	278,395,145.	26	437,820,665.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-79,718,807.	27	-143,455,190.
	28 Temporarily restricted net assets	12,283,143.	28	6,981,730.
	29 Permanently restricted net assets	1,885,571.	29	2,054,911.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	-65,550,093.	33	-134,418,549.	
34 Total liabilities and net assets/fund balances	212,845,052.	34	303,402,116.	

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?		X
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		
2c			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3a			
b	If "Yes," did the organization undergo the required audit or audits?	X	
3b			

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization

HAWAI' I PACIFIC HEALTH

Employer identification number

99-0246363

Part I Reason for Public Charity Status (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is: (Please check only **one** organization.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H.)
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 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 exempt 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)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally Integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

	Yes	No
11g(i)		<input checked="" type="checkbox"/>
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		<input checked="" type="checkbox"/>
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		<input checked="" type="checkbox"/>
- h Provide the following information about the organizations the organization supports.

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
SEE STATEMENT 3									
Total									61,856,898.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule A (Form 990 or 990-EZ) 2008

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1-3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10.

12 Gross receipts from related activities, etc. (See instructions.)
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here.
16b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here.
17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here.
17b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here.
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line number, Percentage. Rows include: 15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)); 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line number, Percentage. Rows include: 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)); 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
19b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities
For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No. 1545-0047

2008
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations described below.
▶ Attach to Form 990 or Form 990-EZ.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(cy)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <u>HAWAI' I PACIFIC HEALTH</u>	Employer identification number <u>99-0246363</u>
--	---

Part I-A To be completed by all organizations exempt under section 501(c) and section 527 organizations.
See the instructions for Schedule C for details.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ \$ _____

3 Volunteer hours _____

Part I-B To be completed by all organizations exempt under section 501(c)(3).
See the instructions for Schedule C for details.

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . ▶ \$ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV.

Part I-C To be completed by all organizations exempt under section 501(c), except section 501(c)(3).
See the instructions for Schedule C for details.

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____

3 Total of direct and indirect exempt function expenditures. Add lines 1 and 2 and enter here and on Form 1120-POL, line 17b ▶ \$ _____

4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 State the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. Enter the amount paid and indicate if the amount was paid from the filing organization's funds or were political contributions received and promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

Part II-A To be completed by organizations exempt under section 501(c)(3) that filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

- A Check if the filing organization belongs to an affiliated group.
- B Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%; text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	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.	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.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
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.													
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.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. Enter -0- if line g is more than line a														
i Subtract line 1f from line 1c. Enter -0- if line f is more than line c														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

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 2a through 2f of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) Total
2 a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B To be completed by organizations exempt under section 501(c)(3) that have NOT filed Form 5768 (election under section 501(h)). See the instructions for Schedule C for details.

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; a Volunteers?; b Paid staff or management...; 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 Other activities? If "Yes," describe in Part IV; j Total lines 1c through 1i; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; b If "Yes," enter the amount of any tax incurred under section 4912; c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

Part III-A To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6). See the instructions for Schedule C for details.

Table with 3 columns: Question, Yes, No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carryover lobbying and political expenditures from the prior year?

Part III-B To be completed by all organizations exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, questions 1 and 2 are answered "No" OR if Part III-A, question 3 is answered "Yes." See Schedule C instructions for details.

Table with 3 columns: Question, Yes, No. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); a Current year; b Carryover from last year; c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (line 2c total minus 3 and 4)

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5 and Part II-B, line 1i. Also, complete this part for any additional information.

SEE PAGE 4

Series of horizontal dashed lines for supplemental information.

Part IV Supplemental Information (continued)

LOBBYING ACTIVITY

PART II-B, LINE 1H

REGISTERED LOBBYIST PROVIDES GENERAL ADVICE ON LEGISLATIVE ACTIVITIES INCLUDING INFORMATION AND INSIGHT ON LEGISLATIVE ACTIONS THAT MAY BE OF INTEREST TO HPH. INDIVIDUAL ALSO PROVIDES GUIDANCE AND INSIGHT ON HOW TO NEGOTIATE THROUGH THE LEGISLATIVE PROCESS WHEN TRYING TO PASS LEGISLATION AS WELL AS INFORMATION AND INSIGHT ON THE GENERAL ACTIVITIES OF WHAT'S HAPPENING AT THE LEGISLATURE. INDIVIDUAL DOES SPEAK TO LEGISLATORS, SOMETIMES ON BEHALF OF LEGISLATION OR ISSUES IN WHICH HPH HAS AN INTEREST. INDIVIDUAL ALSO HAS AN INPUT ON HPH'S OVERALL LEGISLATIVE/COMMUNITY COMMUNICATION PLAN BUT DOES NOT SEND MAILINGS OUT TO LEGISLATORS OR THE PUBLIC ON OUR BEHALF.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Name of the organization

Employer identification number

HAWAI' I PACIFIC HEALTH

99-0246363

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements, including questions 1-9 and a table for 'Held at the End of the Year' with columns 2a-2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, including questions 1a-2.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|---|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	22,012,121.				
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	3,027,713.				
f Administrative expenses					
g End of year balance	18,984,408.				

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment ▶ 100.0000 %
 - b Permanent endowment ▶ _____ %
 - c Term endowment ▶ _____ %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---------------------------------------|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		10,935,332.		10,935,332.
b Buildings		970,680.	573,969.	396,711.
c Leasehold improvements		7,759,565.	7,156,709.	602,855.
d Equipment		46,468,273.	39,346,775.	7,121,498.
e Other		4,352,867.	152,153.	4,200,715.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				23,257,111.

Part XIV Supplemental Information (continued)

SCHEDULE D, PART X

FIN 48 FOOTNOTE

EFFECTIVE 7/1/2007, HAWAI'I PACIFIC HEALTH ADOPTED PROVISIONS OF FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) INTERPRETATION NO. 48, ACCOUNTING FOR INCOME TAXES (FIN 48). FIN 48 ADDRESSES THE ACCOUNTING UNCERTAINTY IN INCOME TAXES RECOGNIZED FOR AN ENTERPRISE'S FINANCIAL STATEMENT AND PRESCRIBES A THRESHOLD OF MORE LIKELY THAN NOT FOR RECOGNITION AND DERECOGNITION OF TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. FIN 48 ALSO PROVIDES RELATED GUIDANCE ON MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES, AND DISCLOSURE. AS A RESULT OF THE IMPLEMENTATION OF FIN 48, HAWAI'I PACIFIC HEALTH DETERMINED THAT THE PROVISIONS OF FIN 48 DID NOT HAVE A MATERIAL EFFECT ON ITS FINANCIAL STATEMENTS AT JUNE 30, 2009.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS
 FORM 990, SCHEDULE I
 THE HAWAII PACIFIC HEALTH DONATIONS COMMITTEE REVIEWS AND APPROVES
 DONATIONS TO 501(C)3 ORGANIZATIONS ON AN ANNUAL BASIS. THE DONATIONS ARE
 CLASSIFIED AS GENERAL, DISCRETIONARY, OR OTHER DONATIONS. GENERAL
 DONATIONS ARE FOR ORGANIZATIONS WITH A DIRECT CONNECTION TO HEALTH CARE
 SERVICES OR HEALTH CARE RELATED SOCIAL SERVICES. THESE DONATIONS ARE
 SPECIFICALLY IDENTIFIED IN TERMS OF THE DONATION RECIPIENT AND AMOUNT.
 DISCRETIONARY DONATIONS ARE AT THE DISCRETION OF HAWAII PACIFIC HEALTH'S
 EXECUTIVE LEADERSHIP UP TO SPECIFIC DOLLAR LIMITS BASED ON JOB

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Attach to Form 990. To be completed by organizations
that answered "Yes" to Form 990, Part IV, line 23.

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

HAWAI' I PACIFIC HEALTH

Employer identification number

99-0246363

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

a Receive a severance payment or change of control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

b Any related organization?
If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

b Any related organization?
If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
1b	X	
2	X	
4a	X	
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

SCHEDULE J, PART I, LINE 1A-----
 HEALTH & SOCIAL CLUB DUES-----
 PERTAINS TO VARIOUS OFFICERS OF THE ORGANIZATION OF WHICH THE AMOUNTS
 HAVE BEEN REPORTED ON THEIR W-2.-----

 SCHEDULE J, PART I, LINE 4A-----
 SEVERANCE PAYMENT-----
 PAID TO KENNETH PIERCE, M.D. \$269,797-----

 SCHEDULE J, PART I, LINE 4B-----
 SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN-----
 JENNIE CHAHANOVICH \$25,527-----
 WARREN CHAIKO \$18,712-----
 CHARLES R. CHING \$40,512-----
 KATHLEEN CLARK \$21,852-----
 ARTHUR GLADSTONE \$26,000-----
 KIM HADDEN \$19,337-----
 EARL INOUYE \$29,872-----

Department of the Treasury
Internal Revenue Service

Name of the organization

HAWAII PACIFIC HEALTH

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Schedule J, Part II)

Employer identification number

99-0246363

Continuation Sheet for Schedule J (Form 990)

▶ Attach to Form 990 to list additional information regarding compensation.

