



Management Message

Established in 1936, Aloha Pacific Federal Credit Union (APFCU) is the third largest credit union in Hawaii serving the employees, families and members of the City and County of Honolulu. In 2006, we began adding other Select Employee Groups (SEG) to increase our economies of scale and economic diversity. Our membership now includes Hawaii Government Employees Association, Moanalua Gardens Foundation, Foodland, Best Buy, Waialele Elementary School, Bishop Museum and hundreds of others. As a multi-occupational credit union, we welcome new members and business partners alike.



Our mission is to be the primary financial institution for our members by offering superior service, excellent rates and minimal fees. This is done through conservative underwriting and sound financial management implemented by an exceptional team of financial professionals with a goal of "Building Lasting Relationships" with our members.

This year we updated our strategic plan, reiterating our commitment to member value by holding down fees, maintaining competitive rates and expanding services. We are committed to find creative ways to offset costs through creative partnerships and new market expansion.

2009 Achievements

Though we've largely avoided the impact of the recent economic crisis, we were not entirely immune. Special government assessments to cover less fortunate organizations have presented some challenges. Luckily, we are well capitalized and are weathering this storm while still achieving record membership, loan and share growth. Some of the notable achievements include:

32,615 Members – An increase of more than 2,766 members was largely driven by our branch expansion and continued SEG expansion (now representing over 800 groups).

\$595.4 Million Shares – An increase of \$166.4 million reflects increases in both wallet share and new business member accounts.

\$318.3 Million Loans – An increase of \$59.6 million was primarily driven by rapid expansion of member business and consumer lending.

First Insurance Federal Credit Union (FIFCU) Merger – In August we welcomed FIFCU's 489 members and added \$2.3 million in assets to our credit union. As a result, we gained a branch location in the First Insurance Center. This was our second successful merger within eight months.

Kaimuki Branch Opening – In December we opened our latest community-style branch in Kaimuki and have received a warm welcome from our members and the surrounding community.

Weyerhaeuser Deal – Our investment in CUSO of Hawaii Properties, LLC paid big dividends when they represented the buyers in this \$20 million transaction, generating fee income, attracting millions in new member business loans and gaining hundreds of new member business accounts.

Best Places to Work & Psychologically Healthy Workplace Awards for 2009 – We were honored to be named one of the best places to work by *Hawaii Business Magazine* and to be the first place non-profit winner of the Psychologically Healthy Workplace Award by the Hawaii Psychological Association.

(continued page 2)



Community Involvement – We continued to support the Kapiolani Children's Miracle Network and raised more than \$11,500 in donations. Our staff and their family members also volunteered for Lanakila Pacific's Meals on Wheels program and delivered meals to seniors from Pearl City to Waikiki.

2010 & Beyond

While there are many challenges ahead, we foresee many opportunities to better serve our members. With this in mind, we will be opening our newest branch in Kapolei on Feb. 1, 2010. We will also add a new KALABASH ATM in the First Insurance Center and implement KalaConvenience, a new home equity line of credit product.

As our credit union grows, it is our hope that we continue honoring the past, celebrating the present and realizing our future. It is important to remember where we came from and understand who we are in order to look forward to a prosperous future. With the support and faith of our members, we confidently enter 2010 with our focus on serving you to the best of our ability.


Gary Iwai
Board Chair


Wallace Y. Watanabe
President/CEO

Table of Contents

Management Message.....	1 - 2
2009 Committee Listing.....	2
2009 Annual Meeting Minutes.....	3 - 4
Treasurer Report.....	4
Supervisory Committee Report.....	4
Consolidated Balance Sheet.....	5
Consolidated Income Statement.....	5
Board of Directors (APFCU).....	6
Board of Directors (CUSO of Hawaii).....	6
Executive Management (CUSO of Hawaii).....	6
Branch Locations & Hours.....	6 - 7
Executive Management (APFCU).....	7
Annual Meeting.....	8

2009 Committee Listing

ASSET LIABILITY COMMITTEE (ALCO)

Gary Iwai, Chair
Karen Shishido, Vice-Chair
Allan Fujimoto
Ann Gima
Darwin Hamamoto
Stanley Inamasu
Joseph Magaldi, Jr.

