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Form 990  Department of the Treasury Internal Revenue Service	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) The organization may have to use a copy of this return to satisfy state reporting requirements	OMB No 1545-0047 2009 Open to Public Inspection
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A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009					
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization DECARE INTERNATIONAL		D Employer identification number 41-1852523	
		Doing Business As		E Telephone number (651) 406-5900	
		Number and street (or P O box if mail is not delivered to street address) Room/suite 3560 DELTA DENTAL DRIVE		G Gross receipts \$ 910,637,777	
		City or town, state or country, and ZIP + 4 EAGAN, MN 551223166			
		F Name and address of principal officer MICHAEL WALSH 3560 DELTA DENTAL DRIVE EAGAN, MN 551223166		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (4) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: ▶ www.decare.com					
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				L Year of formation 1997	M State of legal domicile MN

Part I	Summary
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Activities & Governance	1	Briefly describe the organization's mission or most significant activities DECARE INTERNATIONAL'S MISSION IS TO PROVIDE, MAINTAIN AND IMPROVE THE ORAL HEALTH OF THE PEOPLE IN THE COMMUNITIES WE SERVE		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a) 3 18		
	4	Number of independent voting members of the governing body (Part VI, line 1b) 4 0		
	5	Total number of employees (Part V, line 2a) 5 32		
	6	Total number of volunteers (estimate if necessary) 6 0		
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12 . . . 7a 3,412,182		
	b	Net unrelated business taxable income from Form 990-T, line 34 . . . 7b -607,095		
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	874,487,425	855,423,413
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,456,559	55,214,364
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	875,943,984	910,637,777
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		105,550
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	47,766,840	10,393,362
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 0		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	824,985,312	844,561,581
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	872,752,152	855,060,493
Net Assets or Fund Balances	19	Revenue less expenses Subtract line 18 from line 12	3,191,832	55,577,284
			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	284,324,643	333,461,749
	21	Total liabilities (Part X, line 26)	87,226,362	58,722,160
	22	Net assets or fund balances Subtract line 21 from line 20	197,098,281	274,739,589

Part II	Signature Block
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Sign Here	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			
	Signature of officer		Date	
	DAVID B MORSE PRESIDENT DDMN Type or print name and title			
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN ▶		Phone no ▶ (612) 573-8750
	Minneapolis, MN 55402			

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

1 Briefly describe the organization's mission

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 \$ 799,249,176 including grants of \$) (Revenue \$ 852,011,231)
	THE ORGANIZATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR THE PROMOTION OF SOCIAL WELFARE, THE NET EARNINGS OF WHICH ARE DEVOTED TO CHARITABLE, EDUCATION, AND RECREATIONAL PURPOSES, SPECIFICALLY, THE ORGANIZATION FULFILLS ITS SOCIAL WELFARE PURPOSE THROUGH ACTING AS THE PARENT COMPANY OF DELTA DENTAL OF MINNESOTA AND RELATED AFFILIATES

[illegible][illegible]

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

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)? <i>If "Yes," complete Schedule A</i>	1	No
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4	
5	Section 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? <i>If "Yes," complete Schedule C, Part III</i>	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 	8	No
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? <i>If "Yes," complete Schedule D, Part IV</i> 	9	No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	10	No
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.</i> 	11	Yes
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> 	12	No
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No
	<i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i> 	12A	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
14b	b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>	14b	No
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 U S ? <i>If "Yes," complete Schedule F, Part II</i>	15	No
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 U S ? <i>If "Yes," complete Schedule F, Part III</i>	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20	No

Part IV

Checklist of Required Schedules (continued)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	51	
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	32	
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 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	Yes
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	Yes
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	No
b If "Yes," enter the name of the foreign country: <input type="text"/> 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	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b	No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?			6a	No
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 receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a	No
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	No
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 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body	1a	18	
b	Enter the number of voting members that are independent	1b	0	
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		No
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		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

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

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
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?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes	
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
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	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
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	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line a or b, 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		No
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 ▶
18	Section 6104 requires an organization to make its Form 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. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ DANI V FJELSTAD 3560 DELTA DENTAL DRIVE EAGAN, MN 55122 (651) 406-5900

