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Form **990**

Department of the Treasury
Internal Revenue Service

ENVELOPE

Return of Organization Exempt From Income Tax

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

DEC 14 2009

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

FOR PUBLIC DATE

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning , 2008, and ending , 20

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

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

C Name of organization ARIZONA DENTAL INSURANCE SERVICE, INC

Doing Business As DELTA DENTAL OF ARIZONA

Number and street (or P O box if mail is not delivered to street address) 5656 WEST TALAVI BLVD

Room/suite

City or town, state or country, and ZIP + 4 GLENDALE, AZ 85306

D Employer identification number 86-0274899

E Telephone number (602) 938-3131

G Gross receipts $ 147,830,136.

F Name and address of principal officer BERNARD GLOSSY
5656 WEST TALAVI BLVD. GLENDALE, AZ 85306

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

H(b) Are all affiliates included? Yes [ ] No

If "No," attach a list (see instructions)

I Tax-exempt status: [X] 501(c) (4) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.DELTADENTALAZ.COM

H(c) Group exemption number ▶

K Type of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 1972

M State of legal domicile AZ

Part I Summary

1 Briefly describe the organization's mission or most significant activities
COORDINATION OF DENTAL CARE BETWEEN PARTICIPATING ARIZONA DENTISTS AND INDIVIDUALS, GROUPS AND ORGANIZATIONS UPON SUCH TERMS AND CONDITIONS AS THE ORGANIZATION MAY FROM TIME TO TIME DETERMINE.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its assets

Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	13
	4	Number of independent voting members of the governing body (Part VI, line 1b)	9
	5	Total number of employees (Part V, line 2a)	87
	6	Total number of volunteers (estimate if necessary)	NONE
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	
	b	Net unrelated business taxable income from Form 990-T, line 34	

			Prior Year	Current Year
Revenue	8	Contribution and grants (Part VIII, line 1h)	NONE	
	9	Program service revenue (Part VIII, line 2g)	134,156,787.	142,798,969.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,704,312.	784,714.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	36,930.	60,633.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	137,898,029.	143,644,316.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	543,259.	468,347.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,136,073.	5,516,461.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
	b	Total fundraising expenses, Part IX, column (D), line 25) ▶ NONE		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	120,818,059.	129,976,333.
	18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	126,497,391.	135,961,141.
	19	Revenue less expenses Subtract line 18 from line 12	11,400,638.	7,683,175.

			Beginning of Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	56,673,897.	60,342,803.
	21	Total liabilities (Part X, line 26)	15,841,288.	15,968,029.
	22	Net assets or fund balances Subtract line 21 from line 20	40,832,609.	44,374,774.

RECEIVED
DEC 17 2009
IRS

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 FRESNO, CA Date ▶ 11/11/09

▶ MARK ANDERSON, VP/CFO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature Date 11/10/2009 Check if self-employed ▶ [ ] Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ CBIZ MHM, LLC
3101 N. CENTRAL AVE., STE 300 PHOENIX, AZ 85012

EIN ▶ 34-1884125

Phone no ▶ 602-264-6835

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

SCANNED JAN 07 2010

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

Form **990** (2008)

JSA
8E1010 2 000

FOR STATE USE ONLY

Part III **Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission:
COORDINATION OF DENTAL CARE BETWEEN PARTICIPATING ARIZONA DENTISTS AND INDIVIDUALS, GROUPS AND ORGANIZATIONS UPON SUCH TERMS AND CONDITIONS AS THE ORGANIZATION MAY FROM TIME TO TIME DETERMINE.

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 $ 74,692,046. including grants of $ _____) (Revenue $ 87,646,127.)
UNDERWRITING GROUP DENTAL BENEFITS AND PROVIDING DENTAL CLAIMS PROCESSING SERVICES TO FULLY INSURED GROUPS.

4b (Code _____) (Expenses $ 46,190,415. including grants of $ _____) (Revenue $ 49,579,859.)
PROVIDING DENTAL CLAIMS PROCESSING SERVICES TO SELF-INSURED GROUPS.

4c (Code. _____) (Expenses $ 5,450,098. including grants of $ _____) (Revenue $ _____)
CLAIMS PROCESSING SERVICES FOR RELATED ORGANIZATIONS. REVENUE OF $5,572,983 IS UNRELATED, BUT EXCLUDED FROM TAX UNDER IRC §513(B)(13)(E).

