

**Wilcox Health Foundation
Federal Tax Return
For the Year Ended 6/30/10**

Hawaii Attorney General Office Copy - Retain for your files

Wilcox Health Foundation
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:	52T0F5
Taxpayer Name:	WILCOX HEALTH FOUNDATION
Return Type:	990
Submitted Date:	05/09/2011 09:28:37
Acknowledgement Date:	05/09/2011 10:01:01
Status:	Accepted
Submission ID:	99005220111295000006

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

2009

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

▶ See instructions on back.

Department of the Treasury
Internal Revenue Service

Name of exempt organization

WILCOX HEALTH FOUNDATION

Employer identification number

99-0204242

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.

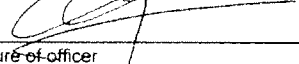
1a	Form 990 check here	<input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<u>1,283,459.</u>
2a	Form 990-EZ check here	<input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here	<input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here	<input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a	Form 8868 check here	<input type="checkbox"/>	b	Balance due (Form 8868, line 3c)	5b	

Part II Declaration of Officer

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

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

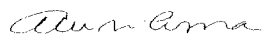
Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization's 2009 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further 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 ▶  5/9/2011 ▶ ASSISTANT TREASURER

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></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>			HI		<u>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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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 WILCOX HEALTH FOUNDATION		D Employer identification number
		Doing Business As		99-0204242
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite		E Telephone number
		3-3420 KUHIO HIGHWAY		(808) 245-1157
City or town, state or country, and ZIP + 4		G Gross receipts \$ 1,353,659.		H(a) is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
LIHUE, HI 96766		F Name and address of principal officer: KATHY CLARK		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No
3-3420 KUHIO HIGHWAY LIHUE, HI 96766		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		If "No," attach a list. (see instructions)
J Website: ► WWW.WILCOXHEALTH.ORG				H(c) Group exemption number ►
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: 1981	M State of legal domicile: HI

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO CREATE AND SUSTAIN LONG-TERM REWARDING RELATIONSHIPS THAT FOSTER EXCITEMENT, PRIDE AND FINANCIAL SUPPORT FOR WILCOX HEALTH.		
	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	11
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
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)	843,621.	1,166,701.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-6,373.	116,758.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	837,248.	1,283,459.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	387,324.
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)		0.	0.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	1,319.
b Total fundraising expenses, Part IX, column (D), line 25) ► 303,644.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		278,131.	1,771,366.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	665,455.	1,839,997.	
19 Revenue less expenses. Subtract line 18 from line 12	171,793.	-556,538.	
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)	3,518,118.	4,070,553.
	22 Net assets or fund balances. Subtract line 21 from line 20	151,378.	341,537.
		3,366,740.	3,729,016.

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>Alan Wong</i>	Date 5/14/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	ERNST & YOUNG U.S. LLP	EIN	34-6565596
		55 MERCHANT ST., SUITE 1900, C-120 HONOLULU, HI 96813	Phone no.	808-531-2037

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:

TO CREATE AND SUSTAIN LONG-TERM REWARDING RELATIONSHIPS THAT FOSTER
EXCITEMENT, PRIDE AND FINANCIAL SUPPORT FOR WILCOX HEALTH.

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 \$ 1,519,201. including grants of \$ 67,312.) (Revenue \$ 0.)
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 ▶ 1,519,201.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20 covering various organizational requirements and reporting obligations.

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question ID, question text, and Yes/No columns. Includes sections for Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8899, Form 1098-C, Form 4966, Form 501(c)(7), Form 501(c)(12), and Form 4947(a)(1).

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 (11); 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: a The governing body? (X); b 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: ANN HO 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813 808-527-2520