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

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

Form **990** (2009)

1b	Total	5,077,977	861,874	595,812
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2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization19

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

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
WELLS FARGO RETIREMENT PLAN SERVICES PO BOX 173764 DENVER, CO 802173764	ADMIN OF EMPLOYEE RETIRMENT SERVICES	324,426
PRICEWATERHOUSE COOPERS PO BOX 75647 CHICAGO, IL 606755647	TAX CONSULTING	111,448

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization2

Part VIII

Statement of Revenue

				(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	SUBSCRIPTION REVENUE	541,900	832,490,242	831,880,224	610,018		
	b	ADMINISTRATION SERVICE	561,000	22,942,192	20,140,028	2,802,164		
	c	other revenue	541,900	-9,021	-9,021			
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		855,423,413				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		495,655			495,655	
	4	Income from investment of tax-exempt bond proceeds . . .						
	5	Royalties						
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	(i) Securities		(ii) Other				
				54,718,709				
				54,718,709				
	d	Net gain or (loss)		54,718,709			54,718,709	
	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 . . .						
	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 . . .							
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 . . .							
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See Instructions			910,637,777	852,011,231	3,412,182	55,214,364	

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	105,550	105,550		
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	4,318,505	4,016,210	302,295	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	2,510,670	2,334,923	175,747	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	286,208	266,173	20,035	
9	Other employee benefits	2,539,110	2,361,372	177,738	
10	Payroll taxes	738,869	687,148	51,721	
11	Fees for services (non-employees)				
a	Management	53,003,522		53,003,522	
b	Legal				
c	Accounting	158,714		158,714	
d	Lobbying	340,804		340,804	
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	179,971	179,971		
12	Advertising and promotion	62,253		62,253	
13	Office expenses				
14	Information technology	175,222		175,222	
15	Royalties				
16	Occupancy	587,039	587,039		
17	Travel	111,312		111,312	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	62,169	62,169		
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,195,788	855,927	339,861	
23	Insurance	33,669		33,669	
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	CLAIMS EXPENSE	782,533,147	782,533,147		
b	MISCELLANEOUS EXPENSES	3,506,953	3,506,953		
c	DATA PROCESSING	3,265,412	3,265,412		
d	POSTAGE	1,003,469	1,003,469		
e	DUES AND SUBSCRIPTIONS	525,394		525,394	
f	All other expenses	-2,183,257	-2,516,287	333,030	
25	Total functional expenses. Add lines 1 through 24f	855,060,493	799,249,176	55,811,317	0
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing				1	
	2	Savings and temporary cash investments			39,252,751	2	18,062,940
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			57,388,580	4	84,435,869
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges				9	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a		9,335,709	10c	
	b	Less accumulated depreciation	10b				
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11			161,215,887	12	228,536,797
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			17,131,716	15	2,426,143
16	Total assets. Add lines 1 through 15 (must equal line 34)			284,324,643	16	333,461,749	
Liabilities	17	Accounts payable and accrued expenses			59,276,145	17	39,914,473
	18	Grants payable				18	
	19	Deferred revenue			695,056	19	1,267,839
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D			27,255,161	25	17,539,848
	26	Total liabilities. Add lines 17 through 25			87,226,362	26	58,722,160
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets				27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund			0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds			197,098,281	32	274,739,589
	33	Total net assets or fund balances			197,098,281	33	274,739,589
	34	Total liabilities and net assets/fund balances			284,324,643	34	333,461,749

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . .		No
b Were the organization's financial statements audited by an independent accountant?	Yes	
c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .		