4d Other program services. (Describe in Schedule O)
(Expenses $ 468,347. including grants of $ 468,347.) (Revenue $ _____)

4e Total program service expenses ▶ $ 126,800,906. *(Must equal Part IX, Line 25, column (B).)*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1		X
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		X
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		X
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the U S.?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5,? *If "Yes," complete Schedule J*	23	X	
24a	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? *If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**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? *If "Yes," complete Schedule L, Part I*	25a		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		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? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	28a	X	
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	28b		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301.7701-3? *If "Yes," complete Schedule R, Part I*	33	X	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35	X	
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		
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? *If "Yes," complete Schedule R, Part VI*	37		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable	1a	7,329		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	NONE		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	87		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	Note: If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a			X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			X
b	If "Yes," enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c			
6a	Did the organization solicit any contributions that were not tax deductible?	6a			X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75?	7a			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h			
8	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter.				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			

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

Section A. Governing Body and Management

			Yes	No
	For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions			
1a	Enter the number of voting members of the governing body 1a 13			
b	Enter the number of voting members that are independent 1b 9			
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?	2		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? . . .	3		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		X
6	Does the organization have members or stockholders?	6	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X	
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		X
8	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
9a	Does the organization have local chapters, branches, or affiliates?	9a	X	
b	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?	9b	X	
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X	
11	Is there any officer, director or 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*	11		X

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	X	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c	X	
13	Does the organization have a written whistleblower policy?	13	X	
14	Does the organization have a written document retention and destruction policy?	14	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:			
a	The organization's CEO, Executive Director, or top management official?	15a	X	
b	Other officers or key employees of the organization?	15b	X	
	Describe the process in Schedule O. (see instructions)			
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?	16a		X
b	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?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ AZ

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.

☐ Own website ☐ Another's website ☒ 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: ▶ MARK ANDERSON 5656 WEST TALAVI BLVD. GLENDALE, AZ 85306
602 938-3131

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 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, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- 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 officer, director, trustee, or key employee.

(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			
SEE SCHEDULE J-2										

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			
1b Total ▶								1,514,173.		319,261.

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 6

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		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? *If "Yes," complete Schedule J for such individual*	X	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*		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
DELTA DENTAL OF WISCONSIN STEVENS POINT, WI	ASP SERVICES	870,081.
BLACK GOULD & ASSOCIATES PHOENIX, AZ	BROKERAGE SERVICES	291,854.
JOHNSON CARLIER TEMPE, AZ	GENERAL CONTRACTOR	229,027.
WILLIS CORROON CORPORATION OF ARIZONA PHOENIX, AZ	BROKER	198,799.
STAUBACH ARIZONA LLC PHOENIX, AZ	REAL ESTATE BROKER	168,109.

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ▶ 7

Part VIII Statement of Revenue 86-0274899

		(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				
	g Noncash contributions included in lines 1a-1f $				
	h **Total.** Add lines 1a-1f ▶				
Program Service Revenue		**Business Code**			
	2a DENTAL PREMIUMS	900099	87,646,127.	87,646,127.	
	b REVENUE FROM SELF -				
	c INSURED GROUPS	900099	49,579,859.	49,579,859.	
	d MANAGEMENT FEE -				
	e IRC512(B)(13)(E)	900099	5,572,983.		5,572,983.
	f All other program service revenue				
	g **Total.** Add lines 2a-2f ▶		142,798,969.		
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		1,031,819.		1,031,819.
	4 Income from investment of tax-exempt bond proceeds ▶		NONE		
	5 Royalties ▶		NONE		
		(i) Real / (ii) Personal			
	6a Gross Rents				
	b Less rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss) ▶		NONE		
		(i) Securities / (ii) Other			
	7a Gross amount from sales of assets other than inventory	3,938,715.			
	b Less cost or other basis and sales expenses	4,185,820.			
	c Gain or (loss)	-247,105.			
	d Net gain or (loss) ▶		-247,105.		-247,105.
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a				
	b Less direct expenses b				
	c Net income or (loss) from fundraising events ▶		NONE		
	9a Gross income from gaming activities See Part IV, line 19 a				
	b Less direct expenses b				
	c Net income or (loss) from gaming activities ▶		NONE		
	10a Gross sales of inventory, less returns and allowances a				
	b Less cost of goods sold b				
	c Net income or (loss) from sales of inventory ▶		NONE		
	Miscellaneous Revenue	**Business Code**			
	11a OTHER INCOME	900099	4,163.		4,163.
	b UNDERWRITING GAINS	900099	56,470.		56,470.
	c				
	d All other revenue				
	e **Total.** Add lines 11a-11d ▶		60,633.		
	12 **Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶		143,644,316.	137,225,986.	6,418,330.

