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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

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
ARIZONA DENTAL INSURANCE SERVICE INC

Doing Business As

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

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 $ 155,895,775

F Name and address of principal officer
ALLAN ALLFORD
5656 WEST TALAVI BLVD
GLENDALE, AZ 85306

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☐ 501(c)(3) ☑ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www deltadentalaz com

K Form of organization ☑ 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 net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	8
5	Total number of individuals employed in calendar year 2010 (Part V, line 2a)	**5**	77
6	Total number of volunteers (estimate if necessary)	**6**	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	0
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	

Revenue

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0	0
9	Program service revenue (Part VIII, line 2g)	156,529,219	149,030,558
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	202,196	78,796
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	70,831	3,327
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	156,802,246	149,112,681

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	713,104	638,285
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	5,886,042	5,712,049
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	146,902,526	137,300,786
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	153,501,672	143,651,120
19	Revenue less expenses Subtract line 18 from line 12	3,300,574	5,461,561

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	65,684,147	72,741,095
21	Total liabilities (Part X, line 26)	15,163,805	14,104,845
22	Net assets or fund balances Subtract line 21 from line 20	50,520,342	58,636,250

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

****** | 2011-11-04
Signature of officer | Date

MARK ANDERSON CFO/VICE PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed ▶☐	PTIN
Firm's name ▶ CBIZ MHM LLC				Firm's EIN ▶
Firm's address ▶ 3101 N Central Ave Ste 300 Phoenix, AZ 85012				Phone no ▶ (602) 264-6835

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

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III . . . . . ☑

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 $ 70,414,497 including grants of $) (Revenue $ 81,892,946)

UNDERWRITING GROUP DENTAL BENEFITS AND PROVIDING DENTAL CLAIMS PROCESSING SERVICES TO FULLY INSURED GROUPS

4b (Code) (Expenses $ 57,516,877 including grants of $) (Revenue $ 61,458,461)

PROVIDING DENTAL CLAIMS PROCESSING SERVICES TO SELF-INSURED GROUPS

4c (Code) (Expenses $ 5,595,633 including grants of $) (Revenue $)

claims processing services for related organizations

4d Other program services (Describe in Schedule O)

(Expenses $ 637,750 including grants of $ 637,750) (Revenue $)

4e **Total program service expenses** ▶ $ 134,164,757

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		No
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	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? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	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? *If "Yes," complete Schedule D, Part 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? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	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? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	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? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	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? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	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? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	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 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
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? *If "Yes," complete Schedule F, Parts I and IV*	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 ? *If "Yes," complete Schedule F, Parts II and IV*	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 ? *If "Yes," complete Schedule F, Parts III and IV*	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? *If "Yes," complete Schedule G, Part I (see instructions)*	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? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b		

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? *If "Yes," complete Schedule I, Parts I and II*	**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? *If "Yes," complete Schedule I, Parts I and III*	**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? *If "Yes," complete Schedule J*	**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? *If "Yes," answer lines 24b–24d and complete Schedule K. If "No," go to line 25*	**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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part 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? *If "Yes," complete Schedule L, Part II*	**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? *If "Yes," complete Schedule L, Part III*	**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? *If "Yes," complete Schedule L, Part IV*	**28a**	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
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**		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? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
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**	Yes	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	**35**	Yes	
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* ☑ **Yes** ☐ **No**			
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**		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

Check if Schedule O contains a response to any question in this Part V . . . . . .

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	9,429		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0		
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, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	77		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a			No
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			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for 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?	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			
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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	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			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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.

Check if Schedule O contains a response to any question in this Part VI . . . . . ☑

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 13		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 8		
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 governing documents since the prior Form 990 was filed?	4	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	5		No
6	Does the organization have members or stockholders?	6	Yes	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes	
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	Yes	
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	Yes	
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	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 15a or 15b, 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 ▶ AZ

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

☐ 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 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 ▶

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

Check if Schedule O contains a response to any question in this Part VII . . . . . .☐

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

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- 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 all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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 Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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 Additional Data Table										
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								2,022,040	0	348,629

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 8

			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*	**3**	Yes	
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*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		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
DELTA DENTAL OF WISCONSIN	ASP SERVICES	712,809
BLACK GOULD ASSOCIATES	BROKERAGE SERVICES	260,348
LEWIS AND ROCA LLP	LEGAL SERVICES	171,500
WILLIS CORROON CORPORATION OF ARIZO	BROKER	176,362
SUNS LEGACY PARTNERS LLC	ADVERTISING	146,855