Ad Hoc ATM

Joseph Magaldi, Jr., Chair
Ann Gima, Vice-Chair
Allan Fujimoto

ANNUAL MEETING & ELECTION

Darwin Hamamoto, Chair
Joseph Magaldi, Jr., Vice-Chair
Howard Okamoto
Victor Yamashiroya
Dale Hishinuma
Dan Tully
Takao Fujimoto

BUDGET

Allan Fujimoto, Chair
Stanley Inamasu, Vice-Chair
Karen Shishido
Joseph Magaldi, Jr.
Jimmy Shiramizu

BUILDING ADVISORY

Ann Gima, Chair
Darwin Hamamoto, Vice-Chair
Joseph Magaldi, Jr.
Karen Shishido
Dan Takamatsu

EXECUTIVE BENEFITS

Darwin Hamamoto, Chair
Allan Fujimoto, Vice-Chair
Joseph Magaldi, Jr.

HUMAN RESOURCES

Karen Shishido, Chair
Stanley Inamasu
Allan Fujimoto
Howard Okamoto

NOMINATIONS/ELECTIONS

Jimmy Shiramizu, Chair
Karen Shishido, Vice-Chair
Nelson Koyanagi
Kyle Sakamoto
Walter Lee

PLANNING & EDUCATION

Stanley Inamasu, Chair
Allan Fujimoto, Vice-Chair

POLICY

Stanley Inamasu, Chair
Karen Shishido, Vice-Chair
Joseph Magaldi, Jr.
Allan Fujimoto
Strather Ing
Diane Murata

SCHOLARSHIP

Joseph Magaldi, Jr., Chair
Ann Gima, Vice-Chair
Anthony Akamine
Jerilyn Kim
Cathy Maki
Andy Murakami
Barbara Young
Jean Moku

SUPERVISORY

Ted Takahashi, Chair
Ann Sakurao, Vice-Chair
Diane Murata, Secretary
Ben Dimond
Howard Okamoto



2009 Annual Meeting Minutes

The 71st Annual Meeting of the members of the Aloha Pacific Federal Credit Union was held on Tuesday, March 17, 2009 at McCoy Pavilion in Ala Moana Beach Park, Honolulu, Hawaii.

5:00 p.m.—Annual Meeting & Elections Committee Chair and Board of Director Stanley Inamasu welcomed the members. He announced that all members are eligible for the gift presented at the door as well as a lucky number ticket that was passed out upon registration. He further mentioned that this was the first time our business partners have participated in the annual meeting and stated that an excellent mix of products were represented by AIG Hawaii, Royal State Group, CUSO of Hawaii, AAA Hawaii, KalaBash Financial and the credit union's Business Development department. Inamasu then called Chair Gary Iwai to call the meeting to order.

The meeting was called to order by Chair Iwai at 5:05 p.m. Iwai called on Board Secretary/Treasurer Inamasu to declare a quorum. A quorum was declared with 255 members registered.

Chair Iwai recognized the following individuals who have dedicatedly served the credit union in achieving its success: 1) First Vice Chair Karen Shishido, Second Vice Chair Allan Fujimoto, Secretary/Treasurer Stanley Inamasu, Directors Darwin Hamamoto, Joseph Magaldi, Jr. and Ann Gima; 2) Supervisory Committee members Ted Takahashi, Ann Sakurao, Diane Murata, Howard Okamoto and Ben Dimond; 3) Annual Meeting Chair Stanley Inamasu; 4) Annual Meeting Committee volunteers; and 5) all other Committee volunteers.

Iwai stated that Aloha Pacific Federal Credit Union is one of the best credit unions in the State and thanked the members for their support throughout 2008 and asked for their continued support in 2009.