Open to Public Inspection

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(i) DALE GLENN, M. D.	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) DALE GLENN, M. D.	169,774.	13,100.	7,759.	7,687.	12,860.	211,180.	NONE
(i) KENNETH T. NAKAMURA, M. D.	224,717.	29,007.	44,230.	44,426.	12,455.	354,835.	138,650.
(ii) KENNETH T. NAKAMURA, M. D.	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(i) KENN SARUWATARI, M. D.	236,276.	15,100.	3,000.	22,400.	19,693.	296,469.	114,600.
(ii) KENN SARUWATARI, M. D.	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(i) DENNIS SCHEPPERS, M. D.	251,286.	6,560.	2,017.	9,200.	11,830.	280,893.	113,964.
(ii) DENNIS SCHEPPERS, M. D.	698,977.	203,227.	192,366.	274,431.	770.	1,369,771.	528,826.
(i) CHARLES A. STED	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) CHARLES A. STED	145,411.	NONE	452.	6,799.	15,459.	168,121.	153,119.
(i) GERI YOUNG, M. D.	166,647.	NONE	NONE	NONE	NONE	166,647.	NONE
(ii) GERI YOUNG, M. D.	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(i) ROBERT SCHULZ, M. D.	573,852.	28,100.	97.	9,200.	12,780.	624,029.	301,606.
(ii) ROBERT SCHULZ, M. D.	383,410.	89,902.	22,998.	114,884.	12,527.	623,721.	207,098.
(i) DAVID OKABE	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) DAVID OKABE	559,000.	130,955.	7,800.	201,705.	13,852.	913,312.	278,900.
(i) RAYMOND P. VARA JR.	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) RAYMOND P. VARA JR.	376,337.	83,100.	57,043.	138,775.	13,444.	668,699.	240,142.
(i) KENNETH B. ROBBINS, M. D.	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) KENNETH B. ROBBINS, M. D.	288,188.	70,803.	53,294.	113,100.	11,940.	537,325.	195,894.
(i) GAIL LERCH	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) GAIL LERCH	299,871.	69,357.	9,478.	78,063.	25,156.	481,925.	157,108.
(i) VIRGINIA PRESSLER-FISHER,	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) VIRGINIA PRESSLER-FISHER,	281,213.	66,981.	21,112.	82,372.	11,158.	462,836.	156,921.
(i) CHARLES R. CHING	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) CHARLES R. CHING	271,581.	64,488.	NONE	79,020.	25,383.	440,472.	132,500.
(i) STEVEN ROBERTSON	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) STEVEN ROBERTSON	191,475.	27,702.	NONE	47,654.	5,708.	272,539.	95,550.
(i) TERRY LONG	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) TERRY LONG	211,985.	29,339.	21,836.	55,497.	748.	319,405.	105,690.
(i) EARL INOUYE	NONE	NONE	NONE	NONE	NONE	NONE	NONE
(ii) EARL INOUYE	NONE	NONE	NONE	NONE	NONE	NONE	NONE

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

**SCHEDULE J-1
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

HAWAII PACIFIC HEALTH

Continuation Sheet for Schedule J (Form 990)

▶ Attach to Form 990 to list additional information regarding compensation.

OMB No. 1545-0047

2008

Open to Public Inspection

Employer identification number

99-0246363

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (Schedule J, Part II)

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(i) ARTHUR GLADSTONE	256,594.	42,345.	36,865.	36,925.	18,679.	391,408.	147,259.
(ii) HILTON RAETHEL	188,279.	25,708.	1,380.	35,957.	659.	251,983.	93,190.
(i) SUSAN MASUMOTO-NONAKA	180,035.	24,697.	NONE	25,300.	22,475.	252,507.	90,825.
(ii) WARREN CHAIKO	191,997.	27,688.	21,609.	29,637.	14,622.	285,553.	115,709.
(i) PRUDENCE KUSANO	150,472.	NONE	NONE	7,218.	7,482.	165,172.	64,766.
(ii) MELINDA ASHTON, M. D.	220,296.	18,917.	NONE	9,464.	12,892.	261,569.	109,362.
(i) MARTHA SMITH	300,353.	54,565.	34,491.	71,028.	18,084.	478,521.	184,990.
(ii) JENNIE CHAHANOVICH	207,853.	40,578.	21,605.	36,452.	5,985.	312,473.	122,404.
(i) DELIA KNUDSEN	182,973.	26,633.	16,475.	34,556.	9,379.	270,016.	106,475.
(ii) KIM HADDEN	199,619.	25,832.	NONE	23,799.	8,272.	257,522.	95,000.
(i) KATHLEEN CLARK	187,975.	35,196.	NONE	32,280.	5,018.	260,469.	91,050.
(ii) KENNETH PIERCE, M. D.	NONE	NONE	269,797.	NONE	343.	270,140.	NONE
(i) _____	_____	_____	_____	_____	_____	_____	_____
(ii) _____	_____	_____	_____	_____	_____	_____	_____
(i) _____	_____	_____	_____	_____	_____	_____	_____
(ii) _____	_____	_____	_____	_____	_____	_____	_____
(i) _____	_____	_____	_____	_____	_____	_____	_____
(ii) _____	_____	_____	_____	_____	_____	_____	_____

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-1 (Form 990) 2008

**SCHEDULE J-2
(Form 990)**

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the Organization

HAWAI' I PACIFIC HEALTH

Employer Identification number

99-0246363

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
KAREN CHANG BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
CLINTON R. CHURCHILL BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
PAMELA DOHRMAN BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
DALE GLENN, M. D. BOARD OF DIRECTOR	1.	X					NONE	190,633.	20,547.	
FAYE KURREN BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
COLBERT M. MATSUMOTO BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
KENNETH T. NAKAMURA, M. D. BOARD OF DIRECTOR	1.	X					297,954.	NONE	56,881.	
DAVID T. PIETSCH, JR. CHAIR, BOARD OF DIRECTOR	1.	X		X			NONE	NONE	NONE	
KENN SARUWATARI, M. D. VICE CHAIR, BOARD OF DIRECTOR	1.	X		X			NONE	254,376.	42,093.	
DENNIS SCHEPPERS, M. D. BOARD OF DIRECTOR	1.	X					NONE	259,863.	21,030.	
CHARLES A. STED PRESIDENT & CEO, BOARD OF DIR.	32.	X		X			1,094,570.	NONE	275,201.	
MELVIN VENTURA BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
DON WILCOX, M. D. BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
MARK WONG BOARD OF DIRECTOR	1.	X					NONE	NONE	NONE	
GERI YOUNG, M. D. BOARD OF DIRECTOR	1.	X					145,863.	166,647.	22,258.	
ROBERT SCHULZ, M. D. BOARD OF DIRECTOR	1.	X					NONE	602,049.	21,980.	
DAVID OKABE EVP, CFO & TREASURER	35.			X			496,310.	NONE	127,411.	
RAYMOND P. VARA JR. EVP & CEO OF OPERATIONS	5.			X			697,755.	NONE	215,557.	
KENNETH B. ROBBINS, M. D. EVP & CMO	10.			X			516,480.	NONE	152,219.	
GAIL LERCH EVP	40.			X			412,285.	NONE	125,040.	
VIRGINIA PRESSLER-FISHER, M. D. EVP	45.			X			378,706.	NONE	103,219.	

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-2 (Form 990) 2008

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization HAWAI' I PACIFIC HEALTH	Employer Identification number 99-0246363
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Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CHARLES R. CHING EVP, GEN' L COUNSEL & SECRETARY	30.			X				369,306.	NONE	93,530.
STEVEN ROBERTSON EVP & CIO	15.			X				336,069.	NONE	104,403.
TERRY LONG VP	30.			X				219,177.	NONE	53,362.
EARL INOUYE VP & SYSTEM CONTROLLER	25.			X				263,160.	NONE	56,245.
ARTHUR GLADSTONE VP & CNE	5.			X				335,804.	NONE	55,604.
HILTON RAETHEL VP	15.			X				215,367.	NONE	36,616.
SUSAN MASUMOTO-NONAKA VP	20.			X				204,732.	NONE	47,775.
WARREN CHAIKO VP	10.			X				241,294.	NONE	44,259.
PRUDENCE KUSANO COMPLIANCE OFFICER	1.			X				150,472.	NONE	14,700.
MELINDA ASHTON, M.D. MEDICAL DIRECTOR	40.			X				239,213.	NONE	22,356.
DAVID FOX PRIVACY & INFO SECURITY OFF' R.	4.			X				101,691.	NONE	14,487.
JESSICA BRUGGEMANN ASSISTANT CORPORATE SECRETARY	1.			X				80,794.	NONE	8,337.
MARTHA SMITH COO KMCWC	1.					X		389,409.	NONE	89,112.
JENNIE CHAHANOVICH COO KMCPM	1.					X		270,036.	NONE	42,437.
DELIA KNUDSEN VP	15.					X		226,081.	NONE	43,935.
KIM HADDEN VP & CNE HOSPITAL OPER.	1.					X		225,451.	NONE	32,071.
KATHLEEN CLARK COO WMH	1.					X		223,171.	NONE	37,298.
KENNETH PIERCE, M.D. FORMER OFFICER							X	269,797.	NONE	343.

Supplemental Information on Tax-Exempt Bonds

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

Department of the Treasury
Internal Revenue Service

Name of the organization

HAWAI'I PACIFIC HEALTH

Employer identification number

99-0246363

Part I Bond Issues (Required for 2008)

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
A STATE OF HAWAI'I, DEPARTMENT OF BUDGET & FINANCE	99-0266961	419771AA8	01/14/2004	29,447,000.	FINANCE HPH HEALTHCARE CONSTRUCT		X	X	X
B STATE OF HAWAI'I, DEPARTMENT OF BUDGET & FINANCE	99-0266961	419771AC4	01/14/2004	50,000,000.	FINANCE HPH HEALTHCARE CONSTRUCT		X		X
C STATE OF HAWAI'I, DEPARTMENT OF BUDGET & FINANCE	99-0266961	419800EH5	04/07/2005	128,305,000.	EQUIPMENT FINANCED W BOND PROCESS		X		X
D STATE OF HAWAI'I, DEPARTMENT OF BUDGET & FINANCE	99-0266961		06/27/2005	28,600,000.	EQUIPMENT FINANCED W BOND PROCESS		X		X
E STATE OF HAWAI'I, DEPARTMENT OF BUDGET & FINANCE	99-0266961	419800HS9	04/02/2009	88,875,000.	TO REFUND SERIES 2005 BOND		X		X

Part II Proceeds (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Total proceeds of issue										
2 Gross proceeds in reserve funds										
3 Proceeds in refunding or defeasance escrows										
4 Other unspent proceeds										
5 Issuance costs from proceeds										
6 Working capital expenditures from proceeds										
7 Capital expenditures from proceeds										
8 Year of substantial completion										
9 Were the bonds issued as part of a current refunding issue?										
10 Were the bonds issued as part of an advance refunding issue?										
11 Has the final allocation of proceeds been made?										
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?										

Part III Private Business Use (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?										
2 Are there any lease arrangements with respect to the financed property which may result in private business use?										

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3 a Are there any management or service contracts with respect to the financed property which may result in private business use?										
b Are there any research agreements with respect to the financed property which may result in private business use?										
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?										
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▲		%		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▲		%		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?										

Part IV Arbitrage (Optional for 2008)

1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?										
2 Is the bond issue a variable rate issue?										
3 a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?										
b Name of provider										
c Term of hedge										
4 a Were gross proceeds invested in a GIC?										
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?										
6 Did the bond issue qualify for an exception to rebate?										

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons
 ▶ Attach to Form 990 or Form 990-EZ.
 ▶ To be completed by organizations that answered
 "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
 or Form 990-EZ, Part V, lines 38b or 40b.