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 6

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 . . . . . ▶		0			
Program Service Revenue		Business Code				
	2a DENTAL PREMIUMS	524114	81,892,262	81,892,262		
	b REVENUE FROM SELF -					
	c INSURED GROUPS	524114	61,458,461	61,458,461		
	d MANAGEMENT FEE -					
	e IRC512(B)(13)(E)	524292	5,679,835			5,679,835
	f All other program service revenue					
	g **Total.** Add lines 2a–2f . . . . . ▶		149,030,558			
	3 Investment income (including dividends, interest and other similar amounts) . . . . . ▶		614,981			614,981
	4 Income from investment of tax-exempt bond proceeds . . ▶		0			
	5 Royalties . . . . . ▶		0			
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) . . . . . ▶					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	6,246,909				
	b Less cost or other basis and sales expenses	6,783,094				
	c Gain or (loss)	-536,185				
	d Net gain or (loss) . . . . . ▶		-536,185			-536,185
Other Revenue	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . a					
	b Less direct expenses . . . b					
	c Net income or (loss) from fundraising events . . ▶		0			
	9a Gross income from gaming activities See Part IV, line 19 . a					
	b Less direct expenses . . . . . b					
	c Net income or (loss) from gaming activities . . . ▶		0			
	10a Gross sales of inventory, less returns and allowances . a					
	b Less cost of goods sold . . b					
	c Net income or (loss) from sales of inventory . . ▶		0			
	Miscellaneous Revenue	Business Code				
	11a OTHER INCOME	900099	2,643			2,643
	b UNDERWRITING GAINS	524114	684	684		
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d . . . . . ▶		3,327			
	12 **Total revenue.** See Instructions . . . ▶		149,112,681	143,351,407		5,761,274

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	638,285	638,285		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	1,148,753	536,328	612,425	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	3,666,209	0	3,666,209	0
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	4,844	0	4,844	0
9 Other employee benefits	585,681	0	585,681	0
10 Payroll taxes	306,562	0	306,562	0
a Fees for services (non-employees) Management	5,595,633	5,595,633	0	0
b Legal	212,053	0	212,053	0
c Accounting	73,000	0	73,000	0
d Lobbying	0			
e Professional fundraising services *See Part IV, line 17*	0			
f Investment management fees	102,248	102,248		
g Other	2,503,433	2,493,542	9,891	0
12 Advertising and promotion	1,083,369	0	1,083,369	0
13 Office expenses	69,131	0	69,131	0
14 Information technology	48,959	0	48,959	0
15 Royalties	0			
16 Occupancy	388,832	0	388,832	0
17 Travel	82,196	0	82,196	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	30,481	0	30,481	0
20 Interest	9,527	0	9,527	0
21 Payments to affiliates	191,818	0	191,818	0
22 Depreciation, depletion, and amortization	776,079	0	776,079	0
23 Insurance	65,276	0	65,276	0
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a PROFESSIONAL DENTAL SERVICES	66,528,248	66,528,248	0	0
b SERVICES TO SELF-INSURED GRPS	57,516,877	57,516,877	0	0
c PREMIUM TAX	563,104	563,104	0	0
d POSTAGE	410,045	190,492	219,553	0
e BOARD EXPENSES	548,893	0	548,893	0
f All other expenses	501,584		501,584	0
25 **Total functional expenses.** Add lines 1 through 24f	143,651,120	134,164,757	9,486,363	0
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) 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		21,629,357	2	26,710,702
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		11,986,473	4	11,674,018
	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)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		287,408	9	268,563
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 13,185,947			
	b	Less accumulated depreciation	10b 4,742,535	8,737,425	10c	8,443,412
	11	Investments—publicly traded securities		17,202,599	11	19,192,256
	12	Investments—other securities See Part IV, line 11		5,107,116	12	6,357,475
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		733,769	15	94,669
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		65,684,147	16	72,741,095
Liabilities	17	Accounts payable and accrued expenses		8,606,244	17	8,232,122
	18	Grants payable			18	
	19	Deferred revenue		823,818	19	1,252,706
	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		21,818	23	91,001
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities Complete Part X of Schedule D		5,711,925	25	4,529,016
	26	**Total liabilities.** Add lines 17 through 25		15,163,805	26	14,104,845
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		50,520,342	27	58,636,250
	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		50,520,342	33	58,636,250
	34	Total liabilities and net assets/fund balances		65,684,147	34	72,741,095

