

Hawai'i Pacific Health
Instructions for E-filed
Form 990 - Exempt Organization
For the period ended June 30, 2010

Signature ...

The file copy and public inspection copy of the returns should be signed by an officer, title indicated, and dated on page 1.

Filing ...

The federal copy of the return was e-filed by us on your behalf. Do not separately file a copy of the Form 990 with the Internal Revenue Service. Doing so will delay the processing of your return.

Payment of tax ...

No payment of tax is required.

Cumulative e-File History 2009	
FED	
Locator:	50F127
Taxpayer Name:	HAWAI'I PACIFIC HEALTH
Return Type:	990
Submitted Date:	05/09/2011 09:28:36
Acknowledgement Date:	05/09/2011 10:01:02
Status:	Accepted
Submission ID:	99005220111295000007

Exempt Organization Declaration and Signature for Electronic Filing

For calendar year 2009, or tax year beginning 07/01, 2009, and ending 06/30, 20 10
For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868

2009

Department of the Treasury
Internal Revenue Service

▶ 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, if any, from the return. 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, Part VIII, column (A), line 12) . . .	1b	112253140.
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 2009 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund.

Sign Here ▶ *[Signature]* | 5/9/2011 | ▶ VP & SYSTEM CONTROLLER
Signature of officer | Date | 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 ▶ <u><i>[Signature]</i></u> Date <u>5/9/2011</u> Check if also paid preparer <input checked="" type="checkbox"/> Check if self-employed <input type="checkbox"/> ERO's SSN or PTIN
	Firm's name (or yours if self-employed), address, and ZIP code ▶ <u>ERNST & YOUNG U.S. LLP</u> EIN <u>34-6565596</u>
	<u>55 MERCHANT ST., SUITE 1900, C-120</u> <u>HONOLULU HI 96813</u> Phone no. <u>808-531-2037</u>

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 <input type="checkbox"/> 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

2009

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

Open to Public Inspection

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 2009 calendar year, or tax year beginning 07/01, 2009, and ending 06/30, 2010

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <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 99-0246363
		Doing Business As	E Telephone number (808) 535-7401
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 55 MERCHANT STREET, 24TH FLOOR	G Gross receipts \$ 112,406,012.
		City or town, state or country, and ZIP + 4 HONOLULU, HI 96813	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: CHARLES A. STED 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813		H(c) Group exemption number ▶	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.HAWAIIIPACIFICHEALTH.ORG			
K Form 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	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: HAWAI'I PACIFIC HEALTH IS A NONPROFIT HEALTH CARE SYSTEM THAT IS COMMITTED TO PROVIDING THE HIGHEST QUALITY & MOST ACCESSIBLE MEDICAL CARE AND SERVICE TO THE PEOPLE OF HAWAI'I AND THE PACIFIC REGION.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	14
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	7
	5	Total number of employees (Part V, line 2a)	5	926
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	79,792.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	7,959,105.	8,755,865.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	89,448,423.	96,975,552.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-16,896,828.	6,397,606.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	73,354.	124,117.
	12		80,584,054.	112,253,140.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	271,473.	405,020.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	60,501,675.	64,277,400.
	16 a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses, Part IX, column (D), line 25 ▶ 1,630,187.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	47,499,888.	45,934,949.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	108,273,036.	110,617,369.	
19	Revenue less expenses. Subtract line 18 from line 12	-27,688,982.	1,635,771.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year	End of Year
	21	Total liabilities (Part X, line 26)	303,402,116.	197,686,070.
	22	Net assets or fund balances. Subtract line 21 from line 20	437,820,665.	342,445,963.
		-134,418,549.	-144,759,893.	

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>Ernst & Young</i> Firm's name (or yours if self-employed) address, and ZIP + 4 ▶ ERNST & YOUNG U.S. LLP 55 MERCHANT ST., SUITE 1900, C-120 HONOLULU, HI 96813	Date 5/9/2011 Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) EIN ▶ 34-6565596 Phone no. ▶ 808-531-2037
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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. *

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

ATTACHMENT 6

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 \$ 69,828,125. including grants of \$ 405,020.) (Revenue \$ 96,895,870.)
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 \$)

4e Total program service expenses ▶ 69,828,125.

Part IV Checklist of Required Schedules

Table with 3 main columns: Question, Yes, No. Rows 1-20 contain various organizational requirements and their status (Yes/No/X).

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and other organizational activities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Form 990-TO with questions 1a through 12b regarding tax compliance, including sections on 501(c)(7) and 501(c)(12) organizations.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (14), 1b Enter the number of voting members that are independent (7), 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X), 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (X), 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X), 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X), 6 Does the organization have members or stockholders? (X), 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X), 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X), 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (X), 8b Each committee with authority to act on behalf of the governing body? (X), 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X), 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?, 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X), 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990., 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X), 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X), 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X), 13 Does the organization have a written whistleblower policy? (X), 14 Does the organization have a written document retention and destruction policy? (X), 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (X), 15b Other officers or key employees of the organization (X), 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X), 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: DONNA MASUDA-KAM 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813 808 535-7355

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee.

(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	.30	X						0.	0.	0.
CLINTON R. CHURCHILL BOARD OF DIRECTOR	.80	X						0.	0.	0.
PAMELA DOHRMAN BOARD OF DIRECTOR	.60	X						0.	0.	0.
DALE GLENN, M.D. BOARD OF DIRECTOR	.30	X						0.	206,396.	21,976.
FAYE KURREN BOARD OF DIRECTOR	.30	X						0.	0.	0.
COLBERT M. MATSUMOTO BOARD OF DIRECTOR	.30	X						0.	0.	0.
KENNETH T. NAKAMURA, M.D. BOARD OF DIRECTOR	1.00	X						360,212.	0.	28,823.
DAVID T. PIETSCH, JR. CHAIR, BOARD OF DIRECTOR	.70	X		X				0.	0.	0.
KENN SARUWATARI, M.D. VICE CHAIR, BOARD OF DIRECTOR	.40	X		X				0.	357,958.	26,121.
DENNIS SCHEPPERS, M.D. BOARD OF DIRECTOR	.40	X						0.	294,847.	24,799.
CHARLES A. STED PRESIDENT & CEO, BOARD OF DIR.	32.00	X		X				2,010,991.	0.	283,726.
MELVIN VENTURA BOARD OF DIRECTOR	.60	X						0.	0.	0.
DON WILCOX, M.D. BOARD OF DIRECTOR	.40	X						0.	0.	0.
MARK WONG BOARD OF DIRECTOR	.30	X						0.	0.	0.
GERI YOUNG, M.D. BOARD OF DIRECTOR	.30	X						426,559.	0.	34,170.
DAVID OKABE EVP, CFO & TREASURER	35.00			X				828,139.	0.	109,283.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(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			
RAYMOND P. VARA JR. EVP & CEO OF OPERATIONS	5.00			X				1,389,883.	0.	182,347.
KENNETH B. ROBBINS, M.D. EVP & CMO	10.00			X				861,367.	0.	126,959.
GAIL LERCH EVP	40.00			X				623,021.	0.	100,175.
VIRGINIA PRESSLER-FISHER, M.D. EVP	45.00			X				587,408.	0.	106,744.
CHARLES R. CHING EVP, GEN'L COUNSEL & SECRETARY	30.00			X				545,613.	0.	79,218.
STEVEN ROBERTSON EVP & CIO	15.00			X				447,932.	0.	93,805.
EARL INOUE VP & SYSTEM CONTROLLER	25.00			X				338,063.	0.	33,175.
ARTHUR GLADSTONE VP & CNE	5.00			X				397,128.	0.	43,542.
HILTON RAETHEL VP	15.00			X				304,447.	0.	14,689.
SUSAN MASUMOTO-NONAKA VP	20.00			X				260,504.	0.	40,021.
WARREN CHAIKO VP	15.00			X				287,396.	0.	30,756.
MELINDA ASHTON, M.D. MEDICAL DIRECTOR	40.00			X				328,748.	0.	35,227.
DAVID FOX PRIVACY&INFO SECURITY OFFICER	4.00			X				111,240.	0.	17,249.
1b Total CONTINUED AT SCHEDULE J-2								12,869,941.	1,498,442.	1,761,156.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶** 148

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 7		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 54

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	8,130.				
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d	261,623.				
	e Government grants (contributions) . .	1e	8,053,428.				
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	432,684.				
	g Noncash contributions included in lines 1a-1f: \$		205,085.				
	h Total. Add lines 1a-1f			8,755,865.			
Program Service Revenue		Business Code					
	2a ADMIN/MGT SERVICES TO TAX EXEMPT AFFILIA		561000	94,835,432.	94,755,640.	79,792.	
	b CLINICAL TRIALS		541710	1,091,254.	1,091,254.		
	c INDIRECT COSTS		900099	932,475.	932,475.		
	d NET PATIENT REVENUE		624190	328,044.	328,044.		
	e RESTRICTED CASH ADJMTS		900099	-211,653.	-211,653.		
	f All other program service revenue						
	g Total. Add lines 2a-2f			96,975,552.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 8			6,409,339.			6,409,339.
	4 Income from investment of tax-exempt bond proceeds . . .			0.			
	5 Royalties			0.			
		(i) Real	(ii) Personal				
	6a Gross Rents		174,038.				
	b Less: rental expenses		49,921.				
	c Rental income or (loss)		124,117.				
	d Net rental income or (loss)			124,117.			124,117.
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory		88,077.	3,141.			
	b Less: cost or other basis and sales expenses		102,951.				
	c Gain or (loss)		-14,874.	3,141.			
	d Net gain or (loss)			-11,733.			-11,733.
	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				0.			
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				0.			
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				0.			
Miscellaneous Revenue			Business Code				
11a _____							
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d				0.			
12 Total Revenue. See instructions				112,253,140.	96,895,760.	79,792.	6,521,723.