Additional Data

Software ID:

Software Version:

EIN: 41-1852523

Name: DECARE INTERNATIONAL

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(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			
JOHN SOMrock CHAIRMAN	1 00	X		X				51,875	8,340	0
MICHAEL HOWE VICE CHAIRMAN	1 00	X		X				35,775	1,380	0
BETTY BEDNARCZYK SECRETARY	1 00	X		X				14,000	0	0
DOUGLAS ALGER SECRETARY	1 00	X		X				32,525	6,500	0
RODNEY Young TREasurer	1 00	X		X				29,800	1,124	0
DAVID B MORSE DIRECTOR/PRESIDENT DELTA	50 00	X		X				0	829,185	35,624
MICHAEL F Walsh PRESIDENT/CEO	50 00	X		X				1,640,747	0	139,514
RHONDA ALTOM Director	1 00	X						27,600	0	0
JOHN ANDERSON director	1 00	X						24,050	0	0
JOHN BLUFORD director	1 00	X						24,675	1,549	0
FOSTEN BOYLE Director	1 00	X						13,600	7,194	0
BERNARD BROMMER Director	1 00	X						33,000	650	0
JOHN HANSON Director	1 00	X						23,150	2,090	0
JODI HARPSTEAD Director	1 00	X						18,500	0	0
VANCE OPPERMAN DIREctor	1 00	X						11,650	2,312	452
JAMES PETERS DIREctor	1 00	X						26,300	650	0
RICHARD PHILSTROM Director	1 00	X						28,900	900	0
JAMES SWANSTROM Director	1 00	X						24,350	0	0
DANI V Fjelstad EVP Finance & CFO	50 00			X				579,822	0	22,616
NORM Storbakken EVP OPerations & IT	50 00				X			521,727	0	267,281
MARK MOksnes EVP SALES & Marketing	50 00				X			393,964	0	19,956
NANcy McMorran SVP PROfessional Service	50 00				X			299,439	0	13,689
MARY Stacke SVP Human Resources & Fa	50 00					X		330,102	0	9,855
GARY Ballman SVP Marketing	50 00					X		273,154	0	13,338
CHRis Earl VP SALES	50 00					X		298,288	0	36,535

(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			
JOSEPH P LALLY VP STRATEGIC PLANNING	50 00					X		201,248	0	24,786
NORMA Porter VP FINANCE	50 00					X		119,736	0	12,166

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
CLAIMS EXPENSE	782,533,147	782,533,147		
MISCELLANEOUS EXPENSES	3,506,953	3,506,953		
DATA PROCESSING	3,265,412	3,265,412		
POSTAGE	1,003,469	1,003,469		
DUES AND SUBSCRIPTIONS	525,394		525,394	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
DECARE INTERNATIONAL

Employer identification number
41-1852523

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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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 for any other purpose conferring impermissible private benefit <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

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
2a	
2b	
2c	
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, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

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

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization’s financial statements that describes the organization’s accounting for conservation easements

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

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1▶ \$ _____

(ii) Assets included in Form 990, Part X▶ \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1▶ \$ _____

b

Assets included in Form 990, Part X▶ \$ _____

Part III

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

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
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 the 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

(i) unrelated organizations

(ii) related organizations

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
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) Accumulated depreciation	(d) Book value
1a	Land			
b	Buildings			
c	Leasehold improvements			
d	Equipment			
e	Other			
Total.	Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶			0

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	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This 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. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
Part X	Description of Uncertain Tax Positions Under FIN 48	THE COMPANY HAS REVIEWED ITS TAX POSITIONS FOR ALL OPEN TAX YEARS AND HAS CONCLUDED THAT THE ADOPTION OF FIN48 DID NOT HAVE AN IMPACT ON THEIR CONSOLIDATED FINANCIAL STATEMENT PRESENTATION

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
DECARE INTERNATIONAL

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

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

OMB No 1545-0047

2009

Open to Public
Inspection

Employer identification number
41-1852523

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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
CHILDREN'S DENTAL SERVICE636 Broadway St NE MINNEAPOLIS, MN 55413	410857929	501(C)(3)	105,550				FUNDING TO SUPPORT PROGRAMS OF CHILDREN'S DENTAL SERVICE