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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(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	468,347.	468,347.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	1,613,074.	700,290.	912,784.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	NONE			
7 Other salaries and wages	2,965,153.		2,965,153.	
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions)	187,645.		187,645.	
9 Other employee benefits	460,703.		460,703.	
10 Payroll taxes	289,886.		289,886.	
11 Fees for services (non-employees)				
a Management	5,450,098.	5,450,098.		
b Legal	166,270.		166,270.	
c Accounting	87,953.		87,953.	
d Lobbying	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees	NONE			
g Other	2,776,479.	2,753,323.	23,156.	
12 Advertising and promotion	800,862.		800,862.	
13 Office expenses	96,829.		96,829.	
14 Information technology	45,285.		45,285.	
15 Royalties	NONE			
16 Occupancy	NONE			
17 Travel	137,357.		137,357.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	16,267.		16,267.	
21 Payments to affiliates	156,515.		156,515.	
22 Depreciation, depletion, and amortization	835,514.		835,514.	
23 Insurance	69,154.		69,154.	
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 PROFESSIONAL_DENTAL_SERVICES	70,357,578.	70,357,578.		
b SERVICES_TO_SELE-INSURED_GRP	46,190,415.	46,190,415.		
c PREMIUM_TAX	725,771.	725,771.		
d POSTAGE	395,191.	155,084.	240,107.	
e BOARD_EXPENSES	502,874.		502,874.	
f All other expenses	1,165,921.		1,165,921.	
25 **Total functional expenses.** Add lines 1 through 24f	135,961,141.	126,800,906.	9,160,235.	NONE
26 **Joint Costs.** Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	17,990,991.	2	26,463,733.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	10,691,051.	4	12,256,767.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sales or use		8	
	9	Prepaid expenses and deferred charges	230,343.	9	268,729.
	10a	Land, buildings, and equipment cost basis 10a 12,507,750.			
	b	Less accumulated depreciation Complete Part VI of Schedule D 10b 3,371,187.	9,080,657.	10c	9,136,563.
	11	Investments - publicly traded securities	13,994,645.	11	8,227,299.
	12	Investments - other securities See Part IV, line 11	3,725,806.	12	3,477,973.
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11	960,404.	15	511,739.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	56,673,897.	16	60,342,803.
Liabilities	17	Accounts payable and accrued expenses	9,710,053.	17	8,128,314.
	18	Grants payable		18	
	19	Deferred revenue	1,146,325.	19	2,037,001.
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	110,940.	23	67,872.
	24	Unsecured notes and loans payable		24	
	25	Other liabilities Complete Part X of Schedule D	4,873,970.	25	5,734,842.
	26	**Total liabilities.** Add lines 17 through 25	15,841,288.	26	15,968,029.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	40,832,609.	27	44,374,774.
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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	40,832,609.	33	44,374,774.
	34	Total liabilities and net assets/fund balances	56,673,897.	34	60,342,803.

Part XI Financial Statements and Reporting

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

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number

86-0274899

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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ 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)

☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically importantly land area
☐ Preservation of certified historic structure

2 Complete lines 2a-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 taxable 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, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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 accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

		Amount
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Term endowment ▶ _____ %

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

		Yes	No
(i) unrelated organizations	3a(i)		
(ii) related organizations	3a(ii)		
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		1,530,763.		1,530,763.
b Buildings		6,594,137.	180,775.	6,413,362.
c Leasehold improvements				
d Equipment		4,382,850.	3,190,412.	1,192,438.
e Other		NONE	NONE	NONE
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c))* ▶				9,136,563.