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 . . .	405,020.	405,020.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	9,092,472.	6,637,505.	2,454,967.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7 Other salaries and wages	45,181,297.	26,492,816.	17,487,950.	1,200,531.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	1,755,692.	951,035.	765,657.	39,000.
9 Other employee benefits	4,872,211.	3,795,176.	865,019.	212,016.
10 Payroll taxes	3,375,728.	1,918,490.	1,375,978.	81,260.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	1,310,990.	96,304.	1,214,686.	
c Accounting	177,483.	49,172.	128,311.	
d Lobbying	54,000.		54,000.	
e Professional fundraising services. See Part IV, line 17	0.			
f Investment management fees	2,208.		2,208.	
g Other	9,707,750.	4,374,307.	5,324,281.	9,162.
12 Advertising and promotion	2,611,178.	29,617.	2,581,561.	
13 Office expenses	1,081,030.	568,196.	511,382.	1,452.
14 Information technology	6,727,547.	3,077,156.	3,650,391.	
15 Royalties	0.			
16 Occupancy	3,565,318.	3,474,971.	90,347.	
17 Travel	409,031.	180,463.	228,568.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	172,287.	83,252.	89,035.	
20 Interest	1,411,186.	1,411,186.		
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization . . .	3,470,238.	2,902,226.	490,926.	77,086.
23 Insurance	93,140.	5,981.	87,159.	
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 <u>PROGRAM SERVICE EXPENDITURES</u>	12,668,782.	12,668,782.		
b <u>OTHER PURCHASES</u>	1,472,072.	674,189.	788,206.	9,677.
c <u>OTHER EXPENSE</u>	1,000,709.	32,281.	968,425.	3.
d -----				
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	110,617,369.	69,828,125.	39,159,057.	1,630,187.
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	33,975,710.	2	37,845,551.
	3 Pledges and grants receivable, net	913,624.	3	2,910,423.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. 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 sale or use	0.	8	5,206.
	9 Prepaid expenses and deferred charges	1,268,596.	9	1,259,044.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 76,661,574.		
	b Less: accumulated depreciation	10b 50,652,858.	23,257,111.	10c 26,008,716.
	11 Investments - publicly traded securities	150,613,572.	11	29,381,391.
	12 Investments - other securities. See Part IV, line 11	27,848,610.	12	38,829,406.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	65,524,893.	15	61,446,333.
16 Total assets. Add lines 1 through 15 (must equal line 34)	303,402,116.	16	197,686,070.	
Liabilities	17 Accounts payable and accrued expenses	20,459,433.	17	19,282,434.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities	302,461,066.	20	177,877,792.
	21 Escrow or custodial 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	25,000,000.	23	20,000,000.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	89,900,166.	25	125,285,737.
	26 Total liabilities. Add lines 17 through 25	437,820,665.	26	342,445,963.
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	-143,455,190.	27	-149,352,971.
	28 Temporarily restricted net assets	6,981,730.	28	2,424,743.
	29 Permanently restricted net assets	2,054,911.	29	2,168,335.
	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	-134,418,549.	33	-144,759,893.	
34 Total liabilities and net assets/fund balances	303,402,116.	34	197,686,070.	

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 _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
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 line 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No. 1545-0047

2009

Open to Public Inspection

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: (For lines 1 through 11, check only one box.)

- 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)**.
- 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)**.
- 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)		X
- (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		X
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		X

h Provide the following information about the supported organization(s).

(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	
ATTACHMENT 1									
Total									49,294,231.

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) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (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 through 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) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (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 section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Description, Percentage. Rows include: 14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)); 15 Public support percentage from 2008 Schedule A, Part II, line 14; 16a 33 1/3 % support test - 2009; b 33 1/3 % support test - 2008; 17a 10%-facts-and-circumstances test - 2009; b 10%-facts-and-circumstances test - 2008; 18 Private foundation.

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: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (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: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (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 2009 (line 8, column (f) divided by line 13, column (f)) - 15 %; 16 Public support percentage from 2008 Schedule A, Part III, line 15 - 16 %

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows include: 17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) - 17 %; 18 Investment income percentage from 2008 Schedule A, Part III, line 17 - 18 %

19 a 33 1/3 % support tests - 2009. 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

b 33 1/3 % support tests - 2008. 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

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV)		(V)		(VI)		(VII) AMOUNT OF SUPPORT
			YES	NO	YES	NO	YES	NO	
KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN	99-0177350	03	X		X		X		30,105,003.
KAPI'OLANI MEDICAL CENTER AT PALI MOMI	99-0274038	03	X		X		X		11,439,986.
WILCOX MEMORIAL HOSPITAL	99-0074365	03	X		X		X		7,749,242.
TOTAL AMOUNT OF SUPPORT									<u>49,294,231</u>

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

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions**

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(c)(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 HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 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 Complete if the organization is exempt under section 501(c)(3).

- 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 Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 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 exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were 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 Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- 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="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="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. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
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 on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2 a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

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...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?.

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

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 Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."

Table with 2 columns: Question, Amount. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); 2a Current year; 2b Carryover from last year; 2c 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 (see instructions).

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 providing supplemental information.

Part IV Supplemental Information (continued)

LOBBYING ACTIVITY

PART II-B, LINE 1I

A REGISTERED LOBBYIST (LINDA CHU-TAKAYAMA) PROVIDES GENERAL ADVICE ON LEGISLATIVE ACTIVITIES INCLUDING INFORMATION AND INSIGHT ON LEGISLATIVE ACTIONS THAT MAY BE OF INTEREST TO HAWAI'I PACIFIC HEALTH ("HPH"). THE 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. THE INDIVIDUAL DOES SPEAK TO LEGISLATORS, SOMETIMES ON BEHALF OF LEGISLATION OR ISSUES IN WHICH HPH HAS AN INTEREST. THE 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 HPH'S BEHALF.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization

HAWAI'I PACIFIC HEALTH

Employer identification number

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 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

Table with 2 columns: Held at the End of the Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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.

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

- 3 Using the organization's acquisition, 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?

Part IV Escrow and Custodial Arrangements. Complete if the 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?
b If "Yes," explain the arrangement in Part XI V and complete the following table:
Table with columns: Amount, 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance
2a Did the organization include an amount on Form 990, Part X, line 21?
b If "Yes," explain the arrangement in Part XI V.

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

Table with 6 columns: (a) Current Year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include: 1a Beginning of year balance, b Contributions, c Net investment earnings, gains, and losses, d Grants or scholarships, e Other expenditures for facilities and programs, f Administrative expenses, g End of year balance.

- 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:
(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
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.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1
2	Total expenses (Form 990, Part IX, column (A), line 25)	2
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3
4	Net unrealized gains (losses) on investments	4
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV.)	8
9	Total adjustments (net). Add lines 4 through 8	9
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	2a
b	Donated services and use of facilities	2b
c	Recoveries of prior year grants	2c
d	Other (Describe in Part XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	2a
b	Prior year adjustments	2b
c	Other losses	2c
d	Other (Describe in Part XIV.)	2d
e	Add lines 2a through 2d	2e
3	Subtract line 2e from line 1	3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a
b	Other (Describe in Part XIV.)	4b
c	Add lines 4a and 4b	4c
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

SCHEDULE D, PART X, LINE 2

FIN 48 FOOTNOTE

FOLLOWING IS THE FIN 48 FOOTNOTE FROM THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF HAWAI'I PACIFIC HEALTH.

THE TAXABLE AFFILIATES OF THE COMPANY UTILIZE THE LIABILITY METHOD OF ACCOUNTING FOR INCOME TAXES. UNDER THIS METHOD, DEFERRED INCOME TAX ASSETS AND LIABILITIES ARE DETERMINED BASED ON DIFFERENCES BETWEEN THE FINANCIAL REPORTING AND TAX BASIS OF ASSETS AND LIABILITIES, AND ARE MEASURED USING THE CURRENTLY EXACTED TAX RATES AND LAWS. VALUATION ALLOWANCES ARE USED TO REDUCE DEFERRED TAX ASSETS TO THEIR ESTIMATED NET REALIZABLE VALUES WHEN MANAGEMENT DETERMINES ULTIMATE RECOVERY OF THE DEFERRED TAX ASSETS IS NOT MORE LIKELY THAN NOT TO OCCUR.

ATTACHMENT 2

SCHEDULE D, PART VII - INVESTMENTS - CLOSELY HELD EQUITY INTERESTS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
HPH INVESTMENT IN HPHPI	20,995,285.	FMV
TOTALS	<u>20,995,285.</u>	

ATTACHMENT 3

SCHEDULE D, PART IX - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>
BENEFICIAL INTEREST	46,111,999.
DEFERRED BOND ISSUANCE COST	4,028,948.
SECURITY PLEDGE FOR CREDITORS	6,930,000.
LIFE INSURANCE - CSV	2,208,996.