2

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

1

3

Enter total number of other organizations

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2009

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
DECARE INTERNATIONAL

Employer identification number
41-1852523

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		
	<div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input checked="" type="checkbox"/> Housing allowance or residence for personal use</div></div> <div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div></div> <div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div></div> <div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
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	Yes
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		
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Written employment contract</div></div> <div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Compensation survey or study</div></div> <div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	Yes
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	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 only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	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	Yes
b	Any related organization?	6b	Yes
	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	No
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	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
DAVID B MORSE	(i)	0	0	0	0	0	0	0
	(ii)	263,681	71,685	493,819	23,246	12,378	864,809	0
MICHAEL F Walsh	(i)	198,004	1,436,694	6,049	135,836	3,678	1,780,261	3,674,199
	(ii)	0	0	0	0	0	0	0
DANI V Fjelstad	(i)	96,408	480,679	2,735	19,240	3,376	602,438	955,982
	(ii)	0	0	0	0	0	0	0
NORM Storbakken	(i)	78,289	409,436	34,002	261,407	5,874	789,008	1,451,722
	(ii)	0	0	0	0	0	0	0
MARK MOksnes	(i)	67,028	330,295	-3,359	16,811	3,145	413,920	717,500
	(ii)	0	0	0	0	0	0	0
NANcy McMorran	(i)	53,489	245,460	490	10,242	3,447	313,128	523,000
	(ii)	0	0	0	0	0	0	0
MARY Stacke	(i)	59,237	271,074	-209	7,959	1,896	339,957	553,125
	(ii)	0	0	0	0	0	0	0
GARY Ballman	(i)	48,948	224,620	-414	10,121	3,217	286,492	464,467
	(ii)	0	0	0	0	0	0	0
CHRIs Earl	(i)	180,476	117,226	586	22,587	13,948	334,823	356,636
	(ii)	0	0	0	0	0	0	0
JOSEPH P LALLY	(i)	131,398	70,786	-936	18,013	6,773	226,034	0
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(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.

Identifier	Return Reference	Explanation
	Part I, Line 1a	First Class travel occurred on limited occasions during 2009 for company business. Norm Storbakken had a housing allowance, as his primary residence is in Texas. All travel and entertainment expenses are reviewed by the outside auditors in accordance with the corporate travel & entertainment policy. The results of their review is reported directly to the audit committee of the board of directors.
	Part I, Line 4a	Dave Morse, President of DDMN received a CIC payment of \$522,277 from DeCare Dental which was reimbursed by DeCare International. THE SUPPLEMENTAL RETIREMENT PLANS WERE TERMINATED AS OF 4/8/2009 IN CONJUNCTION WITH THE SALE OF DECARE DENTAL, LLC BY DECARE INTERNATIONAL.
	Part I, Line 6	SHORT-TERM AND LONG-TERM INCENTIVE PAYMENTS ARE PAID ONLY UPON ACHIEVEMENT OF SPECIFIC COMPANY OPERATING (TARGETED NET GAIN AND MEMBERSHIP GROWTH), SERVICE (MEMBER SATISFACTION), AND STRATEGIC OBJECTIVES AS APPROVED BY THE BOARD OF DIRECTORS.
Supplemental Information	Part III	NOTE: OFFICER COMPENSATION WAS PAID BY DECARE DENTAL, LLC, A WHOLLY-OWNED SUBSIDIARY OF DECARE INTERNATIONAL, UP THROUGH THE DATE OF THE SALE OF DECARE DENTAL, LLC ON 4/9/2009. SUBSEQUENT TO THAT DATE, OFFICER COMPENSATION AND REMAINING EMPLOYEE COMPENSATION WAS PAID BY DECARE INTERNATIONAL.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization
DECARE INTERNATIONAL