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 and other financial products		
Closely-held equity interests		
Other INVESTMENT IN SUB-SBA-COST	683,581.	COST
INVESTMENT IN SUB-CIS-COST	505,000.	COST
INVESTMENT IN SUB-ABC-EQUITY	1,557,824.	COST
REAL ESTATE-FMV	335,511.	FMV
COMMODITIES-FMV	396,057.	FMV
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	3,477,973.	

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

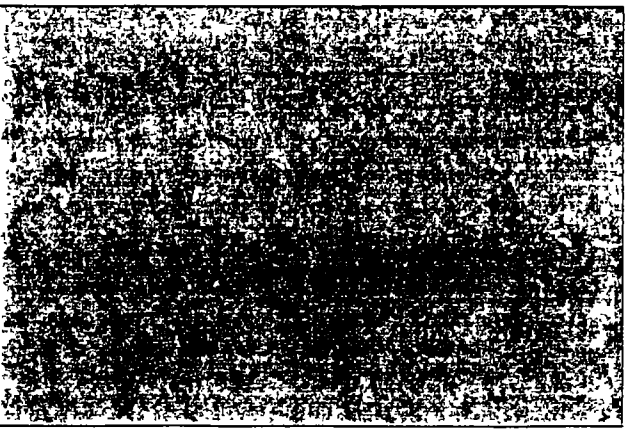
(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

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

(a) Description	(b) Book value
Total *(Column (b) should equal Form 990, Part X, col (B) line 15)* ▶	1,067,272.

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

(a) Description of liability	(b) Amount
Federal income taxes	
UNCLAIMED PROPERTY LIABILITY	819,394.
CUSTOMER DEPOSIT LIABILITY	855,700.
CASH OVERDRAFT	4,059,748.
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	5,734,842.



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 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 4-8	9	
10	Excess or (deficit) for the year per 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 should 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	Losses reported on Form 990, Part IX, line 25	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 should 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; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b

SEE PAGE 5

Part XIV Supplemental Information *(continued)*

FIN 48 FOOTNOTE

PART X

IN JUNE 2006, THE FASB ISSUED FASB INTERPRETATION NO. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES ("FIN 48"). FIN 48 WAS ORIGINALLY EFFECTIVE FOR FISCAL YEARS BEGINNING AFTER DECEMBER 15, 2006. FIN 48 CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN ACCORDANCE WITH FASB STATEMENT NO. 109. IN DECEMBER 2008, THE FASB ISSUED FASB STAFF POSITION NO. FIN 48-3, EFFECTIVE DATE OF FASB INTERPRETATION NO. 48 FOR CERTAIN NONPUBLIC ENTERPRISES ("FSP FIN 48-3") WHICH EXTENDED THE PERIOD OF ADOPTION OF FIN 48 TO FISCAL YEARS BEGINNING AFTER DECEMBER 15, 2008. THE COMPANY HAS ELECTED TO DEFER THE APPLICATION OF FIN 48 IN ACCORDANCE WITH FSP FIN 48-3. THE COMPANY EVALUATES ITS UNCERTAIN TAX POSITIONS, IF ANY, ON A CONTINUAL BASIS THROUGH REVIEW OF ITS POLICIES AND PROCEDURES, REVIEW OF ITS REGULAR TAX FILINGS, AND DISCUSSIONS WITH OUTSIDE EXPERTS.

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.

▶ Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number

86-0274899

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☐ Yes ☒ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DELTA DENTAL AZ CHARITABLE FOUNDATION 5656 W TALAVI BLVD GLENDALE, AZ 85306	86-0842694	501(C)(3)	401,110.				SEE PART IV
JOHN C. LINCOLN FOUNDATION 9108 N. 3RD ST PHOENIX, AZ 85020	95-3320185	501(C)(3)	33,500.				SEE PART IV
ARIZONA DIAMONDBACKS FOUNDATION 401 E JEFFERSON ST PHOENIX, AZ 85004	86-0901615	501(C)(3)	10,000.				SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 3