Part XIV Supplemental Information (continued)ATTACHMENT 3 (CONT'D)SCHEDULE D, PART IX - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>
ALL OTHER ASSETS	7,249.
DUE FROM KAPI'OLANI FOUNDATION	97,727.
DUE FROM KEAHONUOKALANI	1,833.
DUE FROM HICORD	9,920.
DUE FROM HAWAI'I PACIFIC PTRS	61,932.
DUE FROM KAPI'OLANI SPECIALIST	460,697.
DUE FROM STRAUB FOUNDATION	1,274.
DUE FROM PROVIDERS INSURANCE	62,692.
DUE FROM WILCOX FOUNDATION	15,075.
DEFERRED CHARGES	997,327.
OTHER RECEIVABLES	450,664.
TOTALS	<u>61,446,333.</u>

Part IV Supplemental Information

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

FOREIGN INVESTMENTS

SCHEDULE F, PART IV

THE INVESTMENT COMMITTEE OF HAWAI'I PACIFIC HEALTH HAS CHOSEN TO
DIVERSIFY ITS INVESTMENT PORTFOLIO, INCLUDING CERTAIN ALTERNATIVE
INVESTMENTS THAT ARE ESTABLISHED AS PARTNERSHIPS. THESE PARTNERSHIPS ARE
NOT OPERATING ENTITIES. HAWAI'I PACIFIC HEALTH'S DIRECT INVESTMENT IS
MADE IN PARTNERSHIPS, AND THESE ENTITIES MAY MAKE UNDERLYING INVESTMENTS
IN OTHER CERTAIN FOREIGN PARTNERSHIPS AND/OR CORPORATIONS.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

HAWAI'I PACIFIC HEALTH

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

99-0246363

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
	HAWAI'I PACIFIC UNIVERSITY 1060 BISHOP STREET, SUITE 400	99-0113930	501 (C) (3)	18,000.				GENERAL SUPPORT
	AMERICAN CANCER SOCIETY 2370 NUUANU AVENUE HONOLULU, HI 96817	99-0073489	501 (C) (3)	9,000.				GENERAL SUPPORT
	UNIVERSITY OF HAWAI'I FOUNDATION 2444 DOLE STREET HONOLULU, HI 96822	99-0085260	501 (C) (3)	235,900.				GENERAL SUPPORT
	HAWAI'I PRIMARY CARE ASSOCIATION 345 QUEEN ST., SUITE 601	99-0268275	501 (C) (3)	7,895.				GENERAL SUPPORT
	BOYS & GIRLS CLUB OF HAWAI'I 1523 KALAUKAUA AVE., STE. 202	99-6005407	501 (C) (3)	8,000.				GENERAL SUPPORT
	HONOLULU ACADEMY OF ARTS 900 S. BERETANIA ST. HONOLULU, 96814-1495	99-0079713	501 (C) (3)	10,000.				GENERAL SUPPORT
	JUVENILE DIABETIS RESEARCH 1019 WAIMANU ST., STE. 214 HONOLULU, 96814	23-1907729	501 (C) (3)	6,000.				GENERAL SUPPORT
	KOMEN RACE FOR THE CURE P.O. BOX 23204 HONOLULU, 96823-3204	75-2844635	501 (C) (3)	10,000.				GENERAL SUPPORT
	UNIVERSITY OF HAWAI'I FOUNDATION 2404 MAILE WAY, ROOM C-202 HONOLULU, 96822	99-0085260	501 (C) (3)	7,500.				HALL OF HONOR
	HAWAI'I DEPARTMENT OF HUMAN SERVICES 1390 MILLER ST. HONOLULU, HI 96813	99-6001089	GOVERNMENT	100,000.				GENERAL SUPPORT

- 2 Enter total number of section 501(c)(3) and government organizations 9
- 3 Enter total number of other organizations 0

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

Schedule I (Form 990) 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 Part IV and 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.

FORM 990, SCHEDULE I, PART I, LINE 2

DESCRIPTION OF ORGANIZATION'S PROCEDURES FOR MONITORING THE USE OF GRANTS

THE HAWAI'I PACIFIC HEALTH ("HPH") DONATIONS COMMITTEE REVIEWS AND

APPROVES DONATIONS TO 501(C)(3) ORGANIZATIONS ON AN ANNUAL BASIS. NO

FURTHER MONITORING IS NECESSARY AS DONATIONS ARE MADE ONLY TO

501(C)(3) ORGANIZATIONS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

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 checked="" 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 any of the boxes on 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, with respect to the filing organization or a related organization:

- 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 section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	X	
2	X	
4a	X	
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other 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				
DALE GLENN, M.D.	(i)	0.	0.	0.	0.	0.	0.
	(ii)	188,609.	15,485.	2,302.	8,245.	13,731.	228,372.
KENNETH T. NAKAMURA, M.D.	(i)	238,504.	27,815.	93,893.	18,262.	10,561.	389,035.
	(ii)	0.	0.	0.	0.	0.	0.
KENN SARUWATARI, M.D.	(i)	0.	0.	0.	0.	0.	0.
	(ii)	276,143.	25,331.	56,484.	9,800.	16,321.	384,079.
DENNIS SCHEPPERS, M.D.	(i)	0.	0.	0.	0.	0.	0.
	(ii)	270,085.	20,880.	3,882.	9,800.	14,999.	319,646.
CHARLES A. STED	(i)	753,034.	189,314.	1,068,643.	271,408.	12,318.	2,294,717.
	(ii)	0.	0.	0.	0.	0.	0.
GERI YOUNG, M.D.	(i)	324,324.	37,802.	64,433.	17,831.	16,339.	460,729.
	(ii)	0.	0.	0.	0.	0.	0.
DAVID OKABE	(i)	410,893.	83,331.	333,915.	94,274.	15,009.	937,422.
	(ii)	0.	0.	0.	0.	0.	0.
RAYMOND P. VARA JR.	(i)	601,040.	130,473.	658,370.	166,024.	16,323.	1,572,230.
	(ii)	0.	0.	0.	0.	0.	0.
KENNETH B. ROBBINS, M.D.	(i)	407,086.	83,109.	371,172.	109,190.	17,769.	988,326.
	(ii)	0.	0.	0.	0.	0.	0.
GAIL LERCH	(i)	320,190.	69,507.	233,324.	82,010.	18,165.	723,196.
	(ii)	0.	0.	0.	0.	0.	0.
VIRGINIA PRESSLER-FISHER,	(i)	322,660.	63,901.	200,847.	76,480.	30,264.	694,152.
	(ii)	0.	0.	0.	0.	0.	0.
CHARLES R. CHING	(i)	309,809.	61,739.	174,065.	68,962.	10,256.	624,831.
	(ii)	0.	0.	0.	0.	0.	0.
STEVEN ROBERTSON	(i)	306,299.	66,491.	75,142.	66,642.	27,163.	541,737.
	(ii)	0.	0.	0.	0.	0.	0.
EARL INOUYE	(i)	229,057.	28,589.	80,417.	30,185.	2,990.	371,238.
	(ii)	0.	0.	0.	0.	0.	0.
ARTHUR GLADSTONE	(i)	279,978.	43,298.	73,852.	21,015.	22,527.	440,670.
	(ii)	0.	0.	0.	0.	0.	0.
HILTON RAETHEL	(i)	203,431.	24,396.	76,620.	11,638.	3,051.	319,136.
	(ii)	0.	0.	0.	0.	0.	0.

Schedule J (Form 990) 2009

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.

HEALTH AND SOCIAL CLUB DUES

SCHEDULE J, PART I, LINE 1A

SOCIAL CLUB DUES PAID FOR CHARLES STED, VIRGINIA FISHER-PRESSLER, HILTON

RAETHAL, RAYMOND VARA AND MICHAEL ROBINSON. THESE AMOUNTS ARE INCLUDED IN

THE LISTED PERSON'S TAXABLE COMPENSATION.

HEALTH CLUB DUES PAID FOR CHARLES STED AND RAYMOND VARA. THESE AMOUNTS

WERE INCLUDED IN THE LISTED PERSON'S TAXABLE COMPENSATION.

TRAVEL FOR COMPANIONS WAS PAID FOR CHARLES STED AND WAS INCLUDED IN HIS

TAXABLE COMPENSATION.

SEVERANCE PAYMENT

SCHEDULE J, PART I, LINE 4A

PAID TO KENNETH PIERCE, M.D. \$174,532

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.

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

SCHEDULE J, PART I, LINE 4B

AMOUNTS PAID DURING THE YEAR BY THE ORGANIZATION:

JENNIE CHAHANOVICH	\$26,679
WARREN CHAIKO	\$26,874
CHARLES R. CHING	\$129,699
KATHLEEN CLARK	\$37,991
ARTHUR GLADSTONE	\$46,593
KIM HADDEN	\$21,841
EARL INOUE	\$52,775
DELIA KNUDSEN	\$37,944
GAIL LERCH	\$185,756
TERRY LONG	\$46,971
SUSAN MASUMOTO-NONAKA	\$23,460
KENNETH T. NAKAMURA, M.D.	\$48,469
DAVID OKABE	\$263,953
VIRGINIA PRESSLER-FISHER, M.D.	\$145,627
HILTON RAETHEL	\$75,187

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.