OMB No. 1545-0047

2008

Open To Public Inspection

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
 To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
 To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
Total ▶ \$ _____										

Part III Grants or Assistance Benefitting Interested Persons.
 To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.
 To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
FAYE KURREN	HPH B/M FHB DIR	855,923.	FEES & INT. PAID TO FHB		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule L (Form 990 or 990-EZ) 2008

Name of the organization

Employer identification number

HAWAI' I PACIFIC HEALTH

99-0246363

PRIOR YEAR REVENUE AMOUNTS

FORM 990, PART I, LINE 10 - 12

PRIOR YEAR UNREALIZED GAINS HAVE BEEN RECLASSIFIED OUT OF PRIOR YEAR

REVENUES AND INTO EQUITY IN ORDER TO PROPERLY STATE COMPARABLE INVESTMENT

INCOME.

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
---	--

ORGANIZATION'S MISSION STATEMENT

FORM 990, PART I, LINE 1, AND PART III, LINE 1

HAWAI' I PACIFIC HEALTH IS A NONPROFIT HEALTH CARE SYSTEM THAT IS
 COMMITTED TO PROVIDING THE HIGHEST QUALITY AND MOST ACCESSIBLE MEDICAL
 CARE AND SERVICE TO THE PEOPLE OF HAWAI' I AND THE PACIFIC REGION.

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
---	--

DESCRIPTION OF PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4

PART III - STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS:

FOR MORE THAN A CENTURY, RESIDENTS AND VISITORS HAVE DEPENDED ON THE HOSPITALS, CLINICS, PHYSICIANS AND STAFF OF HAWAI' I PACIFIC HEALTH AS THEIR TRUSTED HEALTH CARE PROVIDERS. AS THE STATE'S LARGEST HEALTH CARE PROVIDER AND LARGEST PRIVATE EMPLOYER, IT PROVIDES A FULL RANGE OF PRIMARY, SECONDARY AND SELECT TERTIARY CARE SERVICES. THE NETWORK IS ANCHORED BY ITS FOUR NONPROFIT HOSPITALS: KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN, KAPI'OLANI MEDICAL CENTER AT PALI MOMI, STRAUB CLINIC & HOSPITAL AND WILCOX MEMORIAL HOSPITAL. THE SYSTEM EMPLOYS MORE THAN 5,400 FULL- AND PART-TIME EMPLOYEES AND MORE THAN 1,300 PHYSICIANS. IN ADDITION, HUNDREDS OF PEOPLE FROM THE COMMUNITY VOLUNTEER AT THE HOSPITALS EVERY YEAR. DURING FISCAL YEAR 2009, THE FOUR HOSPITALS ADMITTED 34,445 PATIENTS FOR A TOTAL OF 155,836 PATIENT DAYS. KAUA' I MEDICAL CLINIC'S TOTAL PATIENT VISITS WERE 229,703. THE EMERGENCY ROOMS AT KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN, KAPI`OLANI MEDICAL CENTER AT PALI MOMI, STRAUB CLINIC & HOSPITAL AND WILCOX MEMORIAL HOSPITAL COMBINED TO TREAT 115,860 PATIENTS.

AFFILIATES AND SUBSIDIARIES

HAWAI' I PACIFIC HEALTH IS COMPRISED OF FOUR AFFILIATE HOSPITALS, 44 OUTPATIENT CLINICS AND SERVICE SITES INCLUDING KAUA' I MEDICAL CLINIC, AND THE SPECIALTY PHYSICIAN GROUP KAPI`OLANI MEDICAL SPECIALISTS. IN ADDITION, THE SYSTEM INCLUDES THREE FOUNDATIONS AND TWO SUBSIDIARIES. KAPI`OLANI HEALTH FOUNDATION, STRAUB FOUNDATION AND WILCOX HEALTH

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
---	--

FOUNDATION MAKE UP THE FOUNDATIONS OF HAWAI' I PACIFIC HEALTH. THESE CHARITABLE ENTITIES HELP SUPPORT HEALTH RESEARCH, FACILITY ENHANCEMENTS, TECHNOLOGY INVESTMENTS, EDUCATIONAL PROGRAMS AND OTHER NECESSARY RESOURCES FOR THEIR RESPECTIVE HOSPITALS. HAWAI' I PACIFIC HEALTH PARTNERS, INC. IS A FOR-PROFIT SUBSIDIARY THAT SERVES AS THE JOINT VENTURE PARTNER WHEN HAWAI' I PACIFIC HEALTH PARTNERS WITH OTHER PROVIDERS. PROVIDERS INSURANCE CORPORATION IS A CAPTIVE INSURANCE COMPANY THAT PROVIDES PROFESSIONAL LIABILITY INSURANCE TO HAWAI' I PACIFIC HEALTH-AFFILIATED EMPLOYED PHYSICIANS.

PATIENT CARE COLLECTIVELY, THE HOSPITALS AND CLINICS OF HAWAI' I PACIFIC HEALTH LEAD THE STATE IN THE AREAS OF WOMEN' S HEALTH, PEDIATRIC CARE, CARDIOVASCULAR SERVICES, BONE AND JOINT SERVICES AND CANCER CARE. THEY RANK AMONG THE TOP 3.8 PERCENT OF HOSPITALS NATIONWIDE IN ELECTRONIC MEDICAL RECORD (EMR) ADOPTION, WITH SYSTEM-WIDE EMR IMPLEMENTATION THAT ENABLES INTEGRATED, COORDINATED CARE THROUGHOUT THE STATE. THIS STATEWIDE NETWORK OF ACUTE CARE HOSPITALS AND OUTPATIENT CLINICS INCLUDES: THE REGION' S ONLY FULL SERVICE CHILDREN' S HOSPITAL, A STATE-OF-THE-ART IMAGING CENTER ON KAUA' I, LEEWARD O' AHU' S ONLY CARDIAC CATHETERIZATION LAB, A PIONEERING BONE AND JOINT PRACTICE, A FULLY ACCREDITED SLEEP DISORDERS CENTER, THE PACIFIC REGION' S ONLY MULTI-DISCIPLINARY BURN UNIT, THE STATE' S FIRST WOMEN' S CENTER, THE STATE' S ONLY BREAST AND WOMEN' S CANCER CENTERS, AND OTHER SPECIALIZED HEALTH SERVICES CONSIDERED CRITICAL TO THE REMOTE HAWAIIAN ARCHIPELAGO.

COMMUNITY ROLE/ACTIVITY

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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AS THE STATE'S LARGEST HEALTH CARE PROVIDER, HAWAI' I PACIFIC HEALTH IS COMMITTED TO IMPROVING THE HEALTH OF ALL HAWAI' I RESIDENTS BY CONDUCTING HEALTH EDUCATION, TEACHING AND RESEARCH, AND BY SUPPORTING SIMILAR EFFORTS BY OTHER ORGANIZATIONS.

IN FISCAL YEAR 2009, HAWAI' I PACIFIC HEALTH'S COMMUNITY BENEFIT PROGRAMS AMOUNTED TO \$8.7 MILLION. THESE INCLUDED THE SEX ABUSE TREATMENT CENTER, KAPI' OLANI CHILD PROTECTION CENTER, HEART DISEASE PREVENTION, BREAST AND CERVICAL CANCER SCREENING FOR UNINSURED INDIVIDUALS, WOMEN AND INFANT HEALTH AND NUTRITION, REHABILITATION SERVICES, VARIOUS SUPPORT GROUPS, FREE GLUCOSE MONITORING AND BLOOD PRESSURE SCREENING, HEMOPHILIA PROGRAM COORDINATION, AND MANY OTHER EDUCATION AND SCREENINGS FOR HAWAI' I RESIDENTS ON THE LATEST HEALTH, WELLNESS AND PREVENTION STRATEGIES. IN FISCAL 2009, ITS MEDICAL SPECIALISTS DELIVERED FREE PUBLIC HEALTH EDUCATION PROGRAMS THAT HELPED THOUSANDS OF INDIVIDUALS LEARN THE LATEST STRATEGIES FOR PREVENTING OR MANAGING HEART ATTACKS, CANCER, ARTHRITIS, ASTHMA, ALLERGIES, STRESS, OSTEOPOROSIS, OBESITY AND DRUG ABUSE. THEY INCLUDED KIDS FEST, LIVING HEALTHY IN PARADISE, WOMEN'S WAY TO HEALTH, CANCER CARE: CURRENT ISSUES, BREATHE WITH EASE, VALENTINE IN PARADISE AND GETTING A GRIP ON ARTHRITIS.

TO TRAIN HEALTH CARE PROVIDERS FOR THE NEXT GENERATION, HAWAI' I PACIFIC HEALTH HAS STRONG ALLIANCES WITH THE UNIVERSITY OF HAWAII'S JOHN A. BURNS SCHOOL OF MEDICINE AND HAWAI' I PACIFIC UNIVERSITY. AS A MAJOR PEDIATRIC AND OB/GYN TRAINING FACILITY FOR THE UNIVERSITY OF HAWAI' I, HAWAI' I PACIFIC HEALTH INVESTS MORE THAN \$5,435,000 EACH YEAR INTO TEACHING AND RESEARCH. KAPI' OLANI MEDICAL CENTER FOR WOMEN & CHILDREN IS ACTIVELY

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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INVOLVED IN CLINICAL TRIALS. OTHER RESEARCH AREAS OF FOCUS INCLUDE
 PEDIATRICS, ONCOLOGY, OPHTHALMOLOGY AND CARDIOLOGY.

PUBLIC POLICY

HAWAI' I PACIFIC HEALTH HAS A RESPONSIBILITY TO OFFER THOUGHTFUL AND
 INNOVATIVE INPUT TO LAWMAKERS REGARDING HEALTH CARE POLICY AND
 LEGISLATION. THE ORGANIZATION'S LEADERS ARE PASSIONATE ADVOCATES FOR
 LEGISLATIVE REFORMS AND REGULATORY ENHANCEMENTS TO RETAIN TOP PHYSICIANS
 IN THE STATE AND PROVIDE GREATER STABILITY FOR ALL HEALTH CARE PROVIDERS.
 DURING THE MOST RECENT LEGISLATIVE SESSION, HAWAI' I PACIFIC HEALTH
 SUPPORTED LEGISLATION TO REFORM THE STATE'S REIMBURSEMENT SYSTEM, CURB
 PUBLIC SMOKING, ENHANCE SERVICES FOR PREGNANT WOMEN WITH SUBSTANCE ABUSE
 PROBLEMS, IMPROVE ACCESS TO TELEMEDICINE, RECRUIT AND TRAIN NURSES, AND
 STRENGTHEN THE STATE'S EMERGENCY PREPAREDNESS PLANS.