Chair Iwai then directed the members to the minutes of the 2008 Annual Meeting which was printed on the current Annual Report given to all members at the Registration Desk. A motion was made to accept the minutes of the 2008 Annual Meeting, held on March 18, 2008. The Treasurer's Report was moved and seconded to accept as stated, subject to audit. The Supervisory Committee's Report was also moved and seconded to accept as stated.

Chair Iwai then mentioned that Aloha Pacific Federal Credit Union had a lot of wonderful accomplishments in 2008, namely the opening of the Hawaii Kai branch in August 2008 and the merger with Inter-Island Federal Credit Union, which gave us our new Kalihi Branch location. He further stated that our credit union was awarded *The Honolulu Advertiser's* Best of the Best award in the financial category, which was an overwhelming achievement as this category also included the major banks in Hawaii.

Iwai introduced the President and CEO Wallace Y. Watanabe. Watanabe presented the Executive Team who will lead the credit union in 2009; Executive Vice President Rita Ornellas, Vice President of IT Keoni Ahlo and Vice President and CFO Gary Nakata. Watanabe also recognized the CUSO of Hawaii, Inc. Executive Team; President Vince Otsuka, Vice-President – Loan Servicing Virgil Dela Cruz and Vice-President – Commercial Lending Scott Nishimura.

Watanabe pointed out that in addition to the accomplishments that Chair Iwai already mentioned, our credit union will be opening a new branch in Kaimuki at the corner of Koko Head and Harding Avenues in late 2009 and will also be renovating the newly acquired Kalihi Branch. He wanted to stress that the Kalihi Branch will be fully operational just a few doors away while the renovation and rebranding are completed. Watanabe affirmed that our credit union continues to provide superior quality and competitive products and services and will continue to strive to provide our valued members with excellent customer service. He again thanked the loyal and dedicated members and reinforced the message that Aloha Pacific FCU will continue to grow and prosper even in these uncertain economic times.

Watanabe then asked that we recognize this year's service award recipients.

For 10 years of Service: Michelle Alcaraz, Linda Cuson and Grant Nakamichi
For 15 years of Service: Guy Keoni Ahlo and Patti Shimoda
For 20 Years of Service: Dodie Sekimura
For 25 Years of Service: Jo Ann Tatsuyama

Watanabe further announced Matt Osumi of the Electronic Services Division as the recipient of the 2008 Employee of the Year Award.

Unfinished Business – none

(continued page 4)



Aloha Pacific Federal Credit Union (APFCU) is the third largest credit union in Hawaii with more than \$612 million in assets. Chartered in 1936 as the Honolulu City & County Employees Federal Credit Union (HCCEFCU), the credit union changed its name on July 1, 2007. It continues to serve its original charter of employees, retirees and families of the City & County of Honolulu but has expanded to include Select Employee Groups (SEG).



KALABASH Financial (KBF) is a division of APFCU offering financial planning, investment and insurance advice to credit union members. Established in 2003, the KBF office is located at 832 South Hotel Street (Main Branch) on the second floor.



CUSO of Hawaii LLC and CUSO of Hawaii Inc. are wholly owned subsidiaries of APFCU and were established in 2000. Through their various units, they offer residential mortgage loans, commercial real estate loans, realty services and technology solutions to credit unions and their members in the State of Hawaii. Located at 988 Fort Street Mall and 2200 Kamehameha Highway in the City Credit Union Center, CUSO of Hawaii originates, processes and services APFCU's mortgage and commercial loan portfolio and provides discounted realty services.

Treasurer Report

The financial results for Aloha Pacific Federal Credit Union (APFCU) and its subsidiaries were consolidated for the year ended December 31, 2009, and are presented below.

Consolidated assets increased \$173.8 million or 35.64% from \$487.7 million to \$661.5 million. This was due to strong growth in loans and shares in 2009 and increased investments.