KENNETH B. ROBBINS, M.D.	\$301,378
STEVEN ROBERTSON	\$25,048
KATIE SHIGEMITSU	\$32,196
MARTHA SMITH	\$64,255
CHARLES A. STED	\$927,278
SHARON TOURVILLE	\$12,638
RAYMOND P. VARA, JR.	\$558,878

PAID BY RELATED ORGANIZATION:

DALE GLENN, M.D.	\$2,302
KENN SARUWATARI, M.D.	\$41,876

IN RESPONSE TO NEW REGULATORY REQUIREMENTS ASSOCIATED WITH INTERNAL REVENUE CODE SECTIONS 409A AND 457(F). HAWAI'I PACIFIC HEALTH ("HPH") PROVIDED AN OPTION TO ITS OFFICERS ON PAYING OUT ACCUMULATED BALANCES ON ITS VARIOUS NON-QUALIFIED DEFERRED COMPENSATION ARRANGEMENTS IN 2009 OR TO DEFER ITS DISTRIBUTION SUBJECT TO CLIFF VESTING IN ACCORDANCE WITH THE IRS APPROVED ONE TIME 409A TRANSITION RULE.

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.

CERTAIN OFFICERS SELECTED THE PAY OUT OPTION ON THE ACCUMULATED BALANCE ASSOCIATED WITH THE CAPITAL ACCUMULATION PLAN AND ITS RESTORATION PLAN DURING 2009. THE AMOUNTS PAID OUT HAVE BEEN INCLUDED IN THE W-2 OF THOSE PARTICIPANTS ELECTING THE PAYOUT OPTION.

THE RESTORATION PLAN WAS DESIGNED TO RESTORE BENEFITS THAT ARE LOST DUE TO LIMITS IMPOSED BY SECTIONS 401 AND 415 OF THE INTERNAL REVENUE CODE ON COMPENSATION CONSIDERED UNDER SUCH PLANS.

THE CAPITAL ACCUMULATION ACCOUNT (CAA) IS A SECTION 457(F) PROGRAM THAT WAS PREVIOUSLY AFFORDED TO EXECUTIVE OFFICERS OF THE ORGANIZATION TO PROVIDE BENEFITS ON A TAX DEFERRED BASIS.

NON-FIXED PAYMENTS TO PERSON LISTED ON PART VII, SECTION A, LINE 1A SCHEDULE J, PART I, LINE 7
NON-FIXED PAYMENTS ARE MADE TO EXECUTIVES BASED ON SYSTEM GOALS THAT ARE

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.

NOT BASED ON A PERCENTAGE OF NET EARNINGS. NON-FIXED PAYMENTS MADE TO

PHYSICIANS ARE BASED ON CLINICAL PERFORMANCE MEASURES.

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

Continuation Sheet for Schedule J (Form 990)

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Schedule J (Form 990), Part II.

▶ See Instructions for Schedule J (Form 990).

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 (Schedule J, Part II)

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other 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					
SUSAN MASUMOTO-NONAKA	(i)	197,875.	24,444.	38,185.	11,637.	28,384.	300,525.	23,460.
	(ii)	0.	0.	0.	0.	0.	0.	0.
WARREN CHAIKO	(i)	210,889.	26,472.	50,035.	11,653.	19,103.	318,152.	26,874.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MELINDA ASHTON, M.D.	(i)	262,570.	29,981.	36,197.	14,152.	21,075.	363,975.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
KATIE SHIGEMITSU	(i)	172,800.	18,787.	45,643.	11,166.	15,135.	263,531.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
PRUDENCE KUSANO	(i)	164,133.	0.	75.	2,876.	10,754.	177,838.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
TERRY LONG	(i)	162,112.	26,010.	62,610.	28,138.	7,820.	286,690.	46,971.
	(ii)	0.	0.	0.	0.	0.	0.	0.
COLBERT SETO	(i)	199,084.	13,227.	0.	10,218.	15,779.	238,308.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MARTHA SMITH	(i)	328,891.	55,558.	59,901.	94,277.	23,538.	562,165.	42,015.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JENNIE CHAHANOVICH	(i)	237,938.	37,950.	50,434.	9,875.	11,521.	347,718.	26,679.
	(ii)	0.	0.	0.	0.	0.	0.	0.
KATHLEEN CLARK	(i)	199,624.	30,774.	64,853.	11,637.	5,682.	312,570.	37,991.
	(ii)	0.	0.	0.	0.	0.	0.	0.
DELIA KNUDSEN	(i)	196,704.	25,066.	62,980.	14,087.	11,720.	310,557.	37,944.
	(ii)	0.	0.	0.	0.	0.	0.	0.
SHARON TOURVILLE	(i)	177,808.	26,512.	69,036.	3,690.	5,350.	282,396.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
KENNETH PIERCE, M.D.	(i)	0.	0.	174,532.	0.	0.	174,532.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ROBERT SCHULZ, M.D.	(i)	0.	0.	0.	0.	0.	0.	0.
	(ii)	619,093.	16,139.	4,009.	9,800.	14,273.	663,314.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							

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

Schedule J-1 (Form 990) 2009

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).**

▶ **Attach to Form 990. See separate instructions.**

Name of the organization

HAWAI'I PACIFIC HEALTH

Employer identification number

99-0246363

Part I Bond Issues

(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	04/14/2004	29,447,000.	SERIES 2004A - SEE SCHEDULE O		X		X
B STATE OF HAWAI'I, DEPARTMENT OF BUDGET & FINANCE	99-0266961	419771AN0	06/10/2010	99,307,516.	SERIES 2010A - SEE SCHEDULE O		X		X
C STATE OF HAWAI'I, DEPARTMENT OF BUDGET & FINANCE	99-0266961	419771AC4	01/14/2004	50,000,000.	SERIES 2004B - SEE SCHEDULE O		X		X
D									
E									

Part II Proceeds

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Total proceeds of issue			29,447,400.	99,307,517.	50,301,958.					
2 Gross proceeds in reserve funds			3,000,000.	9,729,289.	4,430,000.					
3 Proceeds in refunding or defeasance escrows			0.	0.	0.					
4 Other unspent proceeds			0.	0.	0.					
5 Issuance costs from proceeds			439,819.	794,170.	3,621,760.					
6 Working capital expenditures from proceeds			0.	0.	0.					
7 Capital expenditures from proceeds			25,932,376.	0.	41,948,240.					
8 Year of substantial completion			2005		2005					
9 Were the bonds issued as part of a current refunding issue?		X	X		X					
10 Were the bonds issued as part of an advance refunding issue?		X		X	X					
11 Has the final allocation of proceeds been made?	X		X		X					
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X					

Part III Private Business Use

	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?		X		X		X				
2 Are there any lease arrangements with respect to the financed property which may result in private business use?	X		X		X					

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

Schedule K (Form 990) 2009

Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?	X		X		X					
b Are there any research agreements with respect to the financed property which may result in private business use?	X		X		X					
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?	X		X		X					
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 ▶	4.4000%		4.4100%		3.2200%				%	
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 ▶	0.0000%		0.0000%		0.0000%				%	
6 Total of lines 4 and 5	4.4000%		4.4100%		3.2200%				%	
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X		X		X					

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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?		X		X		X				
2 Is the bond issue a variable rate issue?		X		X	X					
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X		X	X					
b Name of provider					GOLDMAN SACHS					
c Term of hedge					29.600					
4a Were gross proceeds invested in a GIC?	X			X	X					
b Name of provider	TRINITY				TRINITY					
c Term of GIC	29.500				29.500					
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X				X					
5 Were any gross proceeds invested beyond an available temporary period?		X		X		X				
6 Did the bond issue qualify for an exception to rebate?		X		X		X				

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2009

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).
Complete if the organization answered "Yes" on Form 990, Part IV, line 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.
Complete if the organization 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.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 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
FIRST HAWAIIAN BANK	DIR. IS DIR. OF HPH	874,025.	FEES & INTEREST		X
PACIFIC MEDICAL COLLECTIONS	DIR. IS OFFICER OF HPH	112,746.	COLLECTION FEES		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule L (Form 990 or 990-EZ) 2009

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No. 1545-0047

2009

**Open To Public
Inspection**

Name of the organization
HAWAI'I PACIFIC HEALTH

Employer identification number
99-0246363

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded				
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution-Historic structures				
14 Qualified conservation contribution-Other				
15 Real estate-Residential				
16 Real estate-Commercial	X	1	197,000.	OPINIONS OF EXPERTS
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATCH 4)		1.	8,085.	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 1

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2009

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SALE OF NON-CASH CONTRIBUTIONS

PART I

FOR NON-CASH CONTRIBUTIONS, SUCH AS SECURITIES, THAT ARE NOT TO BE USED

BY HAWAI'I PACIFIC HEALTH IN THE CONDUCT OF ITS OPERATIONS, HAWAI'I

PACIFIC HEALTH ARRANGES FOR FINANCIAL INSTITUTIONS WITH EXPERTISE IN THE

AREA TO ASSIST WITH THE SALE.

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

ATTACHMENT 4

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

DESCRIPTION	(A) CHECK	(B) NUMBER OF CONTRIBUTIONS	(C) REVENUES REPORTED	(D) METHOD OF DETERMINING
FURN/CONTENTS IN BLDG., S	X	1	8,085.	FMV
TOTALS		<u>1.</u>	<u>8,085.</u>	

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

HAWAI'I PACIFIC HEALTH

Supplemental Information to Form 990

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

99-0246363

ATTACHMENT 5

PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4A

FOR MORE THAN A CENTURY, RESIDENTS AND VISITORS HAVE DEPENDED ON THE HOSPITALS, CLINICS, PHYSICIANS AND STAFF OF HAWAI'I PACIFIC HEALTH ("HPH") AS THEIR TRUSTED HEALTH CARE PROVIDERS. AS THE STATE'S LARGEST HEALTH CARE PROVIDER AND LARGEST PRIVATE EMPLOYER, HPH 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 HAS OVER 1,300 AFFILIATED PHYSICIANS. IN ADDITION, HUNDREDS OF PEOPLE FROM THE COMMUNITY VOLUNTEER AT THE HOSPITALS EVERY YEAR. DURING FISCAL YEAR 2010, THE FOUR HOSPITALS ADMITTED 34,278 PATIENTS FOR A TOTAL OF 158,752 PATIENT DAYS. KAUA'I MEDICAL CLINIC'S TOTAL PATIENT VISITS WERE 227,555. 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 119,944 PATIENTS.