Employer identification number

41-1852523

Identifier	Return Reference	Explanation
Form 990, Part VI, Section B, line 11		Tax Form 990 was prepared, review ed and filed by RSM McGladrey, the external auditors of DeCare International The company provided all information to RSM McGladrey, including officer and director compensation disclosures Company management also review ed the return The company has engaged outside legal expertise from time to time in prior years to validate full disclosure as part of its preparation process A copy of the return was provided to the Chairman of the Board and the Chairman of the Board's Personnel and Compensation Committee The Personal and Compensation Committee review s and discusses the return, and presents its review to the full Board of Directors
Form 990, Part VI, Section B, line 12c		ON AN ANNUAL BASIS ALL MANAGEMENT PERSONNEL MUST COMPLETE AND SIGN A CONFLICT OF INTEREST POLICY WHICH ARE SUBMITTED TO THE CHAIRMAN OF THE AUDIT COMMITTEE FOR REVIEW AND DISCUSSION AT A MEETING OF THE FULL AUDIT COMMITTEE
Form 990, Part VI, Section B, line 15		The DeCare International Board of Directors Oversight Committee authorizes the Personnel and Compensation Subcommittee of the Oversight Committee to establish the executive total compensation policy for the President and key senior executives These activities include approving the design for the components of a total compensation package that includes base salary, incentive, benefits, and perquisites, after review ing thoroughly researched and documented studies conducted by an external consultant AN INDEPENDENT COMPENSATION CONSULTING FIRM is the external consultant that is used for the executive compensation study The external consultant presents her findings to the Personnel and Compensation Subcommittee The survey data used for the report is grouped by industry, i e the four comparators of Health Insurance, Not For Profit, Delta Dental Plans and Government After considerable discussion, a motion is made, seconded and unanimously approval of the compensation strategy is completed
Form 990, Part VI, Section C, line 19		GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES AND GAAP BASIS FINANCIALS ARE AVAILABLE UPON REQUEST

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Dispropportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
HEALTH VENTURES NETWORK 3650 delta dental drive EagAN, MN551223166 41-1539439	VISION COVERAGE	MN	N/A	C	27,674	828,211	

Part V

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

Note. Complete line 1 if any entity is listed in Parts II, III or IV		Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to other organization(s)	1b		No
c Gift, grant, or capital contribution from other organization(s)	1c		No
d Loans or loan guarantees to or for other organization(s)	1d		No
e Loans or loan guarantees by other organization(s)	1e		No
f Sale of assets to other organization(s)	1f		No
g Purchase of assets from other organization(s)	1g		No
h Exchange of assets	1h		No
i Lease of facilities, equipment, or other assets to other organization(s)	1i		No
j Lease of facilities, equipment, or other assets from other organization(s)	1j	Yes	
k Performance of services or membership or fundraising solicitations for other organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by other organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets	1m		No
n Sharing of paid employees	1n		No
o Reimbursement paid to other organization for expenses	1o		No
p Reimbursement paid by other organization for expenses	1p		No
q Other transfer of cash or property to other organization(s)	1q		No
r Other transfer of cash or property from other organization(s)	1r		No

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

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)	DELTA DENTAL OF MINNESOTA	J	590,219
(1)	See Additional Data Table		
(2)			
(3)			
(4)			
(5)			
(6)			

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)	(b)	(c)	(d)		(e)	(f)		(g)	(h)	
Name, address, and EIN of entity	Primary activity	Legal domicile (state or foreign country)	Are all partners section 501(c)(3) organizations?		Share of end-of-year assets	Disproportionate allocations?		Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	General or managing partner?	
			Yes	No		Yes	No		Yes	No

TY 2009 Category 3 filer statement**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0	N/A	DECARE INTERNATIONAL	3560 DELTA DENTAL DRIVE EAGAN, MN 55123166	41-1852523	0

TY 2009 Category 3 filer statement

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0	N/A	DECARE INTERNATIONAL	3560 DELTA DENTAL DRIVE EAGAN, MN 55123166	41-1852523	0

TY 2009 Category 3 filer statement**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Amount Of Indebtedness	Type Of Indebtedness	Name	Address	Identifying Number	Number Of Shares
0	N/A	DECARE INTERNATIONAL	3560 DELTA DENTAL DRIVE EAGAN, MN 55123166	41-1852523	0

TY 2009 Earnings and Profits Other Adjustments Statement

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Amount
DEFERRED REVENUE-BEG BALANCE	-217,652
TAXES	-6,853
DEFERRED REVENUE-ENDING BALANCE	198,232
BAD DEBT RESERVE - BEGINNING BAL	-30,101

TY 2009 Earnings and Profits Other Adjustments Statement

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Amount
dEFERRED REVENUE-ENDING BALANCE	-10,583
TAXES	-3,636
dEFERRED REVENUE-BEG, BALANCE	12,701