OTHER

IN 2009, HAWAI' I PACIFIC HEALTH SUPPORTED NUMEROUS COMMUNITY EVENTS,
 INCLUDING THE GREAT ALOHA RUN, AMERICAN HEART ASSOCIATION HEARTWALK,
 SUSAN G. KOMEN RACE FOR THE CURE, AMERICAN CANCER SOCIETY RELAY FOR LIFE,
 AND ARTHRITIS FOUNDATION ARTHRITIS WALK. IT PARTICIPATED IN THE
 ASIA-PACIFIC ASSOCIATION OF PEDIATRIC UROLOGY'S 10TH ANNUAL MEETING, THE
 4TH COLLABORATIVE NEONATAL AND PEDIATRIC NURSES CONFERENCE, AND OTHER
 MEETINGS FOR HEALTH CARE PROFESSIONALS. IT HIRED 62 COLLEGE STUDENTS AS
 SUMMER INTERNS, AND SPONSORED WORKSHOPS FOR ITS MORE THAN 800
 VOLUNTEERS.

HAWAI' I PACIFIC HEALTH IS COMMITTED TO THE ENVIRONMENT. IN FISCAL YEAR

Name of the organization

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HAWAI' I PACIFIC HEALTH

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2009, WILCOX MEMORIAL HOSPITAL WENT "GREEN" BY CONSTRUCTING A SOLAR FARM, RECYCLING OFFICE WASTE, AND PARTNERING WITH LOCAL RECYCLERS TO REDUCE BOTH WASTE AND DISPOSAL COSTS. STRAUB CLINIC & HOSPITAL SWITCHED TO RECYCLABLE SHARPS CONTAINERS AND FOOD PRODUCTS, AND CREATED A SUSTAINABILITY COMMITTEE. KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN PURCHASED A CARDBOARD BALER AND AIR HANDLER, SWITCHED TO REUSABLE LAUNDRY BAGS, AND IS WORKING TO BE MORE EFFICIENT IN ITS USE OF ELECTRICITY. KAPI'OLANI MEDICAL CENTER AT PALI MOMI INSTALLED TINTED WINDOWS AND CHANGED THE LIGHTING IN ELEVATORS AND PERIMETER AREAS. IT IS THE ONLY HOSPITAL IN THE STATE TO PARTICIPATE IN HAWAIIAN ELECTRIC COMPANY'S ENERGYSKOUT FOR BUSINESS PROGRAM, WHICH REDUCES THE HOSPITAL'S ELECTRICAL CAPACITY IN AN EMERGENCY.

AFFILIATES OF HAWAI' I PACIFIC HEALTH TREAT ALL PATIENTS, REGARDLESS OF THEIR ABILITY TO PAY, THUS SERVING AS THE COMMUNITY'S SAFETY NET PROVIDER OF HEALTH CARE. AN ESTABLISHED CHARITY CARE POLICY SETS GUIDELINES ON WHICH PATIENTS QUALIFY FOR FREE OR DISCOUNTED CARE. HAWAI' I PACIFIC HEALTH COLLECTIVELY CONTRIBUTES MORE THAN \$1 BILLION DOLLARS TO THE LOCAL AND STATE ECONOMY EACH YEAR, SUPPORTING ITS EMPLOYEES, THEIR FAMILIES, AND MANY LARGE AND SMALL BUSINESSES THROUGH PURCHASES MADE BY ITS HOSPITALS AND CLINICS.

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FINANCIAL ACCOUNT IN FOREIGN COUNTRIES

FORM 990, PART V, QUESTION 4A AND 4B

BERMUDA

CANADA

CAYMAN ISLANDS

IRELAND

UNITED KINGDOM

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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REVIEW OF THE 990'S BY THE ORGANIZATION'S GOVERNING BODY
 FORM 990, PART VI, QUESTION 10
 VARIOUS SCHEDULES OF THE 990'S ARE PREPARED PRIMARILY BY STAFF WITHIN THE
 ACCOUNTING AREA OF THE ORGANIZATION WORKING WITH VARIOUS OTHER AREAS OF
 THE ORGANIZATION SUCH AS MANAGEMENT OF THE OPERATING UNITS, HR, LEGAL,
 ETC. DISCLOSURE NARRATIVES ARE WRITTEN AND COMPILED INTERNALLY BASED ON
 INPUT AND DISCUSSION WITH FINANCIAL ANALYSTS AND THE CHIEF OPERATING
 OFFICER / EXECUTIVE DIRECTOR OF THE REPORTING ENTITY. THE CHIEF
 OPERATING OFFICER / EXECUTIVE DIRECTOR OF EACH REPORTING ENTITY REVIEWS
 AND APPROVES THE DISCLOSURE NARRATIVES WHICH DESCRIBES THE
 MISSION/PURPOSE AND PROGRAM ACCOMPLISHMENTS OF THEIR ORGANIZATION.

SENIOR MANAGEMENT OF THE HEALTH CARE SYSTEM REVIEWS THE 990'S OF EACH
 FILING ORGANIZATION WITHIN THE HEALTH CARE SYSTEM. ONCE SENIOR
 MANAGEMENT HAS COMPLETED ITS REVIEW, THE 990'S ARE THEN PROVIDED TO THE
 GOVERNANCE AND NOMINATING COMMITTEE OF THE HEALTH CARE SYSTEM'S BOARD OF
 DIRECTORS FOR THEIR REVIEW.

THE GOVERNANCE AND NOMINATING COMMITTEE OF THE PARENT ENTITY'S (HPH)
 BOARD PROVIDES OVERSIGHT FOR THE 990 REPORTING AND REVIEWS THE 990'S FOR
 EACH ENTITY PRIOR TO FILING. IN ADDITION, THE 990'S FOR EACH ENTITY IS
 MADE AVAILABLE TO THE HPH BOARD OF DIRECTORS THROUGH A BOARD MEMBER
 PORTAL FOR REVIEW PRIOR TO THE FILING OF THE 990. COPIES OF THE 990'S
 ARE MADE AVAILABLE TO THE BOARD MEMBERS OF EACH SUBSIDIARY UNIT OF HPH
 AND IS PHYSICALLY LOCATED AT EACH FACILITY'S SITE FOR THE BOARD MEMBER TO
 REVIEW PRIOR TO FILING.

Name of the organization

HAWAI' I PACIFIC HEALTH

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THE 990'S WILL BE POSTED TO HPH'S WEB SITE FOR PUBLIC ACCESS AFTER THE
FILING OF THE RETURNS WITH THE IRS.

Name of the organization

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DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST

FORM 990, PART VI, QUESTION 12C

ANNUALLY, EACH DIRECTOR, OFFICER, KEY EMPLOYEE AND MEMBER OF A COMMITTEE WITH BOARD DELEGATED POWERS SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS THAT SUCH PERSON: 1) RECEIVED A COPY OF THE COI POLICY 2) HAS READ AND UNDERSTANDS THE POLICY 3) AGREES TO COMPLY WITH THE POLICY AND 4) UNDERSTANDS THAT THE ORGANIZATION IS A CHARITABLE ORGANIZATION AND THAT IN ORDER TO MAINTAIN ITS FEDERAL TAX EXEMPTION, THE ORGANIZATION MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE OR MORE OF ITS TAX-EXEMPT PURPOSES. THE IN-HOUSE LEGAL DEPARTMENT DISTRIBUTES THE STATEMENT REQUEST AND REVIEWS THE COI STATEMENTS RETURNED. IDENTIFIED CONFLICTS OF INTEREST ARE PRESENTED TO THE BOARD FOR REVIEW, DELIBERATION AND CONFIRMATION/REFUTATION THAT A CONFLICT OF INTEREST EXISTS. IF A CONFLICT OF INTEREST HAS BEEN FOUND, THE INDIVIDUAL MAY ADDRESS THE BOARD AND EXPLAIN THE TRANSACTION OR ARRANGEMENT CAUSING THE CONFLICT. AFTER THE PRESENTATION, THE INDIVIDUAL IS EXCUSED FROM THE MEETING AND SHALL NOT PARTICIPATE WITH ANY DISCUSSION OR VOTE ON MATTERS PERTAINING TO THE TRANSACTION OR ARRANGEMENT. IN MEETINGS WHERE APPLICATION OF THE COI POLICY OCCURS, THE MEETING MINUTES INCLUDE NATURE OF THE FINANCIAL INTEREST/CONFLICT, NAME(S) OF THE PERSON(S) WITH THE POTENTIAL OR ACTUAL CONFLICT, ANY ACTION TAKEN TO ASSIST IN THE DETERMINATION OF WHETHER A CONFLICT EXISTED, INCLUDING ANY DISCUSSION OF ALTERNATIVE ARRANGEMENTS, THE BOARD'S DECISION(S) REGARDING THE CONFLICT AND NAMES OF PERSON PRESENT IN THE DISCUSSION AND VOTES RELATING TO THE TRANSACTION OR ARRANGEMENT.

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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COMPENSATION PROCESS OF ORGANIZATION'S CEO, EXEC DIRECTORS, OR TOP MGMT
 FORM 990, PART VI, QUESTION 15A & 15B
 COMPENSATION FOR HPH EXECUTIVES (VICE PRESIDENT AND ABOVE) IS SET BY THE
 INDEPENDENT BOARD MEMBERS WHO ARE MEMBERS OF THE HPH COMPENSATION
 COMMITTEE. ON AN ANNUAL BASIS THE HPH BOARD CHAIRPERSON (WHO IS
 INDEPENDENT) SELECTS A NEUTRAL THIRD PARTY EXECUTIVE COMPENSATION
 CONSULTANT TO REVIEW THE EXECUTIVE'S COMPENSATION AND BENEFITS. THE
 CONSULTANT PROVIDES A WRITTEN REPORT TO THE COMPENSATION COMMITTEE AT ITS
 ANNUAL MEETING. INCLUDED IN THE REPORT IS MARKET BASED DATA FROM LIKE
 ORGANIZATIONS. THE COMPENSATION COMMITTEE MAKES FINAL DECISIONS
 REGARDING COMPENSATION AND BENEFITS AT THE MEETING AFTER REVIEW AND
 DISCUSSION OF THE CONSULTANT'S REPORT. COMMUNITY BASED DIRECTORS OF THE
 ORGANIZATION ARE NOT COMPENSATED.