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			
ALAN KING CHAIR, BOARD OF DIRECTOR	.20	X		X				0.	0.	0.
TED CHIHARA BOARD OF DIRECTOR	.20	X						0.	0.	0.
KATHLEEN CLARK PRESIDENT, BOARD OF DIRECTOR	1.00	X		X				0.	295,251.	17,320.
JOSEPHINE DUVAUCHELLE BOARD OF DIRECTOR	.20	X						0.	0.	0.
RICHARD M. GOODALE, M.D. BOARD OF DIRECTOR	.20	X						0.	118,043.	14,302.
MICHELE HUGHES BOARD OF DIRECTOR	.20	X						0.	0.	0.
DAVID KANE BOARD OF DIRECTOR	.20	X						0.	0.	0.
BETTY MOORE BOARD OF DIRECTOR	.20	X						0.	0.	0.
MIKE MURAKOSHI BOARD OF DIRECTOR	.20	X						0.	0.	0.
KIRK NAKAMOTO BOARD OF DIRECTOR	.20	X						0.	0.	0.
CHRISTIAN NAKEA-TRESSLER BOARD OF DIRECTOR	.20	X						0.	0.	0.
KAREN A. RATLIFF, M.D. BOARD OF DIRECTOR	.20	X						0.	0.	0.
CHARLES A. STED BOARD OF DIRECTOR	1.00	X						0.	2,010,991.	283,726.
STACEY WONG BOARD OF DIRECTOR	.20	X						0.	0.	0.
VIRGINIA PRESSLER-FISHER, M.D. VP	1.00			X				0.	587,408.	106,744.
MICHAEL ROBINSON VP	6.00			X				0.	158,768.	8,210.

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			
DAVID OKABE TREASURER	.50			X				0.	828,139.	109,283.
EARL INOUYE ASSISTANT TREASURER	.50			X				0.	338,063.	33,176.
CHARLES R. CHING SECRETARY	.50			X				0.	545,613.	79,218.
JESSICA LEWIS ASSISTANT SECRETARY	.50			X				0.	98,248.	11,015.
1b Total								0.	4,980,524.	662,994.

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 **0**

	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

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 **0**

Part VIII Statement of Revenue

99-0204242

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns					
		1a					
	b	Membership dues					
		1b					
	c	Fundraising events					
		1c					
	d	Related organizations					
		1d					
e	Government grants (contributions) . .						
	1e						
f	All other contributions, gifts, grants, and similar amounts not included above . .	1f	1,166,701.				
g	Noncash contributions included in lines 1a-1f: \$		702,850.				
h	Total. Add lines 1a-1f		1,166,701.				
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		117,119.	0.	0.	117,119.
	4	Income from investment of tax-exempt bond proceeds		0.			
	5	Royalties		0.			
			(i) Real	(ii) Personal			
	6a	Gross Rents.					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0.			
			(i) Securities	(ii) Other			
	7a	Gross amount from sales of assets other than inventory		69,839.			
	b	Less: cost or other basis and sales expenses		70,200.			
	c	Gain or (loss)		-361.			
	d	Net gain or (loss)		-361.	0.	0.	-361.
	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.				
		Business Code					
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0.				
12	Total Revenue. See instructions		1,283,459.	0.	0.	116,758.	

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 . . .	67,312.	67,312.		
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	0.			
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	0.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	0.			
9 Other employee benefits	0.			
10 Payroll taxes	0.			
11 Fees for services (non-employees):				
a Management	0.			
b Legal	0.			
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	1,319.			1,319.
f Investment management fees	1,716.		1,716.	
g Other	222,631.			222,631.
12 Advertising and promotion	296.			296.
13 Office expenses	12,778.		3,093.	9,685.
14 Information technology	5,404.			5,404.
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	11,666.			11,666.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	1,932.			1,932.
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	0.			
23 Insurance	8,431.		8,431.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a PROGRAM SERVICE EXPENDITURES	1,451,889.	1,451,889.		
b OTHER EXPENSES	50,711.			50,711.
c CORPORATE ALLOCATION	3,912.		3,912.	
d -----				
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	1,839,997.	1,519,201.	17,152.	303,644.
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)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	86,470.	1	48,605.
	2	Savings and temporary cash investments	50,561.	2	50,561.
	3	Pledges and grants receivable, net	235,793.	3	227,872.
	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		8	
	9	Prepaid expenses and deferred charges		9	
	10 a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	48,259.	10a	
	b	Less: accumulated depreciation	48,259.	10b	0.
	10c		0.	10c	0.
	11	Investments - publicly traded securities	953,092.	11	1,196,341.
	12	Investments - other securities. See Part IV, line 11	723,358.	12	952,398.
	13	Investments - program-related. See Part IV, line 11	1,024,149.	13	1,100,501.
	14	Intangible assets		14	
15	Other assets. See Part IV, line 11	444,695.	15	494,275.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	3,518,118.	16	4,070,553.	
Liabilities	17	Accounts payable and accrued expenses	171.	17	2,123.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	113,630.	21	115,106.
	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		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities. Complete Part X of Schedule D	37,577.	25	224,308.
	26	Total liabilities. Add lines 17 through 25	151,378.	26	341,537.
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	-341,631.	27	181,600.
	28	Temporarily restricted net assets	3,121,769.	28	2,960,815.
	29	Permanently restricted net assets	586,602.	29	586,601.
	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	3,366,740.	33	3,729,016.
	34	Total liabilities and net assets/fund balances	3,518,118.	34	4,070,553.