TY 2009 Earnings and Profits Other Adjustments Statement

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Amount
UNEARNED PREMIUMS 832(b)(4)	755,783
LOSS RESRV ADJ SEC 846 DISCOUNT	2,033
TAXES	-13,813

TY 2009 Earnings and Profits Other Adjustments Statement

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Amount
DEFERRED BAD DEBT RESERVE - END	28,583
UNREALIZED LOSS ON DERIVATIVES	280,193

TY 2009 Itemized Other Current Liabilities Schedule**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
DECARE SYSTEMS IRELAND LTD		ACCRUED EXPENSES	360,042	346,097
		DEFERRED INCOME	0	14,348

TY 2009 Itemized Other Current Liabilities Schedule**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
DECARE OPERATIONS IRELAND LTD		ACCRUED EXPENSES	61,049	138,173
		INCOME TAX PAYABLE	0	-100,388
		DEFERRED INCOME	22,973	14,101

TY 2009 Itemized Other Current Liabilities Schedule**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
DECARE DENTAL INSURANCE IRELAND LIMITED		CLAIMS RESERVE		2,831,435
		OTHER CURRENT LIABILITIES	62,736	1,984,539
		DEFERRED REVENUE		5,116,134
		INCOME TAX PAYABLE	725	0

**TY 2009 Itemized Other Current Assets
Schedule****Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
DECARE SYSTEMS IRELAND LTD		GRANT RECEIVABLE	5,639	-42,888
		OTHER CURRENT ASSETS	0	313,134
		PREPAID EXPENSES	497,371	130,695

**TY 2009 Itemized Other Current Assets
Schedule****Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
DECARE OPERATIONS IRELAND LTD		GRANT RECEIVABLE	-17,902	-16,921
		VAT RECEIVABLE	0	34,898
		OTHER CURRENT ASSETS	20,139	27,833

TY 2009 Itemized Other Current Assets
Schedule

Name: DECARE INTERNATIONAL
EIN: 41-1852523

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
DECARE DENTAL INSURANCE IRELAND LIMITED		HELD TO MATURITY ST INVESTMENTS	6,524,596	7,302,465
		OTHER CURRENT ASSETS	22,943	111,568

**TY 2009 Itemized Other Current Assets
Schedule**

Name: DECARE INTERNATIONAL
EIN: 41-1852523

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
		INTERCOMPANY RECEIVABLE	0	1,359,043

TY 2009 Other Deductions Schedule

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
OTHER S, G & A	401,162	518,503

TY 2009 Other Deductions Schedule

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
ADMINISTRATIVE FEES	27,574	35,639
CONSULTING	66,318	85,716
OTHER S, G & A	146,032	188,748

TY 2009 Other Deductions Schedule**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
CONSULTING FEE	2,338	3,023
OTHER S, G & A	84,083	108,677

TY 2009 Itemized Other Liabilities Schedule

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
DECARE SYSTEMS IRELAND LTD		LONG TERM DEFERRED GRANT REVENUE	306,767	249,785

TY 2009 Itemized Other Liabilities Schedule

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
DECARE DENTAL INSURANCE IRELAND LIMITED		OTHER LONG TERM LIABILITIES	2,904,742	0

TY 2009 Other Income Statement**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Description	Foreign Amount	Amount
FOREIGN CURRENCY TRANSLATION LOSS	-15,450	-19,969
GRANT INCOME	-6,040	-7,807

TY 2009 Other Income Statement

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Foreign Amount	Amount
GAIN SHARING	-388,366	-501,963

TY 2009 Other Income Statement

Name: DECARE INTERNATIONAL

EIN: 41-1852523

Description	Foreign Amount	Amount
GRANT INCOME	5,714	7,385

TY 2009 Other Income Statement**Name:** DECARE INTERNATIONAL**EIN:** 41-1852523

Description	Foreign Amount	Amount
REALIZED LOSS ON DERIVATIVES	-126,671	-163,722
UNREALIZED LOSS ON DERIVATIVES	-280,193	-362,150