APFCU's income statements for the years 2009 and 2008 were impacted by events that were not under APFCU's control. Several directives issued by the National Credit Union Administration (NCUA) affected and skewed the income statements of credit unions across the country. Accordingly, our financial presentation provides both the actual consolidated net income results (which are skewed between 2009 and 2008) and the consolidated net income based on actual credit union operations (which are more level between 2009 and 2008).

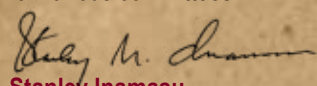
In early 2009, the NCUA took measures to stabilize its NCUSIF deposit fund in light of the economy, the rash of credit union failures and mostly because of the economic and investment woes of the two largest corporate credit unions (U.S. Central and Wescorp). In the first quarter, APFCU was assessed some \$3.8 million and directed by the NCUA and its external auditor to record this amount in 2008. This caused APFCU to restate its 2008 year-end financial statements, resulting in a net loss of \$2.8 million.

In the second quarter of 2009, the NCUA, by congressional action, created a stabilization fund that, in short, resulted in the NCUA taking back any reliance on natural person credit unions to immediately replenish the NCUSIF fund. This resulted in a directive from the NCUA to reverse the amounts assessed in 2008 and to reflect these amounts as income in 2009. Despite the recoveries, the NCUA still required a 15 basis point assessment to replenish the NCUSIF deposit fund.

Taking into account the effects of the NCUA directives, consolidated net income amounted to \$4.4 million in 2009, in stark contrast to -\$2.8 million in 2008. More importantly, however, after discounting the NCUA directives, actual consolidated net income from credit union operations amounted to a more level \$1.4 million in 2009 versus \$1.7 million in 2008.

APFCU continues to experience good financial results. But for the events resulting from NCUA actions, APFCU continued to show a strong bottom line income generated by actual credit union operations (\$1.4 million). This was based mainly on the strength of APFCU's loan and investment portfolios. Consequently, our capital to total assets ratio remains strong at 9.05%, above our peer group average. APFCU remains committed to maintaining its financial strength and stability and strives to meet the current and future needs of our membership.

We are grateful to the employees that worked very hard to service the needs of our membership and to those who volunteered for various committees.



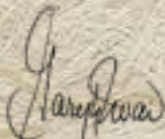
Stanley Inamasu
Secretary/Treasurer

(2009 Annual Meeting Minutes continued from page 3)

New Business – Chair Iwai stated that the first item to be discussed was the Election Report. Because the number of candidates this year was equal to the number of vacant seats, no balloting was necessary and the slate was approved. The newly elected Directors were introduced: Joseph Magaldi, Jr., Karen Shishido and Ann Gima, incumbents and returning Board Member, Darwin Hamamoto. He stated that because four seats were available, all four will be elected.

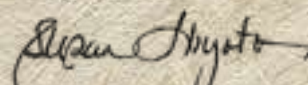
As there was no further business, the meeting was adjourned at 5:45 p.m. and door prizes were then called.

As the prizes were being called, Mayor Mufi Hannemann appeared briefly to thank the Executive Management Team, the Board of Directors and the members of Aloha Pacific FCU for being loyal and committed partners with the employees of the City and County of Honolulu. He stated that whenever the City has sought sponsorship of programs that benefit City workers and their families throughout the years, he has always been able to count on the unwavering support of Aloha Pacific Federal Credit Union.



Gary Iwai
Chair

Respectfully Submitted,



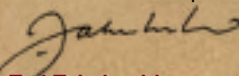
Susan Hiyoto
Recording Secretary

Supervisory Committee Report

According to the National Credit Union Association Rules and Regulations, the Supervisory Committee is responsible for ensuring that an annual financial audit is conducted, verification of member accounts is performed at least once every two years, and an annual report is prepared and presented to the members at the annual meeting.

To meet these responsibilities, Kwock & Company CPAs conducted the annual financial audit in accordance with generally accepted auditing standards and found that except for the effects of reporting members' share accounts as equity, the consolidated financial statements fairly present, in all material respects, the financial conditions of the Aloha Pacific Federal Credit Union in accordance with generally accepted accounting principles. The financial statements include our credit union service organization CUSO of Hawaii LLC (a for-profit organization).