3 Enter total number of other organizations . . . . . ▶

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

Schedule I (Form 990) 2008

JSA
8E1288 2 000

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

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

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

PURPOSE OF GRANT

PART II COLUMN H

DELTA DENTAL AZ CHARITABLE FOUNDATION - ANNUAL CONTRIBUTION BASED ON BOARD DIRECTIVE TO PROMOTE ORAL HEALTH

JOHN C. LINCOLN FOUNDATION - GRANT TO PROMOTE ORAL HEALTH

ARIZONA DIAMONDBACKS FOUNDATION - GRANT TO PROMOTE ORAL HEALTH

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

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

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

PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

PART I, LINE 2

DELTA DENTAL AZ CHARITABLE FOUNDATION IS A RELATED, CONTROLLED ENTITY OF DELTA DENTAL WITH SHARED MANAGEMENT. AS SUCH, DELTA DENTAL MANAGEMENT MONITORS THE ACTIVITIES OF THE FOUNDATION ON A DAILY BASIS. IN ADDITION, CERTAIN DELTA DENTAL BOARD MEMBERS ALSO SIT ON THE FOUNDATION BOARD AND RECEIVE REGULAR REPORTS ON THE FOUNDATION'S ACTIVITIES AND EXPENDITURES OF GRANT FUNDS.

OTHER DONATIONS ARE TO ESTABLISHED, WELL-RESPECTED, LOCAL PUBLIC

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

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

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

CHARITIES. AS A RESULT, ONGOING MONITORING OF GRANT FUNDS ARE NOT CONSIDERED NECESSARY.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number

86-0274899

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			
	[X] First-class or charter travel	[ ] Housing allowance or residence for personal use		
	[X] Travel for companions	[ ] Payments for business use of personal residence		
	[ ] Tax indemnification and gross-up payments	[ ] Health or social club dues or initiation fees		
	[X] Discretionary spending account	[ ] Personal services (e g., maid, chauffeur, chef)		
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	X	
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	X	
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			
	[X] Compensation committee	[X] Written employment contract		
	[X] Independent compensation consultant	[X] Compensation survey or study		
	[ ] Form 990 of other organizations	[X] Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	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 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	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

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
BERNARD GLOSSY	(i)	290,454.	50,866.		96,000.	13,500.	450,820.	
	(ii)							
STACEY BONN	(i)	157,068.	22,817.		71,000.	14,259.	265,144.	
	(ii)							
GARY FELDMAN	(i)	145,247.	18,966.		7,869.	18,933.	191,015.	
	(ii)							
MARK ANDERSON	(i)	145,911.	26,073.		17,500.	16,773.	206,257.	
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

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.

ADDITIONAL INFORMATION

PART I

LINE 1A

FIRST CLASS TRAVEL IS PROVIDED TO THE CEO FOR LENGTHY TRIPS. LIMITED TRAVEL FOR COMPANIONS IS PROVIDED TO BOARD DIRECTORS. A LIMITED DISCRETIONARY SPENDING ACCOUNT IS PROVIDED TO BOARD DIRECTORS FOR TRAVEL.

LINE 4

457F PLAN - BERNARD GLOSSY 60,000 AND STACEY BONN 40,000

LINE 5

COMPANY REVENUES ARE PART OF THE BONUS CRITERIA FOR EXECUTIVE LEVEL EMPLOYEES.

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.

LINE 6

OPERATING INCOME IS PART OF THE BONUS CRITERIA FOR EXECUTIVE LEVEL

EMPLOYEES

SCHEDULE J-2 (Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

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

OMB No 1545-0047

2008

Open to Public Inspection

Name of the Organization

ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer Identification number

86-0274899

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JAMES P DAVIS DDS DIRECTOR	1.	X						29,666.		667.
SAM POST TREASURER	3.	X		X				38,241.		2,102.
LEROY M GAINTNER CPA DIRECTOR	1.	X						30,199.		
MICHAEL J RADCLIFFE DDS DIRECTOR	1.	X						31,000.		
WESLEY A HARPER DDS VICE CHAIRMAN	3.	X		X				40,255.		
OKSANA KOMARNYCKYJ JD MBA DIRECTOR	1.	X						32,202.		2,102.
ROBERT G GRIEGO DDS CHAIRMAN	3.	X		X				41,955.		
TENA DISCHLER DIRECTOR	1.	X						30,578.		
PHILIP C MOOBERRY DDS DIRECTOR	3.	X						33,833.		
ROY G DANIELS DDS SECRETARY	3.	X		X				31,692.		
RICHARD SNOW DDS DIRECTOR	3.	X						35,372.		
TIMOTHY STEPHENSON DIRECTOR	3.	X						34,597.		1,172.
MICHAEL WARREN DIRECTOR	1.	X						30,292.		
BERNARD GLOSSY PRESIDENT & CEO	40.			X				341,320.		109,500.
STACEY BONN SENIOR VICE PRESIDENT	40.			X				179,885.		85,259.
GARY FELDMAN VICE PRESIDENT	40.			X				164,213.		26,802.
MARK ANDERSON CFO/VICE PRESIDENT	40.			X				171,984.		34,273.
JAY KOLKER DIRECTOR OF IT	40.					X		115,119.		27,447.
CRAIG LIVESAY DIRECTOR OF UNDERWRITING	40.					X		101,770.		29,937.