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
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	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
3b	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.		

Form **990** (2009)

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

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	983,050.	402,615.	1,011,217.	833,546.	1,166,701.	4,397,129.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	983,050.	402,615.	1,011,217.	833,546.	1,166,701.	4,397,129.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f),						1,529,672.
6 Public support. Subtract line 5 from line 4.						2,867,457.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	983,050.	402,615.	1,011,217.	833,546.	1,166,701.	4,397,129.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	94,598.	66,354.	27,359.	12,493.	8,568.	209,372.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						4,606,501.

12 Gross receipts from related activities, etc. (see instructions) **12**

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

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	62.25 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	94.58 %
16a 33 1/3 % support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3 % support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10 a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

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

**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
WILCOX HEALTH FOUNDATION

Employer identification number
99-0204242

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.

	(a) Donor advised funds	(b) Funds and other accounts
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

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? Yes No

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)? Yes No

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.

- 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.
- b 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? Yes No

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? Yes No

b If "Yes," explain the arrangement in Part XI V and complete the following table:

	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? Yes No

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.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	891,828.	1,086,226.			
b Contributions					
c Net investment earnings, gains, and losses	96,338.	-189,656.			
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses	3,649.	4,742.			
g End of year balance	984,517.	891,828.			

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment 0.0000 %
- b Permanent endowment 60.0000 %
- c Term endowment 40.0000 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X
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.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment	0.	48,259.	48,259.	0.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				0.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives		
Closely-held equity interests		
Other INVESTMENT - OTHER SECURITIES	952,398.	FMV

Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.)	952,398.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
INVESTMENT - PROGRAM RELATED	1,100,501.	FMV

Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.)	1,100,501.	

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
BENEFICIAL INTEREST RESIDUAL	449,508.
DUE FROM KAPI'OLANI FOUNDATION	29,873.
DUE FROM KAPI'OLANI PALI MOMI	234.
DUE FROM KAPI'OLANI SPECIALIST	17.
DUE FROM STRAUB CLINIC & HOSP	3,779.
DUE FROM KAUA'I MEDICAL CLINIC	10,864.

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	494,275.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
Federal income taxes	
DUE TO KAPI'OLANI MEDICAL CTR WOMEN	1,737.
DUE TO HAWAI'I PACIFIC HEALTH	15,075.
DUE TO STRAUB FOUNDATION	10.
DUE TO WILCOX MEMORIAL HOSPITAL	207,486.

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	224,308.

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

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)

TRUST, ESCROW AND CUSTODIAL ARRANGMENTS

FORM 990, SCHEDULE D, PART IV

ESCROW LIABILITIES REPRESENT AMOUNTS DUE TO INDIVIDUALS UNDER CHARITABLE
REMAINDER TRUST AGREEMENTS.

DESCRIPTION OF INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS

FORM 990, SCHEDULE D, PART V, LINE 4

IDA FAYE DAWSON MEMORIAL NURSING SCHOLARSHIP FUND

ESTABLISHED IN 1980 FOR THE TRAINING AND CONTINUING EDUCATION OF NURSING
STAFF.

MILLARD HENLEIN AND FRANKIE HENLEIN CHILDREN'S FUND

ESTABLISHED TO PROVIDE DIRECT MEDICAL SERVICES FOR NEEDY CHILDREN AT G.N.
WILCOX MEMORIAL HOSPITAL.