Your Supervisory Committee concludes that your Credit Union has accommodated the recommendations made by Kwock & Company CPAs and continues to maintain its sound financial condition and that the elected officials, management and staff of the Credit Union have performed in a diligent and creditable manner.



Ted Takahashi
Supervisory Committee Chair

Consolidated Balance Sheet

ASSETS AS OF:	12/31/2009	12/31/2008 *	12/31/2007
Loans to Members/Non-Members	\$ 320,502,811	\$ 260,326,428	\$ 215,942,675
Allowance for Loan Losses	\$ (2,153,586)	\$ (1,621,236)	\$ (936,750)
Cash	\$ 43,961,954	\$ 24,321,479	\$ 19,140,031
Investments	\$ 259,044,245	\$ 176,265,564	\$ 154,676,234
Property & Equipment	\$ 23,900,080	\$ 19,255,381	\$ 10,503,226
Other Assets	\$ 16,317,419	\$ 9,190,114	\$ 15,963,249
TOTAL ASSETS	\$ 661,572,923	\$ 487,737,730	\$ 415,288,664
<i>Liabilities:</i>			
Accounts Payable	\$ 4,855,717	\$ 3,320,005	\$ 2,970,386
Other Liabilities	\$ 1,402,497	\$ 2,337,477	\$ 801,704
TOTAL LIABILITIES	\$ 6,258,214	\$ 5,657,482	\$ 3,772,090
<i>Equity:</i>			
Total Share Deposits	\$ 595,445,037	\$ 429,043,334	\$ 355,925,717
Regular Reserves	\$ 22,528,698	\$ 22,528,698	\$ 22,250,451
Undivided Earnings (net)	\$ 2,856,028	\$ 5,909,987	\$ 1,848,927
Appropriated Undiv. Earn	\$ 34,484,946	\$ 24,598,228	\$ 31,491,479
TOTAL EQUITY	\$ 655,314,709	\$ 482,080,247	\$ 411,516,574
TOTAL LIABILITIES & EQUITY	\$ 661,572,923	\$ 487,737,730	\$ 415,288,664