SCHEDULE L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No 1545-0047

2008

Open To Public Inspection

Name of the organization

ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number

86-0274899

Part I Excess Benefit Transacations (section 501(c)(3) and section 501(c)(4) organizations only)

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a or 25b, or Form 990-EZ, Part V, line 40b

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

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

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

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

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

Part III Grants or Assistance Benefitting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27

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

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	(e) No
WESLEY HARPER	DIRECTOR	153,470.	CONTRACTED PROVIDER PAYMENTS		X
MICHAEL RADCLIFFE	DIRECTOR	105,242.	CONTRACTED PROVIDER PAYMENTS		X
MICHAEL WARREN	DIRECTOR	126,823.	CONTRACTED PROVIDER PAYMENTS		X
PHIL MOOBERRY	DIRECTOR	140,961.	CONTRACTED PROVIDER PAYMENTS		X

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number

86-0274899

FORM 990 PART III

OTHER PROGRAM SERVICES

LINE 4D

OTHER PROGRAM SERVICES:

COMMUNITY SUPPORT & CHARITABLE GRANTS SUPPORTING ORAL HEALTH

EXPENSES: $468,347

GRANTS : 468,347

Name of the organization: ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number: 86-0274899

FORM 990 PART IV

CHECKLIST OF REQUIRED SCHEDULES

LINE 12

THIS ORGANIZATION DID NOT RECEIVE STAND ALONE AUDITED FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH GAAP. HOWEVER, THE ORGANIZATION RECEIVED COMBINED AUDITED FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH GAAP THAT INCLUDED THIS ORGANIZATION AND ITS RELATED ORGANIZATIONS.

Name of the organization: ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number: 86-0274899

FORM 990 PART VI

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

LINE 6

DELTA DENTAL OF ARIZONA HAS MEMBERS. ANY ETHICAL DENTIST DULY LICENSED UNDER THE LAWS OF THE STATE OF ARIZONA IS ELEGIBLE FOR MEMBERSHIP UPON SIGNING THE PARTICIPATING DENTIST AGREEMENT AND ACCEPTANCE BY THE BOARD OF DIRECTORS. MEMBERS OF THE ORGANIZATION HAVE NO OWNERSHIP IN DELTA DENTAL OF ARIZONA.

LINE 7A

MEMBERS OF THE ORGANIZATION ARE THE ONLY CONSTITUENCY WITH THE AUTHORITY TO ELECT DELTA DENTAL'S GOVERNING BODY. NO OTHER GROUP OR PERSON CAN VOTE FOR THOSE WHO SERVE ON THE ORGANIZATION'S GOVERNING BODY.

LINE 7B

DECISIONS OF THE GOVERNING BODY ARE NOT SUBJECT TO APPROVAL BY MEMBERS OR OTHER PERSONS. CHANGES TO THE ORGANIZATION'S BYLAWS AND ARTICLES OF INCORPORATION ARE POWERS RESERVED TO THE ORGANIZATION'S MEMBERS. FURTHER, BY STATUTE, THE ARIZONA DEPARTMENT OF INSURANCE MUST APPROVE CHANGES TO THE ARTICLES AND BYLAWS OF THE COMPANY.