CERTAIN EMPLOYED PHYSICIANS MAY BE OFFICERS OR AN IDENTIFIED KEY EMPLOYEE
 OF THE REPORTING OR RELATED ORGANIZATION. PHYSICIAN COMPENSATION IS ALSO
 HANDLED IN THE SAME MANNER AS EXECUTIVE COMPENSATION, WITH THE HPH
 COMPENSATION COMMITTEE RECEIVING A REPORT FROM A NEUTRAL CONSULTANT AND
 FOLLOWING THE SAME PROCESS AS DESCRIBED ABOVE.

Name of the organization

Employer identification number

HAWAI' I PACIFIC HEALTH

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AVAIL OF GOV DOCS, CONFLICT OF INTEREST POLICY, & FIN STMTS TO GEN PUBLIC

FORM 990, PART VI, QUESTION 19

AT THIS TIME, THE HAWAI'I PACIFIC HEALTH ARTICLES OF INCORPORATION,

BYLAWS, CHARTERS OF STANDING BOARD COMMITTEES, CONFLICT OF INTEREST

POLICY, STANDARDS OF CONDUCT AND THE CONSOLIDATED AUDITED FINANCIAL

STATEMENTS WILL BE MADE AVAILABLE TO THE GENERAL PUBLIC VIA THE HAWAI'I

PACIFIC HEALTH WEBSITE.

Name of the organization

Employer identification number

HAWAI' I PACIFIC HEALTH

99-0246363

CONSOLIDATED FINANCIAL STATEMENTS

FORM 990, PART XI, LINE 2B

THE ORGANIZATION IS INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS OF

HAWAI' I PACIFIC HEALTH.

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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SCHEDULE J-2 COLUMN B

MEMBERS OF THE BOARD LISTED ON SCHEDULE J-2 ALSO DEVOTE TIME TO RELATED

ORGANIZATIONS AS LISTED BELOW:

	HPH	PIC	KHF	KMS	KMC	KMCPM	KMCWC	SF	SCH	WIF	WMH
ASHTON	40	1				2	2		2		1
BOYD		40									
BRUGGEMANN	1		1	1	3	6	11		15		4
CHAHANOVICH	1					55					
CHAIKO	10			1	4	10	15		10		5
CHING	30	2	1	3	4	1	4	1	3	1	5
CLARK	1									1	60
CLEMENTE					1						1
CULLINEY					1						1
DIAS					1		40		1		1
FOX	4					6	10		10		4
GIBSON		1						1	1		
GLADSTONE	5				1	1	1		50		1
HADDEN	1								50		
HARLACHER					1						1
HAZENFIELD						20					
HEDBERG								1	1		
INOUYE	25		1	2	4	1	5		6		12
JOSEPH											50

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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	HPH	PIC	KHF	KMS	KMC	KMCPM	KMCWC	SF	SCH	WIF	WMH
KANESHIRO			1	1							
KIKUCHI											34
KNUDSEN	15										
KURREN	1										
KUSANO	1		1		5	9		20			
LERCH	40		1	1	5	5		5			1
LONG	30		1	1	8	1	1	1			16
MAGELSEN					40						
MASUMOTO											
-NONAKA	20		1	1	8	10		12			9
MATSUMOTO			1			1					
MORTON					6	45					
NAKAMURA	1		30								
NIKAIDO						40					
OKABE	35	1	1	1	1	3	4	1	6	1	3
PIETSCH	1							1			
PRESSLER											
-FISHER	45		1	1	1	1	1	1	2		2
RAETHEL	15			5	5	5	10		10		5
ROBBINS	10			1	10			1	40		1
ROBERTSON	15			1	1	8	12		15		8
ROBINSON			20					6		1	
ROVINSKY					40						

Name of the organization

Employer identification number

HAWAI' I PACIFIC HEALTH

99-0246363

	HPH	PIC	KHF	KMS	KMC	KMCPM	KMCWC	SF	SCH	WIF	WMH
SARUWATARI	1								1		
SCHULZ	1								1		
SHIGEMITSU									50		
SMITH	1			5			55				
STED	32	1	3	1	6	2	2	1	3	1	8
VARA	5	5			5	10	10	1	15		

Name of the organization HAWAI' I PACIFIC HEALTH	Employer identification number 99-0246363
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LEGEND OF ACRONYMS

HPH HAWAI' I PACIFIC HEALTH

KHF KAPI' OLANI HEALTH FOUNDATION

KMS KAPI' OLANI MEDICAL SPECIALISTS

KMC KAUA' I MEDICAL CLINIC

KMCPM KAPI' OLANI MEDICAL CENTER AT PALI MOMI

KMCWC KAPI' OLANI MEDICAL CENTER FOR WOMEN & CHILDREN

PIC PROVIDERS INSURANCE CORPORATION

SF STRAUB FOUNDATION

SCH STRAUB CLINIC & HOSPITAL

WHF WILCOX HEALTH FOUNDATION

WMH WILCOX MEMORIAL HOSPITAL

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No
KEAHONUIOKALANI, LLC 38-378948 55 MERCHANT STREET, 24TH FLOOR HOLDING COMPANY		HI	HPHPI	INVESTMENT	NONE	NONE		X	NONE		X

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
HAWAII PACIFIC HEALTH PARTNERS INC & SUB 99-0318588 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	BIZ RELATE HEALTH	HI	N/A	C CORP	11,221,940.	20,295,624.	100.0000
HICORD, INC. 99-0251496 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	MANAGEMENT	HI	N/A	C CORP	NONE	NONE	NONE
STRAUB PHARMACY, INC. 99-0145107 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	PHARMACY	HI	\$C&H	C CORP	NONE	NONE	NONE
STRAUB PROFESSIONAL SERVICES, INC. 99-0265504 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	INVESTMENT	HI	\$C&H	C CORP	NONE	NONE	NONE
PREMIERE PROPERTY DEVELOPMENT CORP. 99-0329231 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	INVESTMENT	HI	N/A	C CORP	NONE	NONE	NONE

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.

1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

Table with columns: Transaction description (1a-1r), Yes, No. Rows include Receipt of interest, Gift, grant, or capital contribution, Loans or loan guarantees, Sale of assets, Purchase of assets, Exchange of assets, Lease of facilities, equipment, or other assets, Lease of facilities, equipment, or other assets from other organization(s), Performance of services or membership or fundraising solicitations for other organization(s), Performance of services or membership or fundraising solicitations by other organization(s), Sharing of facilities, equipment, mailing lists, or other assets, Sharing of paid employees, Reimbursement paid to other organization for expenses, Reimbursement paid by other organization for expenses, Other transfer of cash or property to other organization(s), Other transfer of cash or property from other organization(s).

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

Table with columns: (A) Name of other organization(s), (B) Transaction type (a-r), (C) Amount involved. Rows (1) through (6) are currently empty.

Part II Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
KAPI'OLANI MEDICAL CENTER WOMEN CHILDREN 99-0177350 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	HOSPITAL	HI	501 (C) (3)	3	N/A
KAPI'OLANI HEALTH FOUNDATION 99-0246364 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	FUNDRAISING	HI	501 (C) (3)	7	N/A
KAPI'OLANI MEDICAL SPECIALISTS 99-0322406 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	HEALTHCARE	HI	501 (C) (3)	9	N/A
KAPI'OLANI MEDICAL CENTER AT PALI MOMI 99-0274038 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	HOSPITAL	HI	501 (C) (3)	3	N/A
WILCOX MEMORIAL HOSPITAL 99-0074365 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	HOSPITAL	HI	501 (C) (3)	3	N/A
WILCOX HEALTH FOUNDATION 99-0204242 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	FUNDRAISING	HI	501 (C) (3)	7	N/A
KAUAI MEDICAL CLINIC 99-0326099 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	HOSPITAL	HI	501 (C) (3)	3	N/A
STRAUB CLINIC & HOSPITAL 91-2151670 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	HOSPITAL	HI	501 (C) (3)	3	N/A
STRAUB FOUNDATION 99-0109350 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	RESEARCH/EDU	HI	501 (C) (3)	7	N/A
PROVIDERS INSURANCE CORPORATION 71-0893000 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	NFP INSURANCE	HI	501 (C) (3)	11B-TYPE II	N/A

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(A)	Name of other organization	(B)	Transaction type (a-r)	(C)	Amount involved
(7)	KAPI' OLANI MEDICAL CTR FOR WOMEN CHILDREN		B		1,589,246.
(8)	KAPI' OLANI MEDICAL CTR FOR WOMEN CHILDREN		R		145,396,336.
(9)	KAPI' OLANI MEDICAL CTR FOR WOMEN CHILDREN		P		2,240,983.
(10)	KAPI' OLANI MEDICAL CTR FOR WOMEN CHILDREN		I		105,007.
(11)	KAPI' OLANI MEDICAL CTR FOR WOMEN CHILDREN		N		8,345,227.
(12)	KAPI' OLANI MEDICAL CTR FOR WOMEN CHILDREN		O		44,797,712.
(13)	KAPI' OLANI MEDICAL CTR FOR WOMEN CHILDREN		Q		72,496,765.
(14)	PROVIDERS INSURANCE CORPORATION		O		1,493,292.
(15)	PROVIDERS INSURANCE CORPORATION		Q		29,000,000.
(16)	PROVIDERS INSURANCE CORPORATION		E		14,000,000.
(17)	PROVIDERS INSURANCE CORPORATION		C		1,807,581.
(18)	PROVIDERS INSURANCE CORPORATION		N		321,169.
(19)	KAPI' OLANI HEALTH FOUNDATION		B		3,222,014.
(20)	KAPI' OLANI HEALTH FOUNDATION		P		74,081.
(21)	KAPI' OLANI HEALTH FOUNDATION		O		434,936.
(22)	KAPI' OLANI HEALTH FOUNDATION		I		90,103.
(23)	KAPI' OLANI HEALTH FOUNDATION		N		1,160,667.
(24)	KAPI' OLANI MEDICAL SPECIALISTS		B		4,014,404.