AFFILIATES AND SUBSIDIARIES

HAWAI'I PACIFIC HEALTH IS COMPRISED OF FOUR AFFILIATE HOSPITALS, 49 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.

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

KAPI`OLANI HEALTH FOUNDATION, STRAUB FOUNDATION AND WILCOX HEALTH 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 WITH OTHER PROVIDERS. PROVIDERS INSURANCE CORPORATION IS A CAPTIVE INSURANCE COMPANY THAT PROVIDES PROFESSIONAL LIABILITY INSURANCE TO HAWAI'I PACIFIC HEALTH AND ITS AFFILIATES.

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 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.

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

COMMUNITY ROLE/ACTIVITY

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 2010, HAWAI'I PACIFIC HEALTH'S COMMUNITY BENEFIT PROGRAMS AMOUNTED TO \$8.7 MILLION WHICH 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 2010, 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 \$6,471,000 EACH YEAR INTO TEACHING AND

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

RESEARCH. KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN IS ACTIVELY 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, TO ENSURE THAT PATIENT CONFIDENTIALITY IS PROTECTED, TO ENSURE THAT COLORECTAL CANCER SCREENING IS COVERED FOR PATIENTS, AND THAT STANDARDS OF CONTINUING EDUCATION FOR NURSES ARE ESTABLISHED AS A CONDITION OF LICENSURE.

OTHER

IN 2010, HAWAI'I PACIFIC HEALTH SUPPORTED NUMEROUS COMMUNITY EVENTS, INCLUDING THE WOMEN'S 10K RUN, 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, AMY THOMAS/MICHELLE ZIPPAY AND OTHER MEETINGS FOR HEALTH CARE

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

PROFESSIONALS. IT HIRED 70 COLLEGE STUDENTS AS SUMMER INTERNS, AND SPONSORED WORKSHOPS FOR ITS MORE THAN 700 VOLUNTEERS.

HAWAI'I PACIFIC HEALTH IS COMMITTED TO THE ENVIRONMENT. IN FISCAL YEAR 2010, IT CREATED A SUSTAINABILITY COMMITTEE. ALL FACILITIES IMPLEMENTED THE USE OF GREEN CLEANING PRODUCTS AND PROCEDURES TO REDUCE HAZARDOUS CHEMICALS. OAHU FACILITIES INSTALLED WATER-DISPENSING SYSTEMS TO REDUCE THE CONSUMPTION OF BOTTLED WATER, TRANSITIONED TO BULK CONDIMENTS, AND IMPLEMENTED A REUSABLE HOT-AND-COLD CUP PROGRAM. WILCOX MEMORIAL HOSPITAL BECAME EVEN MORE "GREEN" WITH ITS SOLAR FARM AND FURTHER RECYCLING OF OFFICE WASTE, COLLECTION OF RECYCLABLE ITEMS, AND REDUCTION IN WASTE. STRAUB CLINIC & HOSPITAL, KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN, AND KAPI'OLANI MEDICAL CENTER AT PALI MOMI ("PALI MOMI") COMPLETED THEIR CONVERSION TO REUSABLE SHARPS CONTAINERS. PALI MOMI BEGAN RECYCLING NEWSPAPERS AND CARDBOARD AND INSTALLED LED LIGHTS IN THE PARKING GARAGES. PALI MOMI 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.

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
<u>ATTACHMENT 5 (CONT'D)</u>	

INDEPENDENT VOTING MEMBERS

FORM 990, PART I, LINE 4 & PART VI, LINE 1B

DURING 11 MONTHS OF THE FISCAL YEAR INDEPENDENT BOARD MEMBERS NUMBERED 8 AND AS OF JUNE 30, 2010 REPORT DATE DUE TO THE RESIGNATION OF ONE BOARD MEMBER ON MAY 27, 2010 THE NUMBER DECREASED TO 7. HOWEVER, RIGHT AFTER ITS FISCAL YEAR END HAWAI'I PACIFIC HEALTH FILLED ITS VACANT BOARD SEAT WITH ANOTHER INDEPENDENT BOARD MEMBER ON JULY 29, 2010.

REVIEW OF THE 990S BY THE GOVERNING BODY

FORM 990, PART VI, LINE 11A

VARIOUS SCHEDULES OF THE 990S 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 990S OF EACH FILING ORGANIZATION WITHIN THE HEALTH CARE SYSTEM. ONCE SENIOR MANAGEMENT HAS COMPLETED ITS REVIEW, THE 990S ARE THEN PROVIDED TO THE GOVERNANCE AND NOMINATING COMMITTEE OF THE HEALTH CARE SYSTEM'S BOARD OF DIRECTORS FOR THEIR REVIEW. THE GOVERNANCE COMMITTEE OF HAWAI'I PACIFIC HEALTH ("HPH") BOARD PROVIDES OVERSIGHT FOR THE 990 REPORTING AND REVIEWS THE 990S PRIOR TO FILING. IN ADDITION, THE 990S FOR EACH ENTITY IS MADE AVAILABLE THROUGH A BOARD MEMBER PORTAL ON

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

THE PARENT ENTITY'S WEB SITE PRIOR TO THE FILING OF THE 990. COPIES OF THE 990S 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. THE 990S ARE POSTED TO HPH'S WEB SITE FOR PUBLIC ACCESS CONTEMPORANEOUS WITH THE FILING OF THE FORM TO THE IRS.

MONITORING & ENFORCING OF CONFLICT OF INTEREST POLICY

FORM 990, PART VI, LINE 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

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

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.

OFFICES AND POSITIONS FOR WHICH PROCESS WAS USED AND YEAR PROCESS WAS LAST COMPLETED

FORM 990, PART VI, LINE 15A & 15B

COMPENSATION FOR HAWAI'I PACIFIC HEALTH ("HPH") EXECUTIVES (VICE PRESIDENT AND ABOVE) IS SET BY THE HPH COMPENSATION COMMITTEE, WHICH IS COMPOSED SOLELY OF INDEPENDENT, COMMUNITY-BASED MEMBERS OF THE HPH BOARD OF DIRECTORS. ON AN ANNUAL BASIS THE HPH BOARD CHAIRPERSON (WHO IS INDEPENDENT) SELECTS A NEUTRAL THIRD PARTY EXECUTIVE COMPENSATION CONSULTANT TO REVIEW THE EXECUTIVES' 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, AND SUCH DECISIONS ARE DOCUMENTED IN THE COMPENSATION COMMITTEE MEETING MINUTES. 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

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

FOLLOWING THE SAME PROCESS AS DESCRIBED ABOVE ON AN ANNUAL BASIS.

DISCLOSURE OF GOV DOCS, CONFLICT OF INTEREST POLICY & FINANCIAL STMTS
FORM 990, PART VI, LINE 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.

SCHEDULE J-2 COLUMN B

INDIVIDUALS LISTED ON SCHEDULE J-2 ALSO DEVOTE TIME TO RELATED
ORGANIZATION AS LISTED BELOW:

KAPI'OLANI HEALTH FOUNDATION

C.R. CHING .5

INOUYE .5

LEWIS .2

LONG .5

OKABE 1.0

PRESSLER-FISHER 1.0

STED 3.0

KAUA'I MEDICAL CLINIC

C.R. CHING 4.0

CHAIKO 1.0

INOUYE 4.0

Name of the organization

Employer identification number

HAWAI'I PACIFIC HEALTH

99-0246363

ATTACHMENT 5 (CONT'D)

LEWIS 2.4

LONG 4.0

MASUMOTO-NONAKA 1.0

OKABE 1.0

RAETHEL 5.0

ROBBINS 10.0

ROBERTSON 1.0

STED 6.0

VARA 5.0

KAPI'OLANI MEDICAL CENTER AT PALI MOMI

ASHTON 2.0

C.R. CHING 1.0

CHAHANOVICH 55.0

CHAIKO 10.0

FOX 6.0

GLADSTONE .5

INOUYE 1.0

KUSANO 5.2

LERCH 6.0

LEWIS 6.0

MASUMOTO-NONAKA 8.0

OKABE 3.0

PRESSLER-FISHER 1.0

RAETHEL 5.0

Name of the organization

Employer identification number

HAWAI'I PACIFIC HEALTH

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ATTACHMENT 5 (CONT'D)