LINE 10

THE ORGANIZATION HAS A PROCESS FOR THE GOVERNING BODY TO RECEIVE AND

Name of the organization: ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number: 86-0274899

REVIEW THE 990 BEFORE IT IS FILED. THAT PROCESS INCLUDES THE FOLLOWING STEPS:

1. MANAGEMENT'S ENGAGEMENT OF OUTSIDE PROFESSIONAL SERVICES TO PREPARE AND DRAFT THE FORM 990

2. MANAGEMENT'S REVIEW OF THE DRAFT FORM 990 TO CHECK FOR ACCURACY

3. THE REVIEW OF THE DRAFT FORM 990 BY THE COMPANY'S AUDIT AND FINANCE COMMITTEE

4. THE SUBMISSION OF THE PROPOSED FINAL DRAFT OF THE FORM 990 TO THE BOARD OF DIRECTORS BEFORE FILING THE DOCUMENT WITH THE IRS

LINE 12C

THE ORGANIZATION HAS A POLICY IN PLACE TO MONITOR AND ENFORCE COMPLIANCE WITH ITS CONFLICT OF INTEREST POLICY. EACH YEAR, AND AT THE ELECTION OF NEW MEMBERS TO THE GOVERNING BOARD, AND UPON HIRE, EMPLOYEES AND NEW OFFICERS OR DIRECTORS ARE REQUIRED TO EXECUTE THE CONFLICT OF INTEREST POLICY. THE ORGANIZATION HAS PROCEDURES IN PLACE TO REMIND EMPLOYEES AND OFFICERS/DIRECTORS OF THE COMPANY OF THE POLICY AND OF THE NEED TO BE ATTENTIVE TO THE POSSIBILITY OF NEWLY CREATED CONFLICTS OF INTEREST. FURTHER, IN CONNECTION WITH THE ORGANIZATION'S DUE DILIGENCE ASSOCIATED WITH THE PREPARATION OF FILING OF THE FORM 990, A SEPARATE PROCESS IS USED TO OBTAIN INFORMATION FROM DIRECTORS AND EMPLOYEES TO ENABLE THE ORGANIZATION TO ASSESS THE EXISTENCE OF TRANSACTIONS OR RELATIONSHIPS THAT SHOULD BE DISCLOSED BY THE ORGANIZATION.

LINE 15A & 15B

Name of the organization	Employer identification number
ARIZONA DENTAL INSURANCE SERVICE, INC.	86-0274899

THE ORGANIZATION HAS A PROCESS IN PLACE FOR INDEPENDENT CONSULTANTS TO REVIEW AND REPORT ON COMPENSATION OF THE CEO, OFFICERS, KEY EMPLOYEES AND BOARD MEMBER COMPENSATION WITH FINAL REVIEW AND APPROVAL BY THE BOARD OF DIRECTORS. THIS INCLUDES REVIEW OF COMPARABILITY DATA AND OBTAINING THE INDEPENDENT CONSULTANT'S OPINION OF THE REASONABLENESS OF COMPENSATION DECISIONS MADE BY THE ORGANIZATION. INDEPENDENT CONSULTANT REVIEWS ARE PERFORMED FOR EXECUTIVE STAFF AND BOARD COMPENSATION EVERY TWO YEARS. REVIEWS WERE LAST PERFORMED IN 2007.

LINE 19

UNDER ARIZONA LAW, THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC. THE ORGANIZATION DOES NOT MAKE ITS CONFLICT OF INTERESTS STATEMENT AVAILABLE TO ITS MEMBERS OR TO THE PUBLIC. MEMBERS OF THE PUBLIC MAY OBTAIN COPIES OF THE ARTICLES OF INCORPORATION FROM THE ARIZONA CORPORATION COMMISSION. MEMBERS OF THE PUBLIC ALSO MAY OBTAIN COPIES OF DELTA DENTAL'S STATUTORY FINANCIAL STATEMENTS FROM THE ARIZONA DEPARTMENT OF INSURANCE AND FROM THE NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

▶ See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

ARIZONA DENTAL INSURANCE SERVICE, INC.

Employer identification number

86-0274899

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
AZ DENTAL INSURANCE SERVICE HOLDINGS LLC 5656 WEST TALAVI BLVD GLENDALE, AZ 85306	HOLDING CO	AZ	NONE	1,557,824.	N/A

Part II 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
DELTA DENTAL AZ CHARITABLE FOUNDATION 86-0842694 5656 W TALAVI BLVD GLENDALE, AZ 85306	ORAL HEALTH	AZ	501(C)(3)	PF	N/A

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations? Yes	(H) No	(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner? Yes	(J) No