Schedule R-1 (Form 990) 2008

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(7) KAPI' OLANI MEDICAL SPECIALISTS	Q	387,113.
(8) KAPI' OLANI MEDICAL SPECIALISTS	P	137,568.
(9) KAPI' OLANI MEDICAL SPECIALISTS	N	1,417,972.
(10) KAPI' OLANI MEDICAL SPECIALISTS	O	3,786,934.
(11) KAPI' OLANI MEDICAL CENTER AT PALI MOMI	B	888,017.
(12) KAPI' OLANI MEDICAL CENTER AT PALI MOMI	P	1,571,554.
(13) KAPI' OLANI MEDICAL CENTER AT PALI MOMI	R	95,604,965.
(14) KAPI' OLANI MEDICAL CENTER AT PALI MOMI	N	4,974,027.
(15) KAPI' OLANI MEDICAL CENTER AT PALI MOMI	O	39,742,421.
(16) KAPI' OLANI MEDICAL CENTER AT PALI MOMI	Q	44,398,343.
(17) STRAUB CLINIC & HOSPITAL	B	1,193,712.
(18) STRAUB CLINIC & HOSPITAL	J	77,760.
(19) STRAUB CLINIC & HOSPITAL	P	1,194,361.
(20) STRAUB CLINIC & HOSPITAL	R	65,412,418.
(21) STRAUB CLINIC & HOSPITAL	H	51,721.
(22) STRAUB CLINIC & HOSPITAL	N	13,929,547.
(23) STRAUB CLINIC & HOSPITAL	O	48,344,905.
(24) STRAUB FOUNDATION	B	428,235.

Schedule R-1 (Form 990) 2008

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(7) STRAUB FOUNDATION	O	102,232.
(8) WILCOX MEMORIAL HOSPITAL	B	2,294,117.
(9) WILCOX MEMORIAL HOSPITAL	R	25,833,173.
(10) WILCOX MEMORIAL HOSPITAL	P	167,212.
(11) WILCOX MEMORIAL HOSPITAL	N	3,686,297.
(12) WILCOX MEMORIAL HOSPITAL	Q	109,586.
(13) WILCOX MEMORIAL HOSPITAL	O	13,894,072.
(14) WILCOX HOSPITAL FOUNDATION	B	399,874.
(15) WILCOX HOSPITAL FOUNDATION	N	187,485.
(16) KAUA'I MEDICAL CLINIC	B	1,924,721.
(17) KAUA'I MEDICAL CLINIC	P	158,573.
(18) KAUA'I MEDICAL CLINIC	R	2,049,412.
(19) KAUA'I MEDICAL CLINIC	Q	7,444,142.
(20) KAUA'I MEDICAL CLINIC	N	2,624,144.
(21) KAUA'I MEDICAL CLINIC	O	5,261,480.
(22) HI PACIFIC HEALTH PARTNERS	P	151,529.
(23) HI PACIFIC HEALTH PARTNERS	N	104,450.
(24) HI PACIFIC HEALTH PARTNERS	O	155,128.

Schedule R-1 (Form 990) 2008

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(A)	(B)	(C)
Name of other organization	Transaction type (a-r)	Amount involved
(7) HI PACIFIC HEALTH PARTNERS	E	8,000,000.
(8) KAPI'OLANI MEDICAL CTR FOR WOMEN CHILDREN	P	255,651.
(9) KAPI'OLANI MEDICAL CTR FOR WOMEN CHILDREN	P	159,613.
(10) KAPI'OLANI HEALTH FOUNDATION	C	193,895.
(11) KAPI'OLANI MEDICAL SPECIALISTS	P	578,235.
(12) KAPI'OLANI MEDICAL SPECIALISTS	O	74,392.
(13) STRAUB CLINIC AND HOSPITAL	P	159,613.
(14)		
(15)		
(16)		
(17)		
(18)		
(19)		
(20)		
(21)		
(22)		
(23)		
(24)		

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
EPIC SYSTEMS CORPORATION 5301 TORAY BOULEVARD MADISON, WI 53711	MED' L RECORD SYSTEM	3,007,737.
CENTURY COMPUTERS INC. 500 ALA MOANA BLVD HONOLULU, HI 96813	PC PRODUCTS & SVCS	1,769,944.
XEROX CORPORATION PO BOX 7413 PASADENA, CA 91109-7413	XEROX COPIERS	1,274,368.
PATTON BOGGS, LLP 2550 M STREET N. W. WASHINGTON, DC 20037	LEGAL	926,397.
HEWLETT-PACKARD COMPANY P O BOX 932956 ATLANTA, GA 93295	PC PRODUCTS & SVCS	764,608.
TOTAL COMPENSATION		7,743,054.

FORM 990, PART VIII - INVESTMENT INCOME

=====

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
-----	-----	-----	-----	-----
INTEREST INCOME	453,309.			453,309.
EQUITY IN UNCONSOLIDATED SUBSIDIARY	10,482,527.			10,482,527.
CUMULATIVE LOSS BASIS AGREEMENT	-29,468,721.			-29,468,721.
CUMULATIVE GAINS MORGAN STANLEY CMS SWAPS	1,660,331.			1,660,331.
	-----	-----	-----	-----
TOTALS	-16,872,554.			-16,872,554.
	=====	=====	=====	=====

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

=====

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV) YES NO	(V) YES NO	(VI) YES NO	(VII) AMOUNT OF SUPPORT
KAPI'OLANI MEDICAL CENTER FOR WOMEN AND CHILDREN	99-0177350	03	X	X	X	23,462,912.
KAPI'OLANI MEDICAL CENTER AT PALI MOMI	99-0274038	03	X	X	X	8,986,138.
WILCOX MEMORIAL HOSPITAL	99-0074365	03	X	X	X	21,719,145.
KAUA' I MEDICAL CLINIC	99-0326099	03	X	X	X	1,914,475.
STRAUB CLINIC & HOSPITAL	99-0331208	03	X	X	X	5,774,228.
TOTAL AMOUNT OF SUPPORT						61,856,898.

=====

Return of U.S. Persons With Respect to Certain Foreign Partnerships

2008

Department of the Treasury
Internal Revenue Service

▶ **Attach to your tax return. See separate instructions.**

Information furnished for the foreign partnership's tax year beginning 01/01/2008, and ending 12/31/2008

Attachment
Sequence No. **118**

Name of person filing this return HAWAI' I PACIFIC HEALTH Filer's identifying number 99-0246363

Filer's address (if you are not filing this form with your tax return) HAWAI' I PACIFIC HEALTH
A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es):
1 2 3 4

B Filer's tax year beginning 07/01/2008, and ending 06/30/2009

C Filer's share of liabilities: Nonrecourse \$ _____ Qualified nonrecourse financing \$ _____ Other \$ _____

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name _____ EIN _____

Address _____

E Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

F1 Name and address of foreign partnership GMO MULIT-STRATEGY FUND (OFFSHORE) LP. **2** EIN (if any) _____
C/O GMO LLC, 40 ROWES WARF
BOSTON, MA 02110
3 Country under whose laws organized BD

4 Date of organization _____ **5** Principal place of business _____ **6** Principal business activity code number _____ **7** Principal business activity INVESTMENT **8a** Functional currency USD **8b** Exchange rate (see instr.) _____

G Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States
GMO MULIT-STRATEGY FUND (OFFSHORE) LP.
C/O GMO LLC, 40 ROWES WARF
BOSTON, MA 02110
2 Check if the foreign partnership must file:
 Form 1042 Form 8804 Form 1065 or 1065-B
Service Center where Form 1065 or 1065-B is filed: _____

3 Name and address of foreign partnership's agent in country of organization, if any _____
4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different _____

5 Were any special allocations made by the foreign partnership? Yes No

6 Enter the number of Forms 8858, Information Return of U.S Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) _____

7 How is this partnership classified under the law of the country in which it is organized? LIMITED PARTNERSHIP

8 Did the partnership own any separate units within the meaning of Regulations section 1.1503-2(c)(3), (4), or 1.1503(d)-1(b)(4)? Yes No

9 Does this partnership meet **both** of the following requirements?
● The partnership's total receipts for the tax year were less than \$250,000 and
● The value of the partnership's total assets at the end of the tax year was less than \$1 million. } Yes No
If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here Only If You Are Filing This Form Separately and Not With Your Tax Return. 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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.
Signature of general partner or limited liability company member _____ Date _____

Paid Preparer Sign and Complete Only If Form is Filed Separately. 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. _____

Schedule D Capital Gains and Losses

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1					
2 Short-term capital gain from installment sales from Form 6252, line 26 or 37					2
3 Short-term capital gain (loss) from like-kind exchanges from Form 8824					3
4 Partnership's share of net short-term capital gain (loss), including specially allocated short-term capital gains (losses), from other partnerships, estates, and trusts					4
5 Net short-term capital gain or (loss). Combine lines 1 through 4 in column (f). Enter here and on Form 8865, Schedule K, line 8 or 11					5

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares of "Z" Co.)	(b) Date acquired (month, day, year)	(c) Date sold (month, day, year)	(d) Sales price (see instructions)	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6					
7 Long-term capital gain from installment sales from Form 6252, line 26 or 37.					7
8 Long-term capital gain (loss) from like-kind exchanges from Form 8824.					8
9 Partnership's share of net long-term capital gain (loss), including specially allocated long-term capital gains (losses), from other partnerships, estates, and trusts					9
10 Capital gain distributions					10
11 Net long-term capital gain or (loss). Combine lines 6 through 10 in column (f). Enter here and on Form 8865, Schedule K, line 9a or 11					11

Schedule K Partners' Distributive Share Items		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 2, line 22)	1
	2 Net rental real estate income (loss) (attach Form 8825)	2
	3 a Other gross rental income (loss)	3a
	b Expenses from other rental activities (attach statement)	3b
	c Other net rental income (loss). Subtract line 3b from line 3a	3c
	4 Guaranteed payments	4
	5 Interest income	5
	6 Dividends: a Ordinary dividends	6a
	b Qualified dividends	6b
	7 Royalties	7
	8 Net short-term capital gain (loss)	8
Income (Loss)	9 a Net long-term capital gain (loss)	9a
	b Collectibles (28%) gain (loss)	9b
	c Unrecaptured section 1250 gain (attach statement)	9c
10 Net section 1231 gain (loss) (attach Form 4797)	10	
11 Other income (loss) (see instructions) Type ▶	11	
Deductions	12 Section 179 deduction (attach Form 4562)	12
	13 a Contributions	13a
	b Investment interest expense	13b
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)
d Other deductions (see instructions) Type ▶	13d	
Self-Employment	14 a Net earnings (loss) from self-employment	14a
	b Gross farming or fishing income	14b
	c Gross nonfarm income	14c
Credits	15 a Low-income housing credit (section 42(j)(5))	15a
	b Low-income housing credit (other)	15b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c
	d Other rental real estate credits (see instructions) Type ▶	15d
	e Other rental credits (see instructions) Type ▶	15e
	f Other credits (see instructions) Type ▶	15f
Foreign Transactions	16 a Name of country or U.S. possession ▶	
	b Gross income from all sources	16b
	c Gross income sourced at partner level	16c
	Foreign gross income sourced at partnership level	
	d Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f
	Deductions allocated and apportioned at partner level	
	g Interest expense ▶ h Other ▶	16h
	Deductions allocated and apportioned at partnership level to foreign source income	
	i Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k
	l Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	16l
m Reduction in taxes available for credit (attach statement)	16m	
n Other foreign tax information (attach statement)		
Alternative Minimum Tax (AMT) Items	17 a Post-1986 depreciation adjustment	17a
	b Adjusted gain or loss	17b
	c Depletion (other than oil and gas)	17c
	d Oil, gas, and geothermal properties - gross income	17d
	e Oil, gas, and geothermal properties - deductions	17e
	f Other AMT items (attach statement)	17f
Other Information	18 a Tax-exempt interest income	18a
	b Other tax-exempt income	18b
	c Nondeductible expenses	18c
	19 a Distributions of cash and marketable securities	19a
	b Distributions of other property	19b
	20 a Investment income	20a
b Investment expenses	20b	
c Other items and amounts (attach statement)		

Schedule L Balance Sheets per Books. (Not required if Item G9, page 1, is answered "Yes.")