ROBERTSON 8.0

STED 2.0

VARA 10.0

KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN

ASHTON 2.0

C.R. CHING 4.0

CHAIKO 15.0

FOX 10.4

GLADSTONE .5

INOUYE 5.0

KUSANO 8.7

LERCH 6.0

LEWIS 10.8

MASUMOTO-NONAKA 10.0

OKABE 4.0

PRESSLER-FISHER 1.0

RAETHEL 10.0

ROBERTSON 12.0

SMITH 55.0

STED 2.0

VARA 10.0

KAPI'OLANI MEDICAL SPECIALISTS

C.R. CHING 3.0

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

CHAIKO 1.0

INOUYE 2.0

K.T. NAKAMURA 40.0

KUSANO .9

LERCH 1.0

LEWIS 1.3

OKABE 1.0

RAETHEL 5.0

ROBBINS .2

ROBERTSON 1.0

SMITH 5.0

STED 1.0

PROVIDERS INSURANCE CORPORATION

ASHTON .1

C.R. CHING 2.0

OKABE 1.0

STED 1.0

VARA 5.0

STRAUB CLINIC & HOSPITAL

ASHTON 2.0

C.R. CHING 3.0

CHAIKO 5.0

FOX 10.0

Name of the organization

Employer identification number

HAWAI'I PACIFIC HEALTH

99-0246363

ATTACHMENT 5 (CONT'D)

GLADSTONE 50.0

INOUYE 6.0

KURREN .2

KUSANO 20.0

LERCH 6.0

LEWIS 15.0

MASUMOTO-NONAKA 12.0

OKABE 6.0

PRESSLER-FISHER 2.0

RAETHEL 10.0

ROBBINS 40.0

ROBERTSON 15.0

SARUWATARI 40.0

SCHULZ 40.0

SHIGEMITSU 50.0

STED 3.0

VARA 15.0

STRAUB FOUNDATION

C.R. CHING .5

LEWIS .5

OKABE .5

PIETSCH .1

ROBBINS .1

STED 1.0

Name of the organization

Employer identification number

HAWAI'I PACIFIC HEALTH

99-0246363

ATTACHMENT 5 (CONT'D)

VARA .1

WILCOX HEALTH FOUNDATION

C.R. CHING .5

INOUYE .5

K. CLARK 1.0

LEWIS .5

OKABE .5

PRESSLER-FISHER 1.0

STED 1.0

WILCOX MEMORIAL HOSPITAL

ASHTON 1.0

C.R. CHING 5.0

CHAIKO 5.0

FOX 4.2

GLADSTONE .5

INOUYE 12.0

K. CLARK 60.0

LERCH 1.0

LEWIS 3.9

LONG 4.0

MASUMOTO-NONAKA 9.0

OKABE 3.0

PRESSLER-FISHER 2.0

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 5 (CONT'D)

RAETHEL 5.0

ROBERTSON 8.0

STED 8.0

SCHEDULE R, PART V, LINE 2

IN GENERAL, AMOUNTS REPORTED WITH RELATED ORGANIZATIONS ARE DETERMINED
BASED ON MARKET VALUES FOR SIMILAR ITEMS OR SERVICES

SCHEDULE K, PART I, COLUMN F

DESCRIPTION OF PURPOSE

LINE A

REIMBURSEMENT FOR THE PURCHASE OF THE STRAUB CLINIC & HOSPITAL BUILDING

LINE B

TO REFUND THE SERIES 2009A BONDS ISSUED ON 04/02/2009

LINE C

TO FINANCE THE CONSTRUCTION, RENOVATION, EXPANSION AND EQUIPPING OF
CERTAIN PORTIONS OF THE HEALTH CARE FACILITIES OF HAWAI'I PACIFIC HEALTH
AND ITS AFFILIATES

ATTACHMENT 6

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

HAWAI`I PACIFIC HEALTH IS A NONPROFIT HEALTH CARE SYSTEM THAT IS
COMMITTED TO PROVIDING THE HIGHEST QUALITY AND MOST ACCESSIBLE

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 6 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

MEDICAL CARE AND SERVICE TO THE PEOPLE OF HAWAI`I AND THE PACIFIC REGION.

ATTACHMENT 7

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
EPIC SYSTEMS CORPORATION 5301 TORAT BOULEVARD MADISON, WI 53711	MEDICAL RECORD SYSTE	3,303,050.
XEROX CORPORATION P.O. BOX 7413 PASADENA, CA 91109-7413	XEROX COPIERS	1,190,582.
CAREFUSION SOLUTIONS, LLC 1952 SOLUTIONS CENTER CHICAGO, IL 60677-1009	PYXIS PHARMACEUTICAL	896,221.
CARDINAL HEALTH P.O. BOX 100316 PASADENA, CA 91189-0316	MEDICAL SUPPLIES	788,753.
CERIDIAN EMPLOYER SERVICES P.O. BOX 10989 NEWARK, NJ 07193-0989	PAYROLL PROCESSING &	517,727.
	TOTAL COMPENSATION	<u>6,696,333.</u>

ATTACHMENT 8

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	<u>(A) TOTAL REVENUE</u>	<u>(B) RELATED OR EXEMPT REVENUE</u>	<u>(C) UNRELATED BUSINESS REV.</u>	<u>(D) EXCLUDED REVENUE</u>
INVESTMENT INCOME	398,165.			398,165.
EQUITY IN UNCONSOLIDATED SUBS	1,272,003.			1,272,003.
CUMULATIVE LOSS MORGAN STANLEY CMS	-4,098,503.			-4,098,503.

Name of the organization HAWAI'I PACIFIC HEALTH	Employer identification number 99-0246363
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ATTACHMENT 8 (CONT'D)

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	<u>(A) TOTAL REVENUE</u>	<u>(B) RELATED OR EXEMPT REVENUE</u>	<u>(C) UNRELATED BUSINESS REV.</u>	<u>(D) EXCLUDED REVENUE</u>
CUMULATIVE GAINS SUN TRUST CMS SWAP	6,492,674.			6,492,674.
SWAP TERMINATION GAIN	2,345,000.			2,345,000.
TOTALS	<u>6,409,339.</u>			<u>6,409,339.</u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2009

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36 or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization

HAWAI'I PACIFIC HEALTH

Employer identification number

99-0246363

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(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
PROVIDERS INSURANCE CORPORATION 71-0893000 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	NFP INSURANCE	HI	501 (C) (3)	11B-TYPE II	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

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

Schedule R (Form 990) 2009

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(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, unrelated, excluded from tax under sections 512-514)	(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

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(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
HAWAI'I PACIFIC HEALTH PARTNERS & SUB 99-0318588 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	HOLDING COMPANY	HI	N/A	C CORP	11,221,940.	20,295,624.	100.0000
STRAUB PHARMACY, INC 99-0145107 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813	INACTIVE	HI	STRAUB CLINIC	C CORP	0.	0.	0.0000

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

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

	Yes	No
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?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets	X	
i Lease of facilities, equipment, or other assets to other organization(s)	X	
j Lease of facilities, equipment, or other assets from other organization(s)	X	
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees	X	
o Reimbursement paid to other organization for expenses	X	
p Reimbursement paid by other organization for expenses	X	
q Other transfer of cash or property to other organization(s)	X	
r Other transfer of cash or property from other organization(s)	X	

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.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
(1) KAPI'OLANI MEDICAL CTR FOR WOMEN & CHILDREN	B	277,897.
(2) KAPI'OLANI MEDICAL CTR FOR WOMEN & CHILDREN	B	1,174,407.
(3) KAPI'OLANI MEDICAL CTR FOR WOMEN & CHILDREN	R	163,614,819.
(4) KAPI'OLANI MEDICAL CTR FOR WOMEN & CHILDREN	P	1,030,999.
(5) KAPI'OLANI MEDICAL CTR FOR WOMEN & CHILDREN	I	104,151.
(6) KAPI'OLANI MEDICAL CTR FOR WOMEN & CHILDREN	N	9,557,472.

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	O	47,709,182.
(8) KAPI'OLANI MEDICAL CTR FOR WOMEN & CHILDREN	Q	78,622,313.
(9) PROVIDERS INSURANCE CORPORATION	C	963,016.
(10) PROVIDERS INSURANCE CORPORATION	N	352,314.
(11) KAPI'OLANI HEALTH FOUNDATION	B	2,079,192.
(12) KAPI'OLANI HEALTH FOUNDATION	P	82,720.
(13) KAPI'OLANI HEALTH FOUNDATION	R	956,541.
(14) KAPI'OLANI HEALTH FOUNDATION	O	347,634.
(15) KAPI'OLANI HEALTH FOUNDATION	I	91,840.
(16) KAPI'OLANI HEALTH FOUNDATION	B	261,623.
(17) KAPI'OLANI HEALTH FOUNDATION	N	1,093,805.
(18) KAPI'OLANI MEDICAL CENTER AT PALI MOMI	B	90,300.
(19) KAPI'OLANI MEDICAL CENTER AT PALI MOMI	C	775,318.
(20) KAPI'OLANI MEDICAL CENTER AT PALI MOMI	P	654,692.
(21) KAPI'OLANI MEDICAL CENTER AT PALI MOMI	R	108,555,381.
(22) KAPI'OLANI MEDICAL CENTER AT PALI MOMI	N	6,292,645.
(23) KAPI'OLANI MEDICAL CENTER AT PALI MOMI	O	41,912,426.
(24) KAPI'OLANI MEDICAL CENTER AT PALI MOMI	Q	50,430,634.