Consolidated Income Statement

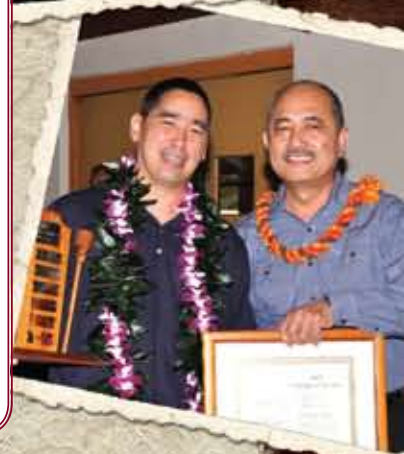
OPERATING INCOME	12/31/2009	12/31/2008 *	12/31/2007
Income on Loans (net)	\$ 17,366,559	\$ 13,882,387	\$ 11,936,243
Gross Investments/Other	\$ 13,419,031	\$ 10,860,878	\$ 10,625,488
TOTAL OPERATING INCOME	\$ 30,785,590	\$ 24,743,265	\$ 22,561,731
<i>Less:</i>			
DIVIDENDS TO MEMBERS	\$ 9,548,072	\$ 8,609,381	\$ 7,987,312
Other Cost of Funds	\$ 1,034,687	\$ 334,258	\$ 282,442
Operating Expenses			
Salaries & Benefits	\$ 9,732,732	\$ 6,684,714	\$ 5,779,493
Office Occupancy	\$ 2,175,282	\$ 1,414,816	\$ 1,232,073
Office Operations	\$ 3,880,500	\$ 3,314,169	\$ 2,978,054
Education & Promotions	\$ 746,440	\$ 678,363	\$ 417,592
Professional Services	\$ 1,121,455	\$ 731,457	\$ 784,880
Members' Insurance	\$ 230,956	\$ 296,557	\$ 245,117
Other Miscellaneous	\$ 1,313,419	\$ 1,101,956	\$ 964,826
TOTAL OPERATING EXPENSES	\$ 19,200,784	\$ 14,222,032	\$ 12,402,035
<i>Less:</i>			
Wescorp Member Capital Writeoff	\$ —	\$ (761,623) A	\$ —
Other Non-Operating Income (Loss)	\$ 370,204	\$ 112,993	\$ (127,747)
NET INCOME BEFORE NCUSIF ASSESSMENT	\$ 1,372,251	\$ 928,964	\$ 1,762,195
NCUSIF Assessment - Stabilization Expense	\$ 3,752,616	\$ (3,752,616) B	\$ —
Additional NCUSIF Assessment - Stabilization Expense	\$ (731,560)	\$ — C	\$ —
NET INCOME AFTER NCUSIF ASSESSMENT	\$ 4,393,307	\$ (2,823,652)	\$ 1,762,195
EVENTS NOT UNDER OUR CONTROL			
Wescorp Member Capital Writeoff	\$ —	\$ (761,623) A	\$ —
NCUSIF Assessment - Stabilization Expense	\$ 3,752,616	\$ (3,752,616) B	\$ —
Additional NCUSIF Assessment - Stabilization Expense	\$ (731,560)	\$ — C	\$ —
	\$ 3,021,056	\$ (4,514,239)	\$ —
NET INCOME BASED ON ACTUAL CREDIT UNION OPERATIONS	\$ 1,372,251	\$ 1,690,587	\$ 1,762,195

* Revised and restated as of 4/9/2009.

Note A: Wescorp Member Capital Account Writeoff

Note B: NCUA Assessment - Stabilization Expense

Note C: Additional NCUA Assessment



Aloha Pacific Federal Credit Union

Board of Directors



Gary Iwai
Chair
Director Since 1997



Karen Shishido
1st Vice-Chair
Director Since 1995



Allan Fujimoto
2nd Vice-Chair
Director Since 2002



Stanley Inamasu
Secretary & Treasurer
Director Since 2007



Ann Gima
Director
Director Since 2008



Darwin Hamamoto
Director
Director Since 2009



Joseph Magaldi, Jr.
Director
Director Since 2007

CUSO of Hawaii

Board of Directors



Stanley Wachi
Chair
Director Since 2000



Daniel Tully
Vice-Chair
Director Since 2001



Ann Kobayashi
Secretary
Director Since 2000



Stanley Inamasu
Treasurer
Director Since 2008



Joseph Magaldi, Jr.
Director
Director Since 2009



David Takiguchi
Director
Director Since 2005



Wallace Y. Watanabe
Director
Director Since 2006

Executive Management



Vince J. Otsuka
President



Virgil Dela Cruz
Vice-President
Loan Servicing



Scott Nishimura
Vice-President
Commercial Lending



MAIN BRANCH
832 South Hotel Street
Honolulu, HI 96813
Monday to Friday
7:30 a.m. - 5:00 p.m.



FIRST INSURANCE BRANCH
1100 Ward Avenue, Honolulu, HI 96813
Monday to Friday
9:30 a.m. - 2:00 p.m.



FORT STREET BRANCH
988 Fort Street Mall, Honolulu, HI 96813
Monday to Friday
7:30 a.m. - 5:00 p.m.



HAWAII KAI BRANCH
(Koko Marina Center)
7192 Kalanianaʻole Highway, Suite A144
HI 96825
Monday to Friday
9:30 a.m. - 6:30 p.m.
Saturday & Select Holidays
9:30 a.m. - 2:30 p.m.