	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash				
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (<i>attach statement</i>)				
7 Mortgage and real estate loans				
8 Other investments (<i>attach statement</i>)				
9 a Buildings and other depreciable assets				
b Less accumulated depreciation				
10 a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12 a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (<i>attach statement</i>)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (<i>attach statement</i>)				
18 All nonrecourse loans				
19 Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (<i>attach statement</i>)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item G9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize): _ _ _ _ _		a Tax-exempt interest \$ _ _ _ _ _	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _ _ _ _ _	
a Depreciation \$ _ _ _ _ _			
b Travel and entertainment \$ _ _ _ _ _		8 Add lines 6 and 7	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item G9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property	
a Cash		7 Other decreases (itemize): _ _ _ _ _	
b Property			
3 Net income (loss) per books		8 Add lines 6 and 7	
4 Other increases (itemize): _ _ _ _ _		9 Balance at end of year. Subtract line 8 from line 5	
5 Add lines 1 through 4			

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1 Sales of inventory				
2 Sales of property rights (patents, trademarks, etc.)				
3 Compensation received for technical, managerial, engineering, construction, or like services				
4 Commissions received				
5 Rents, royalties, and license fees received				
6 Distributions received				
7 Interest received				
8 Other				
9 Add lines 1 through 8				
10 Purchases of inventory				
11 Purchases of tangible property other than inventory				
12 Purchases of property rights (patents, trademarks, etc.)				
13 Compensation paid for technical, managerial, engineering, construction, or like services				
14 Commissions paid				
15 Rents, royalties, and license fees paid				
16 Distributions paid				
17 Interest paid				
18 Other				
19 Add lines 10 through 18				
20 Amounts borrowed (enter the maximum loan balance during the year) - see instructions				
21 Amounts loaned (enter the maximum loan balance during the year) - see instructions				

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.

OMB No. 1545-1668

2008

Name of transferor HAWAI' I PACIFIC HEALTH	Filer's identifying number 99-0246363
Name of foreign partnership GMO MULIT-STRATEGY FUND (OFFSHORE) LP.	

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	06/01/2009		250,000.				
Marketable securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property							

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? **SEE STATEMENT 2.** ▶ **Yes** **No**

For Paperwork Reduction Act Notice, see the Instructions for Form 8865. Schedule O (Form 8865) 2008

FORM 8865, PAGE 2 DETAIL

SCHEDULE A - CONSTRUCTIVE OWNERSHIP OF PARTNERSHIP INTEREST

NAME

ADDRESS

CHECK IF:

ID NUMBER

FOR PERS DIR PTNR

HAWAI' I PACIFIC HEALTH

55 MERCHANT STREET, 24TH FLOOR

99-0246363

X

HONOLULU

HI 96813

FORM 8865, SCHEDULE O DETAIL HAWAI'I PACIFIC HEALTH

SCHEDULE O - PART III - TRANSFER STATEMENT

GROSS RECEIPTS

250,000.

TOTAL

250,000.
=====

Return by a U.S. Transferor of Property to a Foreign Corporation

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor <u>HAWAI 'I PACIFIC HEALTH</u>	Identifying number (see instructions)
--	---------------------------------------

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) <u>COLCHESTER GLOBAL REAL RETURN BOND FUND</u>	4 Identifying number, if any <u>FOREIGNUS</u>
5 Address (including country) <u>CENTURY HOUSE, 16 PAR-LA VILLE ROAD</u> <u>HAMILTON, HM08, BERMUDA</u>	
6 Country code of country of incorporation or organization (see instructions) <u>BD</u>	
7 Foreign law characterization (see instructions) <u>EXEMPTED MUTUAL FUND CO</u>	

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	VAR		2,000,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before _____ % (b) After _____ %

10 Type of nonrecognition transaction (see instructions) ► _____

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? Yes No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

ATTACHMENT TO 06/30/09 FORM 926

INFORMATION REQUIRED PURSUANT TO REGULATION SECTION 1.6038B-1(C)

(1) TRANSFEROR

NAME: HAWAII PACIFIC HEALTH

FEIN: 99-0246363

ADDRESS: 55 MERCHANT STREET, 24TH FLOOR, HONOLULU, HI 96813

(2) TRANSFEREE

NAME: COLCHESTER GLOBAL REAL RETURN BOND FUND

FEIN: N/A

ADDRESS: CENTURY HOUSE, 16 PAR-LA-VILLE ROAD
HAMILTON, HM 08, BERMUDA

COUNTRY OF INCORPORATION OF TRANSFEREE FOREIGN CORPORATION:
BERMUDA

DURING THE YEAR ENDED JUNE 30, 2009, HAWAII PACIFIC HEALTH MADE A CASH CONTRIBUTION OF \$2,000,000. TO COLCHESTER GLOBAL REAL RETURN BOND FUND.

(3) CONSIDERATION RECEIVED: STOCK IN COLCHESTER GLOBAL REAL RETURN BOND FUND.

(4) PROPERTY TRANSFERRED, INCLUDING THE ESTIMATED FAIR MARKET VALUE ("FMV") AND ADJUSTED BASIS ("AB") OF THE PROPERTY:

I. ACTIVE BUSINESS PROPERTY: CASH; FMV AND AB OF \$2,000,000

II. STOCKS OR SECURITIES: N/A

III. DEPRECIATED PROPERTY: N/A

IV. PROPERTY TO BE LEASED: N/A

V. PROPERTY TO BE SOLD: N/A

VI. TRANSFERS TO FSCS: N/A

VII. TAINTED PROPERTY: N/A

VIII. FOREIGN LOSS BRANCH: N/A

IX. OTHER INTANGIBLES: N/A

(5) TRANSFER OF FOREIGN BRANCH WITH PREVIOUSLY DEDUCTED LOSSES:

I. BRANCH OPERATIONS: N/A

II. BRANCH PROPERTY: N/A

III. PREVIOUSLY DEDUCTED LOSSES: N/A

IV. CHARACTER OF GAIN: N/A

(January 2008)

▶ Attach to the policyholder's tax return - See instructions.

Department of the Treasury
Internal Revenue Service (99)

Attachment
Sequence No. **160**

Name(s) as shown on return <u>Hawai'i Pacific Health</u>	Identifying number 99-0246363
Name of policyholder, if different from above	Identifying number, if different from above

Type of business <u>Healthcare</u>	
1 Enter the number of employees the policyholder had at the end of the tax year	1 944
2 Enter the number of employees included on line 1 who were insured at the end of the tax year under the policyholder's employer-owned life insurance contract(s) issued after August 17, 2006. See <i>Section 1035 exchanges</i> below for an exception	2 6
3 Enter the total amount of employer-owned life insurance in force at the end of the tax year for employees who were insured under the contract(s) specified on line 2.	3 3,252,000
4a Does the policyholder have a valid consent (see instructions) for each employee included on line 2? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
b If "No," enter the number of employees included on line 2 for whom the policyholder does not have a valid consent	4b

General Instructions

Section references are to the Internal revenue Code unless otherwise noted.

Purpose of Form

Use Form 8925 to report the number of employees covered by employer-owned life insurance contracts issued after August 17, 2006, and the total amount of employer-owned life insurance in force on those employees at the end of the tax year. Policyholders must also indicate whether a valid consent has been received from each covered employee, and the number of covered employees for which a valid consent has not been received. See section 6039I for more information.

Definitions

Employer-owned life insurance contract. For purposes of Form 8925, an insurance contract is an employer-owned life insurance contract if it is owned by a policyholder as defined below, and covers the life of the policyholder's employee(s) on the date the life insurance contract is issued. If you have master contracts, see section 101(j)(3) for additional information.

Policyholder. Generally, a policyholder is a person who is (a) engaged in a trade or business that employs the person insured under the employer-owned life insurance contract and (b) the direct or indirect beneficiary of the employer-owned life insurance contract.

Related person. A related person is considered a policyholder if that person is (a) related to the policyholder (defined earlier) under sections 267(b) or 707(b)(1), or (b) engaged in a trade or business under common control with the policyholder. See sections 52(a) and (b).

Employee. Employee includes an officer, director, or highly compensated employee under section 414(q).

Insured. An individual must be a U.S. citizen or resident to be considered insured under an employer-owned life insurance contract. Both individuals covered by a contract covering the joint lives of two individuals are considered insured.

Notice and consent requirements. To qualify as an employer-owned life insurance contract, the policyholder must meet the notice and consent requirements listed below before the issuance of the contract.

1. Provide written notification to the employee stating the policyholder intends to insure the employee's life and the maximum face amount for which the employee could be insured at the time the contract was issued.

2. Provide written notification to the employee that the policyholder will be a beneficiary of any proceeds payable upon the death of the employee.

3. Receive written consent from the employee. See *Valid consent* under the instructions for line 4a.

Who Must File

Generally, every policyholder owning one or more employer-owned life

insurance contracts issued after August 17, 2006, must file Form 8925 for each tax year the contract(s) is owned. However, you are not required to file Form 8925 for any tax year ending before November 14, 2007.

Section 1035 exchanges.

Policyholders are not required to complete Form 8925 for a life insurance contract issued after August 17, 2006, as part of a section 1035 exchange for a contract issued before August 18, 2006.