DORA R. ISENBERG TRUST

ESTABLISHED IN 1978 TO SUPPORT G.N. WILCOX MEMORIAL HOSPITAL.

WILCOX SPECIAL PROJECTS ENDOWMENT

ESTABLISHED TO SUPPORT SPECIAL PROJECTS AT G.N. WILCOX MEMORIAL HOSPITAL.

Part XIV Supplemental Information (continued)

SCHEDULED, 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 FILING ORGANIZATION'S PARENT.

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.

**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



Name of the organization

WILCOX HEALTH FOUNDATION

Employer identification number

99-0204242

Part I Questions Regarding Compensation

	Yes	No
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"/> Travel for companions		
<input type="checkbox"/> Tax indemnification and gross-up payments		
<input type="checkbox"/> Discretionary spending account		
<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Health or social club dues or initiation fees		
<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	1b	
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?	2	
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 type="checkbox"/> Compensation committee		
<input type="checkbox"/> Independent compensation consultant		
<input type="checkbox"/> Form 990 of other organizations		
<input type="checkbox"/> Written employment contract		
<input type="checkbox"/> Compensation survey or study		
<input 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?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
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?	5a	X
b Any related organization?	5b	X
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?	6a	X
b Any related organization?	6b	X
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	7	X
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	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

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.

SUPPLEMENTAL COMPENSATION INFORMATION

SCHEDULE J, PART I, LINE 3

THE ORGANIZATION'S CHIEF EXECUTIVE OFFICER IS PAID BY ITS TAX EXEMPT

PARENT, HAWAII PACIFIC HEALTH ("HPH"), AND IS DISCLOSED AS A PERSON PAID

BY A RELATED ORGANIZATION. SEE SCHEDULE O FOR 990 PART VI, LINE 15A FOR

THE PROCESS USED BY HPH TO DETERMINE COMPENSATION.

SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

SCHEDULE J, PART I, LINE 4B

AMOUNTS PAID OUT DURING THE YEAR BY A RELATED ORGANIZATION:

CHARLES R. CHING \$129,699

KATHLEEN CLARK \$ 37,991

EARL INOUYE \$ 52,775

DAVID OKABE \$263,953

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.

VIRGINIA PRESSLER-FISHER, M.D. \$145,627

CHARLES A. STED \$927,278

IN RESPONSE TO NEW REGULATORY REQUIREMENTS ASSOCIATED WITH INTERNAL REVENUE CODE SECTIONS 409A AND 457 (F), 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.

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.

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.

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.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2009

**Open To Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
WILCOX HEALTH FOUNDATION

Employer identification number
99-0204242

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				
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 ▶ (<u>ATCH 1</u>)		1.	702,850.	
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**

	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.

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

DESCRIPTION	(A) CHECK	(B) NUMBER OF CONTRIBUTIONS	(C) REVENUES REPORTED	(D) METHOD OF DETERMINING
LEASEHOLD IMPROVEMENTS	X	1	702,850.	OTHER
TOTALS		1.	702,850.	

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

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**

Name of the organization

WILCOX HEALTH FOUNDATION

Employer identification number

99-0204242

ATTACHMENT 2

PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III, LINE 4A

THE WILCOX HEALTH FOUNDATION ("FOUNDATION"), ALONG WITH WILCOX MEMORIAL HOSPITAL AND THE KAUA'I MEDICAL CLINIC, IS A MEMBER OF WILCOX HEALTH, AN AFFILIATE OF HAWAI'I PACIFIC HEALTH. FOR MORE THAN 25 YEARS, THE FOUNDATION HAS BEEN FULFILLING ITS MISSION TO FOSTER EXCITEMENT, PRIDE AND FINANCIAL SUPPORT FOR WILCOX HEALTH BY RAISING FUNDS TO PURCHASE MEDICAL EQUIPMENT AND SUPPORT A VARIETY OF IMPORTANT INITIATIVES, INCLUDING WELLNESS PROGRAMS, SCHOLARSHIPS AND EDUCATIONAL GRANTS.