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	149,112,681
2	Total expenses (must equal Part IX, column (A), line 25)	2	143,651,120
3	Revenue less expenses Subtract line 2 from line 1	3	5,461,561
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	50,520,342
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,654,347
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	58,636,250

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . . ☐

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ 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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	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	2c	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 separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ 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?	3a		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 . .	3b		

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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

2010

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 for any other purpose conferring 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)
☐ 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
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, 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

		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 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

		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) Accumulated depreciation	(d) Book value
1a Land		1,530,763		1,530,763
b Buildings		6,594,137	519,064	6,075,073
c Leasehold improvements				
d Equipment		5,061,047	4,223,471	837,576
e Other				
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				8,443,412

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN SUB-SBA-COST	783,581	C
(B) INVESTMENT IN SUB-CIS-COST	555,000	C
(C) INVESTMENT IN SUB-ABC-EQUITY	1,551,725	C
(D) REAL ESTATE-FMV	1,351,410	F
(E) COMMODITIES-FMV	2,115,759	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	6,357,475	

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.)* . . . . . ▶	

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	0
UNCLAIMED PROPERTY LIABILITY	637,925
CUSTOMER DEPOSIT LIABILITY	884,989
CASH OVERDRAFT	3,006,102
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	4,529,016

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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	149,112,681
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	143,651,120
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	5,461,561
4	Net unrealized gains (losses) on investments	4	2,648,952
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-102,019
9	Total adjustments (net) Add lines 4 - 8	9	2,546,933
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	8,008,494

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	144,078,134
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	6,370,718		
e	Add lines **2a** through **2d**			2e	6,370,718
3	Subtract line **2e** from line **1**			3	137,707,416
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	102,248		
b	Other (Describe in Part XIV)	4b	11,303,017		
c	Add lines **4a** and **4b**			4c	11,405,265
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	149,112,681

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	138,699,317
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	6,483,114		
e	Add lines **2a** through **2d**			2e	6,483,114
3	Subtract line **2e** from line **1**			3	132,216,203
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	102,248		
b	Other (Describe in Part XIV)	4b	11,332,669		
c	Add lines **4a** and **4b**			4c	11,434,917
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	143,651,120

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
FIN 48 FOOTNOTE	PART X	The Organization 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
OTHER RECONCILIATING ITEMS	PART XI, LINE 8	AFFILIATE CHANGE IN NET ASSETS INCLUDED IN FINANCIAL STATEMENTS $ 102,019
OTHER REVENUE RECONCILIATING ITEMS	PART XII	LINE 2D AFFILIATE REVENUE INCLUDED IN FINANCIAL STATEMENTS $ 6,370,718 LINE 4B CONSOLIDATING ELIMINATIONS $ 11,323,142 DIVIDENDS & INTEREST 512,733 OTHER INCOME 3,327 LOSS ON SALE OF SECURITIES (536,185) ---------- TOTAL $ 11,303,017
OTHER EXPENSE RECONCILIATING ITEMS	PART XIII	LINE 2B AFFILIATE EXPENSES INCLUDED IN FINANCIAL STATEMENTS $ 6,483,114 LINE 4D CONSOLIDATING ELIMINATIONS $ 11,323,142 INTEREST EXPENSE 9,527 ---------- TOTAL 11,332,669

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

2010

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" 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. Part II can be duplicated if additional space is needed. . . . . ▶ ☐

1 (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
(1) DELTA DENTAL AZ CHARITABLE FOUNDATION5656 W TALAVI BLVD GLENDALE,AZ 85306	86-0842694	501(C)(3)	590,785				SEE PART IV
(2) ARIZONA DIAMONDBACKS FOUNDATION401 E JEFFERSON ST PHOENIX,AZ 85004	86-0901615	501(C)(3)	10,000				SEE PART IV
(3) AZ WOMEN'S COMMUNITY FOUNDATION 5921 E INDIAN BEND RD PARADISE VALLEY,AZ 85253	27-1895934	501(C)(3)	10,000				SEE PART IV
(4) JOHN C LINCOLN FOUNDATION9108 N THIRD STREET PHOENIX,AZ 85020	95-3320185	501(C)(3)	7,500				SEE PART IV
(5) DESERT SCHOOLS FED CREDIT UNION CHILDREN MIRACLEPO BOX 2945 PHOENIX,AZ 85062	86-0096740	501(C)(3)	6,000				SEE PART IV
(6) DEER VALLEY EDUCATION FOUNDATION 20402 N 15TH AVE PHOENIX,AZ 85027	74-2472475	501(C)(3)	6,000				SEE PART IV
(7) MARICOPA COUNTY CHARITABLE CAMPAIGN 2799 N CENTRAL AVE STE 700 PHOENIX,AZ 85004	86-0104419	501(C)(3)	8,000				SEE PART IV

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 8

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to 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.