Schedule R-1 (Form 990) 2009

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	B	4,028,983.
(8) KAPI'OLANI MEDICAL SPECIALISTS	R	445,175.
(9) KAPI'OLANI MEDICAL SPECIALISTS	P	228,952.
(10) KAPI'OLANI MEDICAL SPECIALISTS	N	1,685,435.
(11) KAPI'OLANI MEDICAL SPECIALISTS	O	4,199,585.
(12) STRAUB FOUNDATION	B	133,041.
(13) STRAUB FOUNDATION	P	58,878.
(14) STRAUB FOUNDATION	O	116,747.
(15) STRAUB CLINIC & HOSPITAL	B	255,305.
(16) STRAUB CLINIC & HOSPITAL	C	853,421.
(17) STRAUB CLINIC & HOSPITAL	J	1,002,852.
(18) STRAUB CLINIC & HOSPITAL	P	1,921,683.
(19) STRAUB CLINIC & HOSPITAL	R	60,805,515.
(20) STRAUB CLINIC & HOSPITAL	H	5,091,821.
(21) STRAUB CLINIC & HOSPITAL	N	16,260,385.
(22) STRAUB CLINIC & HOSPITAL	O	49,623,213.
(23) STRAUB CLINIC & HOSPITAL	Q	189,083.
(24) WILCOX MEMORIAL HOSPITAL	B	144,165.

Schedule R-1 (Form 990) 2009

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) WILCOX MEMORIAL HOSPITAL	C	463,060.
(8) WILCOX MEMORIAL HOSPITAL	P	119,526.
(9) WILCOX MEMORIAL HOSPITAL	R	26,461,525.
(10) WILCOX MEMORIAL HOSPITAL	H	620,101.
(11) WILCOX MEMORIAL HOSPITAL	N	4,346,147.
(12) WILCOX MEMORIAL HOSPITAL	O	14,472,787.
(13) WILCOX HEALTH FOUNDATION	B	801,671.
(14) WILCOX HEALTH FOUNDATION	N	191,818.
(15) KAUA'I MEDICAL CLINIC	B	2,861,876.
(16) KAUA'I MEDICAL CLINIC	P	412,269.
(17) KAUA'I MEDICAL CLINIC	R	1,991,389.
(18) KAUA'I MEDICAL CLINIC	N	3,470,202.
(19) KAUA'I MEDICAL CLINIC	O	4,895,860.
(20) HAWAI'I PACIFIC HEALTH PARTNERS	N	300,080.
(21) HAWAI'I PACIFIC HEALTH PARTNERS	O	299,416.
(22) STRAUB PHARMACY		0.
(23)		
(24)		

Schedule R-1 (Form 990) 2009

(Rev. January 2010)

Department of the Treasury
Internal Revenue Service (99)

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

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	1 926
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> on page 2 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 2,571,000.00
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 sections 101(j) and 6039I, and Notice 2009-48, 2009-24 I.R.B. 1085, 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. For purposes of Form 8925 and these instructions, a policyholder is an "applicable policyholder" as defined in section 101(j)(3)(B). Generally, a policyholder is the person who owns the employer-owned life insurance contract, and 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.

The written notification must include a disclosure of the face amount of life insurance, either in dollars or as a multiple of salary, that the policyholder

reasonably expects to purchase with regard to the employee during the course of the employee's tenure. Additional notice and consent are required if the aggregate face amount of the employer-owned life insurance contracts with regard to an employee exceeds the amount of which the employee was given notice and to which the employee consented. See Q&A-9 and Q&A-12 in Notice 2009-48.

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

Electronic notification and consent.

The written notification and consent requirement can be met electronically only if the system for electronic notification and consent meets requirements 1 through 3, above. See Q&A-11 in Notice 2009-48 for more information.

Issue date of contract. Generally, the issue date of a life insurance contract is the date on the policy assigned by the insurance company on or after the date of application. For purposes of meeting the notice and consent requirements, the issue date of the employer-owned life insurance contract is the later of (1) the date of application of coverage, (2) the effective date of coverage, or (3) the formal issuance of the contract. See Q&A-4 in Notice 2009-48 for more information.



ERNST & YOUNG

Harbor Court
Suite 1900, C-120
55 Merchant Street
Honolulu, Hawaii 96813

Phone: (808) 531-2037

Instructions for filing
HAWAI'I PACIFIC HEALTH
Form 990T - Exempt Organization Business Return
for the period ended June 30, 2010

Signature...

The original return should be signed (using full name and title) and dated on page 2 by an authorized officer of the organization.

Filing...

The signed return should be filed on or before May 16, 2011 with...

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

Payment of tax...

No payment of tax is required.

To document the timely filing of your tax return(s), we suggest that you obtain and retain proof of mailing. Proof of mailing can be accomplished by sending the tax return(s) by registered or certified mail (metered by the U.S. Postal Service) or through the use of an IRS approved delivery method provided by an IRS designated private delivery service.

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

2009

Open to Public Inspection
for 501(c)(3) Organizations Only

For calendar year 2009 or other tax year beginning 07/01, 2009, and ending 06/30, 2010. See separate instructions.

A Check box if address changed

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

C Book value of all assets at end of year: 197,686,070.

D Employer identification number: 99-0246363

E Unrelated business activity codes: 561000

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 8 of instructions.
55 MERCHANT STREET, 24TH FLOOR

City or town, state, and ZIP code
HONOLULU, HI 96813

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: **ATTACHMENT 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: **ATTACHMENT 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 <u>79,792.</u>			
b	Less returns and allowances <u> </u> c Balance ▶	79,792.		
2	Cost of goods sold (Schedule A, line 7)			
3	Gross profit. Subtract line 2 from line 1c	79,792.		79,792.
4 a	Capital gain net income (attach Schedule D)			
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c	Capital loss deduction for trusts			
5	Income (loss) from partnerships and S corporations (attach statement)			
6	Rent income (Schedule C)			
7	Unrelated debt-financed income (Schedule E)			
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10	Exploited exempt activity income (Schedule I)			
11	Advertising income (Schedule J)			
12	Other income (See page 10 of the instructions; attach schedule.)			
13	Total. Combine lines 3 through 12	79,792.		79,792.

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)			
15	Salaries and wages			76,525.
16	Repairs and maintenance			3,267.
17	Bad debts			
18	Interest (attach schedule)			
19	Taxes and licenses			
20	Charitable contributions (See page 13 of the instructions for limitation rules.)			
21	Depreciation (attach Form 4562)	21	0.	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a		22b 0.
23	Depletion			
24	Contributions to deferred compensation plans			
25	Employee benefit programs			
26	Excess exempt expenses (Schedule I)			
27	Excess readership costs (Schedule J)			
28	Other deductions (attach schedule)			
29	Total deductions. Add lines 14 through 28			79,792.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			
31	Net operating loss deduction (limited to the amount on line 30)			
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)			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			

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 [X] See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ 0. (2) \$ 0. (3) \$ 0.
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 0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation on page 16. Income tax on the amount on line 34 from: [] Tax rate schedule or [] 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 0.

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see page 16 of the instructions) 40b
c General business credit. Attach 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 0.
42 Other taxes. Check if from: [] Form 4255 [] Form 8611 [] Form 8697 [] Form 8866 [] Other (attach schedule) 42
43 Total tax. Add lines 41 and 42 43 0.
44 a Payments: A 2008 overpayment credited to 2009 44a
b 2009 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: [] Form 2439 [] Form 4136 [] 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 [] 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47 0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48 0.
49 Enter the amount of line 48 you want: Credited to 2010 estimated tax Refunded 49 0.

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 17)

1 At any time during the 2009 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. Yes No
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
2 Purchases 2
3 Cost of labor 3
4 a Additional section 263A costs (attach schedule) 4a
b Other costs (attach schedule) 4b
5 Total. Add lines 1 through 4b 5
6 Inventory at end of year 6
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No

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 Date Title
May the IRS discuss this return with the preparer shown below (see instructions)? Yes [X] No

Paid Preparer's Use Only Preparer's signature Date 5/9/2011 Check if self-employed Preparer's SSN or PTIN P00216618
Firm's name (or yours if self-employed), address, and ZIP code ERNST & YOUNG U.S. LLP 55 MERCHANT ST., SUITE 1900, C-120 HONOLULU, HI 96813 EIN 34-6565596 Phone no. 808-531-2037

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

(see instructions on page 18)

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 from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions

Total dividends-received deductions included in column 8

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

Table for Exempt Controlled Organizations with 6 columns: 1. Name of controlled organization, 2. Employer identification number, 3. Net unrelated income (loss), 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 for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 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

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 20)

Table with 5 columns: 1. Description of income, 2. Amount of income, 3. Deductions directly connected, 4. Set-asides, 5. Total deductions and set-asides. Includes rows (1)-(4) and a Totals row.

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

Table with 7 columns: 1. Description of exploited activity, 2. Gross unrelated business income, 3. Expenses directly connected, 4. Net income (loss), 5. Gross income from activity, 6. Expenses attributable, 7. Excess exempt expenses. Includes rows (1)-(4) and a Totals row.

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

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

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.)

Table with 7 columns: 1. Name of periodical, 2. Gross advertising income, 3. Direct advertising costs, 4. Advertising gain or (loss), 5. Circulation income, 6. Readership costs, 7. Excess readership costs. Includes rows (1)-(4) and a Totals row.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 21)

Table with 4 columns: 1. Name, 2. Title, 3. Percent of time devoted to business, 4. Compensation attributable to unrelated business. Includes a Total row.

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, 2010.

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, 2010.

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, 2010.

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, 2010.