ONE WAY WILCOX HEALTH CONTINUES TO ENHANCE PATIENT CARE IS WITH BETTER EQUIPMENT AND INNOVATIVE PROGRAMS. PHILANTHROPIC HELP PROVIDED THROUGH THE FOUNDATION HAS ENABLED THE HOSPITAL TO OPEN A NEW 10-STATION STATE-OF-THE-ART INFUSION CENTER OFFERING FULL-SERVICE OUTPATIENT CARE IN A CONVENIENT, TRANQUIL SETTING WITH A WATERFALL AND OVERSIZED WINDOWS FOR NATURAL LIGHT. EACH PRIVATE STATION HAS A RECLINING MASSAGE CHAIR AND PERSONAL TV WITH INTERNET ACCESS. A HIGHLY TRAINED MEDICAL TEAM SUPERVISES THE CENTER AND COORDINATES CARE WITH OTHER STAFF AND COMMUNITY RESOURCES. THE ADDITION OF BARRX EQUIPMENT MAKES WILCOX THE ONLY HOSPITAL IN HAWAI'I TO OFFER THIS NEW TECHNIQUE FOR TREATING BARRETT'S ESOPHAGITIS. AND, TWO BOARD-CERTIFIED CARDIOLOGISTS HAVE JOINED THE NEWLY RENOVATED DEPARTMENT.

THE FOUNDATION HAS ALSO CONTINUED TO PROVIDE SCHOLARSHIPS TO KAUA'I

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
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ATTACHMENT 2 (CONT'D)

COMMUNITY COLLEGE NURSING STUDENTS AND MEDICAL STUDENTS PLANNING TO PRACTICE ON KAUA'I. PROCEEDS FROM THE ANNUAL OLD KOLOA SUGAR MILL WALK/RUN HAVE SUPPORTED FREE WELLNESS PROGRAMS, SUCH EKG SCREENINGS, A SPEAKER'S SERIES ON HEALTH TOPICS AND COMMUNITY HEALTH FAIRS. THE FOUNDATION PUBLISHES THE CARING TOUCH NEWSLETTER, WHICH HIGHLIGHTS DONOR CONTRIBUTIONS, PHILANTHROPY BENEFITS, COMMUNITY HEALTH AND EDUCATION PROGRAMS, SERVICE ENHANCEMENTS THROUGHOUT WILCOX HEALTH AND THE ACTIVITIES OF THE HOSPITAL'S AUXILIARY.

MEMBERS AND RIGHTS

FORM 990, PART VI, LINE 6

HAWAI'I PACIFIC HEALTH IS THE SOLE MEMBER WHO HAS THE RIGHT TO PARTICIPATE IN THE ORGANIZATION'S GOVERNANCE WITH THE RIGHT TO ELECT THE MEMBERS OF THE GOVERNING BODY AND/OR APPROVE SIGNIFICANT DECISIONS OF THE GOVERNING BOARD.

DESCRIPTION OF CLASSES OF PERSONS AND THE NATURE OF THEIR RIGHTS

FORM 990, PART VI, LINE 7A

HAWAI'I PACIFIC HEALTH IS THE SOLE MEMBER, AND HAS THE POWER TO APPOINT OR REMOVE MEMBERS OF THE GOVERNING BODY. HAWAI'I PACIFIC HEALTH, AS MEMBER, ALSO HAS THE POWER TO ELECT ONE OR MORE EX-OFFICIO VOTING MEMBERS OF THE GOVERNING BODY.

DESCRIBE CLASSES OF PERSONS, DECISIONS REQUIRING APPR & TYPE OF VOTING RIGHTS

FORM 990, PART VI, LINE 7B

HAWAI'I PACIFIC HEALTH, AS MEMBER, HAS THE EXCLUSIVE POWER TO TAKE AND

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
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ATTACHMENT 2 (CONT'D)

DIRECT THE FOLLOWING ACTIONS OF THE CORPORATION:

(I) NOMINATE CANDIDATES TO THE BOARD FOR THE FOLLOWING POSITIONS:

TREASURER, SECRETARY, EXECUTIVE VICE-PRESIDENT/CHIEF FINANCIAL OFFICER, DIRECTOR OF DEVELOPMENT, OTHER EXECUTIVE VICE-PRESIDENTS, SENIOR VICE-PRESIDENTS, VICE-PRESIDENTS, ASSISTANT SECRETARIES, AND ANY OTHER OFFICER, EXCEPT THE CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD;