Aloha Pacific Federal Credit Union

Executive Management



Wallace Y. Watanabe
President/CEO



Rita Ornellas
Executive
Vice President



Gilbert Niimi
Senior
Vice President



G. Keoni Ahlo
Vice President/
Chief Information
Officer



James R. Haid Jr.
Vice President of
Market & Business
Relations
(Feb 2010)

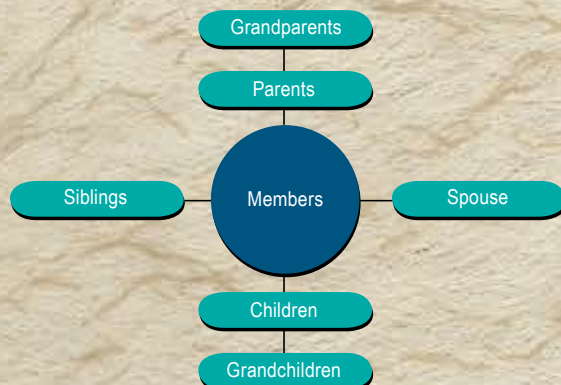


Gary Nakata
Vice President/
Chief Financial
Officer

Who We Serve

Aloha Pacific Federal Credit Union has proudly served our members since 1937. Membership is open to:

- Employees of the City & County of Honolulu, State of Hawaii;
- Immediate family members of a City & County Employee or existing credit union member (see chart below);
- Aloha Pacific FCU employees;
- City & County employees that are retired or on leave of absence;
- Members of their immediate families or household; and organizations of such persons;
- SEG (Select Employee Groups) as approved by the Board of Directors (over 800 groups including HGEA, Waipahu Community Association, COSTCO Hawaii Kai, AOA Harbor Court and many others).



Definitions:

"City & County employees" – all full-time or part-time employees, including elected officials and contracted and appointed employees paid salaries and wages by City and County warrants.

"Members of their immediate families" include parents, grandparents, siblings, spouse, children, grandchildren, stepchildren, stepparents, stepsiblings and adopted children.

KAIMUKI BRANCH
3625 Harding Avenue, Honolulu, HI 96816
Monday to Friday
9:30 a.m. - 6:30 p.m.
Saturday & Select Holidays
9:30 a.m. - 2:30 p.m.

KALIHI BRANCH
2200 Kamehameha Highway, Suite 201
Honolulu, HI 96819
Monday to Friday
7:30 a.m. - 5:00 p.m.

KAPOLEI BRANCH
1001 Kamokila Boulevard, Suite 104
Kapolei, HI 96707
Monday to Friday
9:30 a.m. - 6:30 p.m.
Saturday & Select Holidays
9:30 a.m. - 2:30 p.m.

WAIKELE BRANCH
(Waikale Shopping Center)
94-799 Lumiaina Street, Unit 2-A2
Waipahu, HI 96797
Monday to Friday
9:30 a.m. - 6:30 p.m.
Saturday & Select Holidays
9:30 a.m. - 2:30 p.m.

WAIMALU BRANCH
(Waimalu Shopping Plaza)
98-1277 Kaahumanu Street, Suite 132
Aiea, HI 96701
Monday to Friday
9:30 a.m. - 6:30 p.m.
Saturday & Select Holidays
9:30 a.m. - 2:30 p.m.



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Annual Report 2009

Return Service Requested



72nd Annual Meeting

The 72nd Annual Meeting of APFCU members will be held on Tuesday, March 16, 2010 in McCoy Pavilion at Ala Moana Beach Park. Visit our website or call us for more information.

CONTACT US

BY PHONE

Oahu: 531-3711
Neighbor Island & U.S.:
877-531-3711 (Toll Free)

BY MAIL

Aloha Pacific
Federal Credit Union
832 South Hotel Street
Honolulu, HI 96813

BY INTERNET

Website: www.kalanet.com
e-mail: support@kalanet.com

DIRECTORS:

To contact our board members
and committee members, please
mail correspondence to:

Aloha Pacific
Federal Credit Union
Attn: <Board Member's Name>
832 South Hotel Street
Honolulu, HI 96813