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	91-2151670	None	None	None



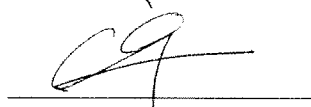


CONTROLLED GROUP ELECTION STATEMENTS

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	91-2151670	None	None	None	None	None

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	06/30/10	
2	99-0177350	Kapiolani Medical Center for Women and Children 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/10	
3	99-02474038	Kapiolani Medical Center at Pali Momi 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/10	
4	99-0145107	Straub Pharmacy, Inc. 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/10	
5	91-2151670	Straub Clinic & Hospital 55 Merchant Street, 24 th Floor Honolulu, HI 96813	06/30/10	

INSTRUCTIONS FOR FILING
FORM N-70NP
EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURN
FOR
HAWAI'I PACIFIC HEALTH
FOR THE YEAR ENDED
JUNE 30, 2010

SIGNATURE:

THE RETURN MUST BE SIGNED AND DATED ON PAGE 1 BY AN OFFICER OF THE ORGANIZATION (INDICATE OFFICER'S TITLE).

DUE DATE:

THE RETURN MUST BE MAILED AS SOON AS POSSIBLE.

MAIL TO:

HAWAII DEPARTMENT OF TAXATION
P.O. BOX 3559
HONOLULU, HI 96811-3559

PAYMENT DUE:

NONE

SPECIAL INSTRUCTIONS:

WE RECOMMEND THAT YOU OBTAIN AND PRESERVE PROOF OF TIMELY FILING BY USE OF CERTIFIED MAIL WITH RETURN RECEIPTS. POSTAGE METER DATES ARE NOT CONSIDERED EVIDENCE OF TIMELY FILING.

STATE OF HAWAII - DEPARTMENT OF TAXATION
EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURN

DO NOT WRITE OR STAPLE IN THIS SPACE

For calendar year **2009**

or other taxable year beginning JULY 1, 2009
 and ending JUNE 30, 2010



DYT091

AMENDED Return NOL

PNT INT

PRINT OR TYPE	Name of organization <u>Hawai'i Pacific Health</u> Db or C/O	<input type="checkbox"/> A Federal Employer I.D. No. <u>99-0246363</u> <input type="checkbox"/> B Unrelated business activity code(s) <u>561000</u> <input type="checkbox"/> C Hawaii Tax I.D. No.
	Address (number and street) <u>55 Merchant Street, 24th Floor</u>	
	City or town, State and Postal/ZIP code. If this is a foreign address, see Instructions. <u>Honolulu, HI 96813</u>	D This organization is a (check one): <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Charitable Trust

Taxable Income			
ENTER APPROPRIATE AMOUNTS FROM FEDERAL FORM 990-T. Note: The sum of lines 1 - 5 DO NOT equal line 6.			
1 Gross receipts or sales	1 ●	79792	00
2 Returns and allowances	2 ●		
3 Cost of goods sold and/or operations	3 ●		
4 Capital gain net income (see Instructions)	4 ●		
5 Other income	5 ●		
6 Total unrelated trade or business income	6 ●	79792	00
7 Total deductions	7 ●	79792	00
8 Unrelated business taxable income	8	NONE	00

Tax Computation			
Organizations Taxable as Corporations (See Instructions for Tax Computation)			
9 Tax - From TAX COMPUTATION SCHEDULE on page 2, Part I, line 9	9 ●		
Trusts Taxable at Trust Rates (See Instructions for Tax Computation)			
10 Tax - From TAX COMPUTATION SCHEDULE on page 2, Part II, line 14	10 ●		
11 Recapture of Capital Goods Excise Tax Credit from Form N-312, Part II (attach Form N-312)	11		
12 Recapture of Low-Income Housing Tax Credit from Form N-586, Part III (attach Form N-586)	12		
13 Recapture of High Technology Business Investment Tax Credit from Form N-318, Part III (attach Form N-318)	13		
14 Recapture of Tax Credit for Flood Victims from Form N-338 (attach Form N-338)	14		

Total Income Tax			
15 Total tax (add lines 9 or 10 and 11, 12, 13, and 14)	15 ●		
16 Total nonrefundable tax credits from Schedule CR, line 15	16		
17 Difference - line 15 minus line 16 (but not less than zero)	17		
18 Credits and payments:			
(a) 2008 overpayment credited to 2009	18(a) ●		
(b) Estimated tax payments	18(b) ●		
(c) Tax paid with automatic extension of time to file	18(c) ●		
(d) Total refundable credits from Schedule CR, line 24	18(d)		
(e) Total credits and payments (add lines 18(a) through 18(d))	18(e) ●		
19 Estimated tax penalty (see Instructions). Check if Form N-220 is attached.	19 ●		
20 TAX DUE - If line 18(e) is less than the total of lines 17 and 19, enter amount owed (see Instructions)	20 ●		
21 OVERPAYMENT - If line 18(e) is larger than the total of lines 17 and 19, enter amount overpaid	21 ●		
22 (a) Enter the amount of line 21 you want Credited to 2010 estimated tax	22(a) ●		
(b) Enter the amount of line 21 you want Refunded to you (Line 21 minus line 22a)	22(b) ●		
23 Amount paid (overpaid) on original return - AMENDED RETURN ONLY (See Instructions)	23		
24 BALANCE DUE (REFUND) with amended return (See Instructions)	24		

ATTACH COPY OF FEDERAL FORM 990-T

I declare, under the penalties set forth in section 231-36, HRS, that this return (including any accompanying schedules or statements) has been examined by me and, to the best of my knowledge and belief, is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer _____ Date _____ Title _____

★ May the Hawaii Department of Taxation discuss this return with the preparer shown below? (See page 4 of the Instructions) Yes No

This designation does not replace Form N-848, Power of Attorney.

Paid Preparer's Information	Preparer's Signature Print Preparer's Name	<u>ALLISON TOMA</u>	Date	<u>5/9/2011</u>	Check if self-employed <input type="checkbox"/>	Preparer's Tax ID no.	● P00216618
	Firm's name (or yours if self-employed) Address and ZIP Code	<u>ERNST & YOUNG U.S. LLP</u> <u>55 MERCHANT ST.; HONOLULU, HI 96813</u>		Federal E.I.No.	<u>34-6565596</u>	Phone no.	<u>808-531-2037</u>



DYT092

Name as shown on return

Federal Employer Identification Number

Hawaii Pacific Health

99-0246363

TAX COMPUTATION SCHEDULE

PART I - Corporations

1	Enter the amount of unrelated business taxable income as shown on page 1, line 8	1		
2	Enter the total of other deductions (see Instructions, attach schedule)	2		
3	Difference - line 1 minus line 2	3		
4	Hawaii additions to income (see Instructions, attach schedule)	4		
5	Sum of lines 3 and 4	5		
6	Enter the amount of taxable net capital gain from line 18, Schedule D (Form N-30/N-70NP)	6		
7	Difference - line 5 minus line 6 (if less than zero, enter zero)	7		
8	(a) Tax on net capital gain - 4% of amount on line 6	8(a)		
	(b) Tax on all other taxable income - If amount on line 7 is:			
	(i) Not over \$25,000 - Enter 4.4% of line 7	8(b)(i)		
	(ii) Over \$25,000 but not over \$100,000 - Enter 5.4% of line 7 \$ Subtract \$250 and enter difference	8(b)(ii)		
	(iii) Over \$100,000 - Enter 6.4% of line 7 \$ Subtract \$1,250 and enter difference	8(b)(iii)		
	(c) Total of lines 8(a) and 8(b)	8(c)		
	(d) Using the rates listed on line 8(b), compute tax on unrelated business taxable income as shown on line 3.	8(d)	NONE	00
9	Total tax (enter lesser of amount on line 8(c) or 8(d))	9		

Also, enter this amount on page 1, line 9.

PART II - Charitable Trusts

1	Unrelated business taxable income (page 1, line 8)	1		
2	Enter the total of other deductions (see Instructions, attach schedule)	2		
3	Difference - line 1 minus line 2	3		
4	Hawaii additions to income (see Instructions, attach schedule)	4		
5	Sum of lines 3 and 4	5		
6	Net capital gain taxable to the trust. Enter the smaller of line 18 or 19, col. (b), Schedule D (N-40)	6		
7	Difference - line 5 minus line 6	7		
8	Enter the greater of line 7 or \$20,000	8	20000	00
9	Tax on amount on line 8. If line 8 is \$20,000, enter \$1,128.00	9		
10	Difference - line 3 minus line 7	10		
11	Multiply the amount on line 10 by 7.25%	11		
12	Tax. Add lines 9 and 11	12		
13	Tax on amount on line 5 above	13		
14	Enter the lesser of line 12 or line 13 here and on page 1, line 10	14		

TRUST TAX RATES FOR PERIODS AFTER 12/31/01

If the taxable income is:	The tax shall be:
Not over \$2,000	1.4% of taxable income
Over \$2,000 but not over \$4,000	\$28.00 plus 3.20% of excess over \$2,000
Over \$4,000 but not over \$8,000	\$92.00 plus 5.50% of excess over \$4,000
Over \$8,000 but not over \$12,000	\$312.00 plus 6.40% of excess over \$8,000
Over \$12,000 but not over \$16,000	\$568.00 plus 6.80% of excess over \$12,000
Over \$16,000 but not over \$20,000	\$840.00 plus 7.20% of excess over \$16,000
Over \$20,000 but not over \$30,000	\$1,128.00 plus 7.60% of excess over \$20,000
Over \$30,000 but not over \$40,000	\$1,888.00 plus 7.90% of excess over \$30,000
Over \$40,000	\$2,678.00 plus 8.25% of excess over \$40,000

**A COPY OF
THE FORM 990-T
WAS ATTACHED
TO THE
FILING COPY**