(II) AFTER CONSULTATION WITH THE BOARD, REMOVE THE TREASURER, SECRETARY, EXECUTIVE VICE-PRESIDENT/CHIEF FINANCIAL OFFICER, DIRECTOR OF DEVELOPMENT, OTHER EXECUTIVE VICE-PRESIDENTS, SENIOR VICE-PRESIDENTS, VICE-PRESIDENTS, ASSISTANT SECRETARIES, AND ANY OTHER OFFICER, EXCEPT THE CHAIRMAN AND VICE-CHAIRMAN OF THE BOARD;

(III) APPOINT TO OR REMOVE A DIRECTOR FROM THE BOARD;

(IV) DELEGATE MANAGEMENT AUTHORITIES FROM THE BOARD TO OFFICERS OR COMMITTEES OF THE CORPORATION IN ACCORDANCE WITH A DELEGATED AUTHORITIES MATRIX ADOPTED BY THE MEMBER;

(V) AMEND THE BYLAWS;

(VI) CAUSE THE CORPORATION'S PARTICIPATION IN ALL LONG TERM FINANCING TRANSACTIONS WHICH ARE IN EXCESS OF ONE (1) YEAR AND/OR ONE MILLION DOLLARS (\$1,000,000) OR MORE;

(VII) SELECT BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES TO WHICH THE CORPORATION'S FUNDS SHALL BE DEPOSITED;

(VIII) DIRECT, MANAGE AND CONTROL THE CUSTODY, ADVISORY SERVICE, AND ASSET MANAGEMENT OF THE FINANCIAL ASSETS OF THE CORPORATION;

(IX) DETERMINE AND EFFECT INTER-CORPORATE FUND TRANSFERS BY AND BETWEEN THE CORPORATION AND ANY AFFILIATE;

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
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ATTACHMENT 2 (CONT'D)

- (X) DEVELOP AND IMPLEMENT THE GENERAL POLICIES REGARDING THE CORPORATION'S EXECUTIVE COMPENSATION AND BENEFIT PLANS;
- (XI) FORM A NEW CORPORATION, LIMITED LIABILITY COMPANY, PARTNERSHIP, OR OTHER ORGANIZATION THAT IS OWNED SOLELY BY THE CORPORATION;
- (XII) EXCEPT AS REQUIRED BY THE LAWS OF THE STATE OF HAWAI'I, SELL, LEASE, OR OTHERWISE TRANSFER FIFTY PERCENT (50%) OR MORE OF THE THEN CURRENT AMOUNT , AS REPORTED UNDER GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, OF THE TOTAL ASSETS HELD BY WILCOX MEMORIAL HOSPITAL, KAUA'I MEDICAL CLINIC, AND WILCOX HEALTH FOUNDATION (COLLECTIVELY, THE "WILCOX AFFILIATES");
- (XIII) EXCEPT AS REQUIRED BY THE LAWS OF THE STATE OF HAWAI'I, SELL, LEASE, OR OTHERWISE TRANSFER OPERATIONS OR ACTIVITIES OF THE WILCOX AFFILIATES WHICH GENERATE FIFTY PERCENT PRINCIPLES, OF THE WILCOX AFFILIATES DURING THE PRIOR FISCAL YEAR;
- (XIV) DEVELOP AND PROMULGATE OVERALL CORPORATE GOALS AND THE LONG-RANGE AND STRATEGIC PLAN OF THE CORPORATION; AND
- (XV) DEVELOP AND IMPLEMENT THE ANNUAL CAPITAL, OPERATING, AND CASH FLOW BUDGETS.

THE CORPORATION SHALL NOT TAKE THE FOLLOWING ACTIONS WITHOUT FIRST OBTAINING MEMBER APPROVAL:

- (I) AMEND THE ARTICLES;
- (II) MERGE THE CORPORATION WITH ANY ENTITY;
- (III) DISSOLVE THE CORPORATION
- (IV) ENTER INTO ANY UNBUDGETED CONTRACTS ON BEHALF OF THE CORPORATION

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
<u>ATTACHMENT 2 (CONT'D)</u>	

WHICH REQUIRE ANNUAL PAYMENTS BY OR ON BEHALF OF THE CORPORATION EXCEEDING ONE MILLION DOLLARS (\$1,000,000) IN VALUE;