Identifier	Return Reference	Explanation
PURPOSE OF GRANT	PART II COLUMN H	DELTA DENTAL AZ CHARITABLE FOUNDATION - ANNUAL CONTRIBUTION BASED ON BOARD DIRECTIVE TO PROMOTE ORAL HEALTH PHOENIX SUNS CHARITIES, INC $5,000 NO DISCLOSURE NECESSARY - GRANT TO PROMOTE ORAL HEALTH - ARIZONA DIAMONDBACKS FOUNDATION - GRANT TO PROMOTE ORAL HEALTH AZ WOMEN'S COMMUNITY FOUNDATION - GRANT TO PROMOTE ORAL HEALTH JOHN C LINCOLN FOUNDATION- GRANT TO PROMOTE ORAL HEALTH DESERT SCHOOLS FEDERAL CREDIT UNION CHILDREN MIRACLE- GRANT TO PROMOTE ORAL HEALTH DEER VALLEY EDUCATION FOUNDATION - GRANT TO PROMOTE ORAL HEALTH MARICOPA COUNTY CHARITABLE CAMPAIGN - GRANT TO PROMOTE ORAL HEALTH
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 charities As a result, ongoing monitoring of grant funds are not considered necessary

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

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 appropiate 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			
	☑ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☑ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision 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			
	☑ Compensation committee	☑ Written employment contract		
	☑ Independent compensation consultant	☑ Compensation survey or study		
	☐ Form 990 of other organizations	☑ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment from the organization or a related organization?	**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**	Yes	
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**		No
	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 accured 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 duplicate copies if additional space is needed.

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

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

(A) Name	**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							

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
ADDITIONAL INFORMATION	PART I	LINE 1A First class travel is provided to the CEO for lengthy trips A limited discretionary spending account is provided to board directors for travel LINE 4 Bernard Glossy 312,000 PAY OUT OF 457(F)NONQUALIFIED RETIREMENT PLAN MARK ANDERSON 75,846 INVESTMENT IN 457(F) NONQUALIFIED RETIREMENT PLAN GARY FELDMAN 179,092 INVESTMENT IN 457(F) NONQUALIFIED RETIREMENT PLAN LINE 5 Company revenues are part of the bonus criteria for executive level employees LINE 6 Operating income is part of the bonus criteria for executive level employees

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 86-0274899
Name: ARIZONA DENTAL INSURANCE SERVICE INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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 compensation				
BERNARD GLOSSY	(I)	141,935	48,973	312,000	0	0	502,908	312,000
	(II)	0					0	
JAMES P DAVIS DDS	(I)	29,825				534	30,359	
	(II)	0					0	
SAM POST	(I)	15,000				886	15,886	
	(II)	0					0	
LEROY M GAINTNER CPA	(I)	15,200				196	15,396	
	(II)	0					0	
MICHAEL J RADCLIFFE DDS	(I)	15,550				196	15,746	
	(II)	0					0	
OKSANA KOMARNYCKYJ JD MBA	(I)	13,600				690	14,290	
	(II)	0					0	
ROBERT G GRIEGO DDS	(I)	19,000				0	19,000	
	(II)	0					0	
TENA DISCHLER	(I)	13,800				0	13,800	
	(II)	0					0	
PHILIP C MOOBERRY DDS	(I)	15,600				196	15,796	
	(II)	0					0	
STACEY BONN	(I)	132,800	60,419	584	0	11,176	204,979	
	(II)	0					0	
GARY FELDMAN	(I)	153,134	61,355	311	179,092	14,458	408,350	
	(II)	0					0	
ROY G DANIELS DDS	(I)	14,600				0	14,600	
	(II)	0					0	
MARK ANDERSON	(I)	151,284	32,970	474	75,846	19,977	280,551	
	(II)	0					0	
RICHARD SNOW DDS	(I)	15,000				0	15,000	
	(II)	0					0	
TIMOTHY STEPHENSEN	(I)	14,400				391	14,791	
	(II)	0					0	
JAY KOLKER	(I)	118,374	33,309	370	0	15,707	167,760	
	(II)	0					0	
MICHAEL WARREN	(I)	11,400				196	11,596	
	(II)	0					0	