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

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
ASCENT BENEFITS COMPANY, INC 20-5187203 5656 WEST TALAVI BLVD GLENDALE, AZ 85306	INSURANCE	AZ	AZ DEN INS HOLD	L CORP	115,368.	827,655.	50.0000
CANYON INSURANCE SERVICES 41-2139223 5656 WEST TALAVI BLVD GLENDALE, AZ 85306	INSURANCE	AZ	AZ DENTAL	L CORP	263,956.	506,177.	100.0000
SOUTHWEST BENEFIT ADMINISTRATORS, LLC 68-0586699 5656 WEST TALAVI BLVD GLENDALE, AZ 85306	ADMINISTRATION	AZ	AZ DENTAL	C CORP	5,484,948.	263,128.	100.0000

Part V Transactions With Related Organizations

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III, or IV.			
1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	1a		X
b Gift, grant, or capital contribution to other organization(s)	1b	X	
c Gift, grant, or capital contribution from other organization(s)	1c		X
d Loans or loan guarantees to or for other organization(s)	1d	X	
e Loans or loan guarantees by other organization(s)	1e		X
f Sale of assets to other organization(s)	1f		X
g Purchase of assets from other organization(s)	1g		X
h Exchange of assets	1h		X
i Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	X	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	X	
m Sharing of facilities, equipment, mailing lists, or other assets	1m	X	
n Sharing of paid employees	1n	X	
o Reimbursement paid to other organization for expenses	1o		X
p Reimbursement paid by other organization for expenses	1p		X
q Other transfer of cash or property to other organization(s)	1q		X
r Other transfer of cash or property from other organization(s)	1r		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(s)	(B) Transaction type (a–r)	(C) Amount involved
(1) SOUTHWEST BENEFIT ADMINISTRATORS, LLC	K	5,450,098.
(2) SOUTHWEST BENEFIT ADMINISTRATORS, LLC	L	5,470,634.
(3) CANYON INSURANCE SERVICES	L	102,349.
(4)		
(5)		
(6)		

Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See Instructions regarding exclusion for certain investment partnerships.

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of-year assets	(F) Disproportionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print	Name of Exempt Organization		Employer identification number
File by the extended due date for filing the return See instructions	ARIZONA DENTAL INSURANCE SERVICE, INC.		86-0274899
	Number, street, and room or suite no If a P O box, see instructions.		For IRS use only
	5656 WEST TALAVI BLVD		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	GLENDALE, AZ 85306		

Check type of return to be filed (File a separate application for each return).

[X]	Form 990	[ ]	Form 990-PF	[ ]	Form 1041-A	[ ]	Form 6069
[ ]	Form 990-BL	[ ]	Form 990-T (sec 401(a) or 408(a) trust)	[ ]	Form 4720	[ ]	Form 8870
[ ]	Form 990-EZ	[ ]	Form 990-T (trust other than above)	[ ]	Form 5227		

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE ORGANIZATION
  Telephone No ▶ 602 938-3131 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . . . ▶ [ ]. If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/16/2009

5 For calendar year 2008 , or other tax year beginning _____ and ending _____

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED IN ORDER TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ _____ Title ▶ _____ Date ▶ 8/14/2009

CBIZ MHM, LLC
3101 N. CENTRAL AVE., STE 300
PHOENIX, AZ 85012

Form **8868**
(Rev. April 2008)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print

File by the due date for filing your return See instructions.

Name of Exempt Organization	Employer Identification number
ARIZONA DENTAL INSURANCE SERVICE, INC.	86-0274899

Number, street, and room or suite no If a P O box, see instructions.
5656 WEST TALAVI BLVD

City, town or post office, state, and ZIP code For a foreign address, see instructions.
GLENDALE, AZ 85306

Check type of return to be filed (file a separate application for each return):

[X]	Form 990	[ ]	Form 990-T (corporation)	[ ]	Form 4720
[ ]	Form 990-BL	[ ]	Form 990-T (sec. 401(a) or 408(a) trust)	[ ]	Form 5227
[ ]	Form 990-EZ	[ ]	Form 990-T (trust other than above)	[ ]	Form 6069
[ ]	Form 990-PF	[ ]	Form 1041-A	[ ]	Form 8870

- The books are in the care of ▶ THE ORGANIZATION

Telephone No. ▶ 602 938-3131 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/17 ,2009 ,to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2008 or
▶ [ ] tax year beginning _____ , _____ , and ending _____ , _____ .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 4-2008)