(V) ACQUIRE ASSETS WORTH OVER ONE MILLION DOLLARS (\$1,000,000)

(VI) ACQUIRE SHARES IN ANOTHER CORPORATION;

(VII) SELL, LEASE, EXCHANGE OR DISPOSE OF FIFTY PERCENT (50%) OR MORE OF THE PROPERTY AND ASSETS HELD BY THE CORPORATION TO ANY ENTITY THAT IS NOT AN AFFILIATE;

(VIII) ISSUE THE CORPORATION'S MEMBERSHIP TO ANYONE OTHER THAN THE MEMBER;

(IX) FORM A JOINT VENTURE OR OTHER BUSINESS RELATIONSHIP (OTHER THAN THE ORDINARY COURSE OF BUSINESS CONTRACTS) BETWEEN THE CORPORATION AND ANY PERSON OR ENTITY; AND

(X) DEVELOP A NEW LINE OF BUSINESS.

REVIEW OF THE 990S BY THE ORGANIZATION'S GOVERNING BODY

FORM 990, PART IV, 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 SYTEM REVIEWS THE 990S OF EACH FILLING ORGANIZATION WITHIN THE HEALTH CARE SYSTEM. ONCE SENIOR MANAGEMENT HAS COMPLETED ITS

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
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ATTACHMENT 2 (CONT'D)

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 AND NOMINATING COMMITTEE OF THE PARENT'S ENTITY (HAWAI'I PACIFIC HEALTH "HPH") BOARD PROVIDES OVERSIGHT FOR THE 990 REPORTING AND REVIEWS THE 990S FOR EACH ENTITY PRIOR TO FILING. IN ADDITION, THE 990S FOR EACH ENTITY IS MADE AVAILABLE TO THE HPH BOARD OF DIRECTORS THROUGH A BOARD PORTAL FOR REVIEW 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 WILL BE POSTED TO HPH'S WEB SITE FOR PUBLIC ACCESS AFTER THE FILING OF THE RETURNS WITH 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:

- RECEIVED A COPY OF THE CONFLICT OF INTEREST ("COI") POLICY;
- HAS READ AND UNDERSTANDS THE POLICY;
- AGREES TO COMPLY WITH THE POLICY; AND
- 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

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
--	--

ATTACHMENT 2 (CONT'D)

PRESENTED TO THE BOARD FOR REVIEW, DELIBERATION AND CONFIRMATION /
REFUTATION THAT A CONFLICT OF INTEREST EXISTS. IF A CONFLICT OF INTEREST
HAS BEEN FOUND, THE INDIVIDUAL MAY ADDRESS THE BOARD AND EXPLAIN THE
TRANSACTION OR ARRANGEMENT CAUSING THE CONFLICT. AFTER THE PRESENTATION,
THE INDIVIDUAL IS EXCUSED FROM THE MEETING AND SHALL NOT PARTICIPATE WITH
ANY DISCUSSION OR VOTE ON MATTERS PERTAINING TO THE TRANSACTION OR
ARRANGEMENT.

IN MEETINGS WHERE APPLICATION OF THE COI POLICY OCCURS, THE MEETING
MINUTES INCLUDE NATURE OF THE FINANCIAL INTEREST / CONFLICT, NAME(S) OF
THE PERSON(S) WITH THE POTENTIAL OR ACTUAL CONFLICT, ANY ACTION TAKEN TO
ASSIST IN THE DETERMINATION OF WHETHER A CONFLICT EXISTED, INCLUDING ANY
DISCUSSION OF ALTERNATIVE ARRANGEMENTS, THE BOARD'S DECISION(S) REGARDING
THE CONFLICT AND NAMES OF PERSON PRESENT IN THE DISCUSSION AND VOTES
RELATING TO THE TRANSACTION OR ARRANGEMENT.