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
ARIZONA DENTAL INSURANCE SERVICE INC

Employer identification number
86-0274899

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

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	(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.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
See Additional Data Table					

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
Schedule L	Part IV column (c)	Payments were made to Black Gould, Inc for brokerage services Board member Donald Baker is a vice-president in the Black Gould, Inc organization

Additional Data

Software ID:
Software Version:
EIN: 86-0274899
Name: ARIZONA DENTAL INSURANCE SERVICE INC

Form 990, Schedule L, Part IV - Business Transactions Involving Interested Persons

(a) Name of interested person	**(b)** Relationship between interested person and the organization	**(c)** Amount of transaction $	**(d)** Description of transaction	**(e)** Sharing of organization's revenues?	
				Yes	**No**
Wesley Harper	Director	165,882	Contracted Provider Payments		No
Michael Radcliffe	FORMER Director	112,712	Contracted Provider Payments		No
Michael Warren	FORMER Director	122,437	Contracted Provider Payments		No
Phil Mooberry	FORMER Director	117,403	Contracted Provider Payments		No
JOYCE ROSENTHAL	DIRECTOR	103,335	Contracted Provider Payments		No
BRYAN SHANAHAN	DIRECTOR	242,238	Contracted Provider Payments		No
BRIAN WILSON	DIRECTOR	121,000	Contracted Provider Payments		No
DONALD BAKER	DIRECTOR	260,348	BROKERAGE SERVICES		No

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
ARIZONA DENTAL INSURANCE SERVICE INC

Employer identification number
86-0274899

Identifier	Return Reference	Explanation
FORM 990 PART III	OTHER PROGRAM SERVICES	LINE 4D OTHER PROGRAM SERVICES community support & charitable grants supporting oral health EXPENSES $637,750 GRANTS $637,750

Identifier	Return Reference	Explanation
FORM 990 PART VI	Governance, Management, and Disclosure	LINE 4 Explanation of Bylaw Changes Section 4 5 This new section establishes term limits for directors of three consecutive three-year terms for Directors After this period, a director must be off the board for at least a year before being eligible for re-appointment or re-election This change will apply to future election of directors and will not impact the continued service of current board members Section 4 8 This change clarifies the process historically followed by the board to fill vacancies arising due to any other than removal by the members Section 7 2 This change reduces the length of the term of office for officers from three years to one year This change restores language that had been in place before a bylaws amendment on April 25, 2008 LINE 6 Delta Dental of Arizona has members Any ethical dentist duly licensed under the laws of the State of Arizona is eligible 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 11b The organization has a process for the governing body to receive and 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 policies which cover both employees and board members 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 All potential conflicts of interest are reported to the CEO and the CFO Potential and actual conflicts involving employees other than the CEO and CFO are reviewed by the CEO and CFO Potential and actual conflicts of the CEO, CFO and Board Members are reviewed by the Executive Committee of the Board In all instances involving an actual conflict of interest, the conflicted employee or board member is required to recuse themselves from deliberations about the potential transaction LINE 15a & 15b 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 2010 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 interest 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

Identifier	Return Reference	Explanation
FORM 990 PART XI	RECONCILIATION OF NET ASSETS	LINE 5 OTHER UNREALIZED GAIN ON INVESTMENTS $2,648,952 MINORITY INTEREST IN CONSOLIDATED SUBSIDARY 5,395 ---------- TOTAL 2,654,347

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
ARIZONA DENTAL INSURANCE SERVICE INC

Employer identification number
86-0274899

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) AZ DENTAL INSURANCE SERVICE HOLDINGS LLC 5656 WEST TALAVI BLVD GLENDALE, AZ 85306	HOLDING CO	AZ	5,395	1,551,725	NA

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) DELTA DENTAL AZ CHARITABLE FOUNDATION 5656 W TALAVI BLVD GLENDALE, AZ 85306 86-0842694	ORAL HEALTH	AZ	501(c)(3)	PF	NA		

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? 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	(k) Percentage ownership