However, any material increase in the death benefit or other material change to the contract will cause it to be treated as a new contract and the policyholder is required to file Form 8925. For master contracts under section 264(f)(4)(E), the addition of covered lives is treated as a new contract only for the additional covered lives.

See sections 1035 and 264(f)(4)(E) for more information.

How To File

Attach Form 8925 to the policyholder's income tax return for each tax year ending after November 13, 2007, during which the policyholder has employer-owned life insurance contract(s) in force.

Recordkeeping

You must keep adequate records to support the information reported on Form 8925.

Specific Instructions

Name of Policyholder

Enter the name of the policyholder (defined earlier).

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2008 or other tax year beginning 07/01, 2008, and ending 06/30, 2009. See separate instructions.

A Check box if address changed

B Exempt under section
 501(c)(3) 220(e)
 408(e) 530(a)
 408A 529(a)

C Book value of all assets at end of year

303,402,116.

Name of organization (Check box if name changed and see instructions.)
HAWAI' I PACIFIC HEALTH
Number, street, and room or suite no. If a P.O. box, see page 9 of instructions.
55 MERCHANT STREET, 24TH FLOOR
City or town, state, and ZIP code
HONOLULU, HI 96813

Print or Type

D Employer identification number
(Employees' trust, see instructions for Block D on page 9.)

99-0246363

E Unrelated business activity codes
(See instructions for Block E on page 9.)

561000

F Group exemption number (See instructions for Block F on page 9.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. SEE STATEMENT 1

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation. SEE STATEMENT 2

J The books are in care of DONNA MASUDA-KAM Telephone number 808 535-7355

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales	36,514.			
b Less returns and allowances				
c Balance		1 c 36,514.		
2 Cost of goods sold (Schedule A, line 7)		2		
3 Gross profit. Subtract line 2 from line 1c		3 36,514.		36,514.
4 a Capital gain net income (attach Schedule D)		4 a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4 b		
c Capital loss deduction for trusts		4 c		
5 Income (loss) from partnerships and S corporations (attach statement)		5		
6 Rent income (Schedule C)		6		
7 Unrelated debt-financed income (Schedule E)		7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9		
10 Exploited exempt activity income (Schedule I)		10		
11 Advertising income (Schedule J)		11		
12 Other income (See page 11 of the instructions; attach schedule.)		12		
13 Total. Combine lines 3 through 12		13 36,514.		36,514.

Part II Deductions Not Taken Elsewhere (See page 11 of the instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		36,514.
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach schedule)	18		
19 Taxes and licenses	19		
20 Charitable contributions (See page 13 of the instructions for limitation rules.)	20		
21 Depreciation (attach Form 4562)	21		NONE
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b NONE
23 Depletion	23		
24 Contributions to deferred compensation plans	24		
25 Employee benefit programs	25		
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		
28 Other deductions (attach schedule)	28		
29 Total deductions. Add lines 14 through 28	29		36,514.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		
31 Net operating loss deduction (limited to the amount on line 30)	31		
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)	33		1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation on page 15. Controlled group members (sections 1561 and 1563) check here <input checked="" type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) <u>NONE</u> (2) <u>NONE</u> (3) <u>NONE</u>		
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750), (2) Additional 3% tax (not more than \$100,000)		
c Income tax on the amount on line 34	35c	NONE
36 Trusts Taxable at Trust Rates. See instructions for tax computation on page 16. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax. See page 16 of the instructions	37	
38 Alternative minimum tax	38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies.	39	NONE

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see page 17 of the instructions)	40b	
c General business credit. Attached Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39.	41	NONE
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule).	42	
43 Total tax. Add lines 41 and 42	43	NONE
44a Payments: A 2007 overpayment credited to 2008	44a	
b 2008 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	44f	
45 Total payments. Add lines 44a through 44f	45	
46 Estimated tax penalty (see page 4 of the instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	NONE
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	NONE
49 Enter the amount of line 48 you want: Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	49	NONE

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year		\$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2.	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (attach schedule)	4a				X
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer: [Signature] Date: 5/14/10 Title: Vice President May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer's Use Only Preparer's signature: [Signature] Date: 5/14/10 Check if self-employed Preparer's SSN or PTIN: P00180332
Firm's name (or yours if self-employed), address, and ZIP code: ERNST & YOUNG U.S. LLP EIN: 34-6565596
TWO NORTH CENTRAL AVENUE, STE 2300 Phone no. 602/322-3000
PHOENIX, AZ 85004

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions on page 19)

1 Description of property

Table with 4 rows for property description (1-4).

2 Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions on page 19)

Table with 5 columns: 1 Description of debt-financed property, 2 Gross income, 3 Deductions, 4 Amount of average acquisition debt, 5 Average adjusted basis, 6 Column 4 divided by column 5, 7 Gross income reportable, 8 Allocable deductions.

Totals. Total dividends-received deductions included in column 8.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions on page 20)

Table with 6 columns: 1 Name of controlled organization, 2 Employer identification number, 3 Net unrelated income, 4 Total of specified payments made, 5 Part of column 4 that is included in the controlling organization's gross income, 6 Deductions directly connected with income in column 5.

Nonexempt Controlled Organizations

Table with 5 columns: 7 Taxable Income, 8 Net unrelated income, 9 Total of specified payments made, 10 Part of column 9 that is included in the controlling organization's gross income, 11 Deductions directly connected with income in column 10.

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 21)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 21)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶		Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions on page 21)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I						
Totals, Part II (lines 1-5) . . . ▶		Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).			Enter here and on page 1, Part II, line 27.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
		%	
		%	
		%	
		%	
Total. Enter here and on page 1, Part II, line 14 ▶			

ORGANIZATION' S PRIMARY UNRELATED BUSINESS ACTIVITY.
=====

UBI INCOME IS GENERATED FROM REIMBURSEMENT OF PROJECT MANAGER' S SALARY
FOR TIME SPENT ON JOINT VENTURES.

NAME AND FEIN OF PARENT CORPORATION

=====

HAWAI' I PACIFIC HEALTH
99-0246363

CONTROLLED GROUP ELECTION STATEMENTS

ELECTION TO ALLOCATE \$250,000 BUSINESS ASSET EXPENSE

The undersigned corporation, component members of a controlled group of corporation, as defined in Internal Revenue Code §179(d)(7), hereby consent to the apportionment plan listed below with respect to the taxable year of each corporation which includes June 30, 2009.

ELECTION TO ALLOCATE \$40,000 ALTERNATIVE MINIMUM TAX EXEMPTION

The undersigned corporation, component members of a controlled group of corporation (within the meaning of Internal Revenue Code §1563(a)), hereby consent under IRC §1.58-1(c)(3) to the apportionment plan listed below with respect to the taxable year of each corporation which includes June 30, 2009.

ELECTION TO ALLOCATE \$150,000 ALTERNATIVE MINIMUM TAX EXEMPTION

The undersigned corporation, component members of a controlled group of corporation (within the meaning of Internal Revenue Code §1563(a)), hereby consent under IRC §1.58-1(c)(3) to the apportionment plan listed below with respect to the taxable year of each corporation which includes June 30, 2009.

ELECTION TO ALLOCATE TAXABLE INCOME BRACKETS

The undersigned corporation, component members of a controlled group of corporation (within the meaning of Internal Revenue Code §1563(a)), hereby consent under IRC §1.58-1(c)(3) to the apportionment plan listed below with respect to the taxable year of each corporation which includes June 30, 2009.

ELECTION TO ALLOCATE ACCUMULATED EARNINGS CREDIT

The undersigned corporation, component members of a controlled group of corporation (within the meaning of Internal Revenue Code §1563(a)), hereby consent under IRC §1.535-3 to the apportionment plan listed below with respect to the taxable year of each corporation which includes June 30, 2009.

Company	Employer Number	Apport. of Depr. Business Asset Expense	Apport. of \$40,000 Alt. Min Tax Exemption	Apport. of \$150,000 Alt. Min. Tax Exemption
1	99-0318588	\$250,000	\$40,000	\$150,000
2	99-0177350	None	None	None
3	99-0274038	None	None	None
4	99-0145107	None	None	None
5	99-0265504	None	None	None
6	99-0326099	None	None	None
7	91-2151670	None	None	None

CONTROLLED GROUP ELECTION STATEMENTS

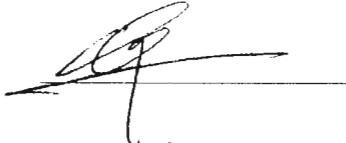
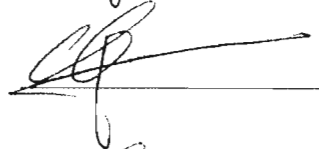
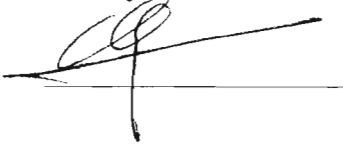

STATEMENT OF TAX BRACKET ALLOCATION

The amounts in each taxable income bracket in the tax table in IRC §11(b) have been allocated to the following corporations pursuant to §1.1563-3(a)

Company	Employer Number	First \$50,000 of Taxable Income	Taxable income over \$50,000 but not over \$75,000	Taxable income over \$75,000 but not over \$100,000	Taxable income over \$100,000 but not over \$335,000	Taxable income over \$335,000 but not over \$10,000,000
1	99-0318588	\$50,000	\$25,000	\$25,000	\$235,000	\$9,665,000
2	99-0177350	None	None	None	None	None
3	99-0274038	None	None	None	None	None
4	99-0145107	None	None	None	None	None
5	99-0265504	None	None	None	None	None
6	99-0326099	None	None	None	None	None
7	91-2151670	None	None	None	None	None

CONTROLLED GROUP ELECTION STATEMENTS

IDENTIFICATION AND SIGNATURES:

Company	Employer Number	Name and Address	Taxable Year End	Signature and Title of Officer
1	99-0318588	Hawaii Pacific Health Partners, Inc. & Subsidiaries 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/09	
2	99-0177350	Kapiolani Medical Center for Women and Children 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/09	
3	99-02474038	Kapiolani Medical Center at Pali Momi 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/09	
4	99-0145107	Straub Pharmacy, Inc. 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/09	
5	99-0265504	Straub Professional Services, Inc. 55 Merchant Street, 24 th Floor Honolulu, HI 96813	02/05/09	
6	99-0326099	Kauai Medical Clinic, Inc. 3-3420 Kuhio Highway, Suite B Lihue, Hawaii 96766	06/30/09	
7	91-2151670	Straub Clinic & Hospital 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/09	