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

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

COMPENSATION FOR HPH EXECUTIVES (VICE PRESIDENT AND ABOVE) IS SET BY THE
HAWAII PACIFIC HEALTH ("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

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
--	--

ATTACHMENT 2 (CONT'D)

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 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

THE CONFLICT OF INTEREST POLICY AND STANDARDS OF CONDUCT ARE AVAILABLE ON THE HAWAI'I PACIFIC HEALTH WEBSITE. THE CONSOLIDATED AUDITED FINANCIAL STATEMENTS WILL BE MADE AVAILABLE TO THE 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:

HAWAI'I PACIFIC HEALTH

C.R. CHING 30.0

INOUYE 25.0

LEWIS .3

OKABE 35.0

PRESSLER-FISHER 45.0

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
--	--

ATTACHMENT 2 (CONT'D)

STED 32.0

KAPI'OLANI HEALTH FOUNDATION

C.R. CHING .5

INOUYE .5

LEWIS .2

OKABE 1.0

PRESSLER-FISHER 1.0

ROBINSON 30.0

STED 3.0

KAUAI MEDICAL CLINIC

C.R. CHING 4.0

INOUYE 4.0

LEWIS 2.4

OKABE 1.0

STED 6.0

KAPI'OLANI MEDICAL CENTER AT PALI MOMI

C.R. CHING 1.0

INOUYE 1.0

LEWIS 6.0

OKABE 3.0

PRESSLER-FISHER 1.0

STED 2.0

Name of the organization

Employer identification number

WILCOX HEALTH FOUNDATION

99-0204242

ATTACHMENT 2 (CONT'D)

KAPI'OLANI MEDICAL CENTER FOR WOMEN & CHILDREN

C.R. CHING 4.0

INOUYE 5.0

LEWIS 10.8

OKABE 4.0

PRESSLER-FISHER 1.0

STED 2.0

KAPI'OLANI MEDICAL SPECIALISTS

C.R. CHING 3.0

INOUYE 2.0

LEWIS 1.3

OKABE 1.0

STED 1.0

PROVIDERS INSURANCE CORPORATION

C.R. CHING 2.0

OKABE 1.0

STED 1.0

STRAUB CLINIC & HOSPITAL

C.R. CHING 3.0

INOUYE 6.0

LEWIS 15.0

Name of the organization WILCOX HEALTH FOUNDATION	Employer identification number 99-0204242
--	--

ATTACHMENT 2 (CONT'D)

OKABE 6.0

PRESSLER-FISHER 2.0

STED 3.0

STRAUB FOUNDATION

C.R. CHING .5

LEWIS .5

OKABE .5

ROBINSON 4.0

STED 1.0

WILCOX MEMORIAL HOSPITAL

C.R. CHING 5.0

INOUYE 12.0

K. CLARK 60.0

LEWIS 3.9

OKABE 3.0

PRESSLER-FISHER 2.0

STED 8.0

SCHEDULE R, PART V, LINE 2

IN GENERAL, AMOUNTS REPORTED WITH RELATED ORGANIZATIONS ARE DETERMINED

BASED ON MARKET VALUE FOR SIMILAR ITEMS OR SERVICES

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-f)	(c) Amount involved
(1)	WILCOX MEMORIAL HOSPITAL	B	678,707.
(2)	WILCOX MEMORIAL HOSPITAL	P	63,311.
(3)	STRAUB CLINIC & HOSPITAL		0.
(4)	KAPI'OLANI MEDICAL CENTER AT PALI MOMI		0.
(5)	PROVIDERS INSURANCE CORPORATION		0.
(6)	STRAUB FOUNDATION		0.

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Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
STRAUB CLINIC & HOSPITAL 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813 91-2151670	HOSPITAL	HI	501(C)(3)	3	N/A
STRAUB FOUNDATION 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813 99-0109350	RESEARCH/EDU	HI	501(C)(3)	7	N/A
PROVIDERS INSURANCE CORPORATION 55 MERCHANT STREET, 24TH FLOOR HONOLULU, HI 96813 71-0893000	NFP INSURANC	HI	501(C)(3)	11B TYPE II	N/A

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

	(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(7)	HAWAII PACIFIC HEALTH PARTNERS, INC. & SUB		0.
(8)	KAPI'OLANI HEALTH FOUNDATION		0.
(9)	KAPI'OLANI MEDICAL SPECIALISTS		0.
(10)	KAPI'OLANI MEDICAL CENTER FOR WOMEN/CHILDREN		0.
(11)	KAUA'I MEDICAL CLINIC		0.
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

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