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
(1) ASCENT BENEFITS COMPANY INC 5656 WEST TALAVI BLVD GLENDALE, AZ85306 20-5187203	INSURANCE	AZ	AZ Den Ins Hold	C CORP	171,491	806,723	50 000 %
(2) CANYON INSURANCE SERVICES 5656 WEST TALAVI BLVD GLENDALE, AZ85306 41-2139223	INSURANCE	AZ	AZ DENTAL	C CORP	398,994	521,444	100 000 %
(3) SOUTHWEST BENEFIT ADMINISTRATORS LLC 5656 WEST TALAVI BLVD GLENDALE, AZ85306 68-0586699	ADMINISTRATIO	AZ	AZ DENTAL	C CORP	5,624,907	228,589	100 000 %

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

		Yes	No
Note. Complete line 1 if any entity is listed in Parts II, III or IV			
1 During the tax year, did the orgranization 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	Yes	
c Gift, grant, or capital contribution from other organization(s)	1c		No
d Loans or loan guarantees to or for other organization(s)	1d	Yes	
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		No
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	Yes	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	Yes	
m Sharing of facilities, equipment, mailing lists, or other assets	1m	Yes	
n Sharing of paid employees	1n	Yes	
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	(d) Method of determining amount involved
(1) SOUTHWEST BENEFIT ADMINISTRATORS LLC	K	5,595,633	
(2) SOUTHWEST BENEFIT ADMINISTRATORS LLC	L	5,627,473	
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

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) Disproprtionate 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

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 86-0274899
Name: ARIZONA DENTAL INSURANCE SERVICE INC

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			
WESLEY A HARPER DDS CHAIRMAN	7 0	X		X				50,530	0	0
PHILIP STOKER SECRETARY/TREASURER	3 0	X		X				21,717	0	0
STEVE GAAL DIRECTOR	1 0	X						12,125	0	0
ALVIN MATTHEWS DIRECTOR	1 0	X						16,750	0	0
DAVID DAY VICE CHAIRMAN	3 0	X		X				26,717	0	0
DONALD BAKER DIRECTOR	1 0	X						12,625	0	0
JASON DITTBERNER DDS DIRECTOR	3 0	X						21,817	0	0
BRIEN HARVEY DDS DIRECTOR	1 0	X						20,375	0	0
JOYCE ROSENTHAL DDS DIRECTOR	3 0	X						21,967	0	0
BRYAN SHANAHAN DDS DIRECTOR	1 0	X						14,875	0	0
WILLIAM PUTNAM DIRECTOR	1 0	X						15,250	0	0
BRIAN WILSON DDS DIRECTOR	1 0	X						20,125	0	0
Phillip Santucci Director	1 0	X						0	0	
STACEY BONN INTERIM PRESIDENT	4 0 0			X				193,803	0	11,176
GARY FELDMAN VICE PRESIDENT	4 0 0			X				214,800	0	193,550
MARK ANDERSON CFO/VICE PRESIDENT	4 0 0			X				184,728	0	95,823
JAY KOLKER VP OF OPERATIONS	4 0 0					X		152,053	0	15,707
CRAIG LIVESAY DIRECTOR OF UNDERWRITING	4 0 0					X		112,292	0	15,707
STACEE GROSSHANS SALES	4 0 0					X		110,874	0	7,086
ASHLEE DAILEY DIRECTOR OF FINANCE	4 0 0					X		102,734	0	6,295
BERNARD GLOSSY PRESIDENT & CEO	0 0						X	502,908	0	0
JAMES P DAVIS DDS DIRECTOR	1 0						X	29,825	0	534
SAM POST DIRECTOR	3 0						X	15,000	0	886
LEROY M GAINTNER CPA DIRECTOR	1 0						X	15,200	0	196
MICHAEL J RADCLIFFE DDS DIRECTOR	1 0						X	15,550	0	196

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			
OKSANA KOMARNYCKYJ JD MBA DIRECTOR	1.0						X	13,600	0	690
ROBERT G GRIEGO DDS DIRECTOR	3.0						X	19,000	0	0
TENA DISCHLER DIRECTOR	1.0						X	13,800	0	0
PHILIP C MOOBERRY DDS DIRECTOR	3.0						X	15,600	0	196
ROY G DANIELS DDS DIRECTOR	3.0						X	14,600	0	0
RICHARD SNOW DDS DIRECTOR	3.0						X	15,000	0	0
TIMOTHY STEPHENSEN DIRECTOR	3.0						X	14,400	0	391
MICHAEL WARREN DIRECTOR	1.0						X	11,400	0	196