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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Name of foundation
DENTAQUEST FOUNDATION INC

A Employer identification number
04-3265080

Number and street (or P O box number if mail is not delivered to street address)
465 MEDFORD STREET

Room/suite

B Telephone number (see page 10 of the instructions)
(617) 886-1700

City or town, state, and ZIP code
BOSTON, MA 02129

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 65,725,927

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	12,125,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4	4		
	4	Dividends and interest from securities	1,048,389	1,048,389		
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10	1,675,169			
	b	Gross sales price for all assets on line 6a 5,330,794				
	7	Capital gain net income (from Part IV, line 2)		1,675,169		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	733,162	686,472		
	12	**Total.** Add lines 1 through 11	15,581,724	3,410,034		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	271,696	0		271,696
	14	Other employee salaries and wages	620,435	0		620,435
	15	Pension plans, employee benefits	155,863	0		155,863
	16a	Legal fees (attach schedule)	4,809	0		4,809
	b	Accounting fees (attach schedule)	28,741	0		28,741
	c	Other professional fees (attach schedule)	1,001,408	161,892		839,516
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	49,500	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	1,834	0		1,834
	21	Travel, conferences, and meetings	349,129	0		349,129
	22	Printing and publications	12,309	0		12,309
	23	Other expenses (attach schedule)	110,518	0		110,518
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,606,242	161,892		2,394,850
	25	Contributions, gifts, grants paid	7,297,267			7,297,267
	26	**Total expenses and disbursements.** Add lines 24 and 25	9,903,509	161,892		9,692,117
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	5,678,215			
	b	**Net investment income** (if negative, enter -0-)		3,248,142		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	13,777,198	6,748,102	6,748,102
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	3,100,855	3,518,430	3,518,430
	b Investments—corporate stock (attach schedule)	29,545,214	28,436,705	28,436,705
	c Investments—corporate bonds (attach schedule)	15,223,976	22,578,531	22,578,531
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	1,500,000	4,444,159	4,444,159
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15 Other assets (describe ▶ _____)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	63,147,243	65,725,927	65,725,927
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	63,147,243	65,725,927	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	63,147,243	65,725,927	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	63,147,243	65,725,927	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	63,147,243
2	Enter amount from Part I, line 27a	2	5,678,215
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	68,825,458
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,099,531
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	65,725,927

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,675,169
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	5,486,283	55,133,057	0 099510
2009	5,390,796	46,455,810	0 116041
2008	6,327,495	44,185,636	0 143203
2007	3,954,271	34,759,996	0 113759
2006	4,914,876	17,435,513	0 281889

2	**Total** of line 1, column (d)	2	0 754402
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 150880
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	65,175,246
5	Multiply line 4 by line 3	5	9,833,641
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	32,481
7	Add lines 5 and 6	7	9,866,122
8	Enter qualifying distributions from Part XII, line 4	8	9,692,117

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary–see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	64,963
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	64,963
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	64,963
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 42,327		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	42,327
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	22,636
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation .*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ WWW DENTAQUESTFOUNDATION ORG

14 The books are in care of ▶ RALPH FUCCILLO Telephone no ▶ (617) 886-1700

Located at ▶ 465 MEDFORD STREET BOSTON MA ZIP+4 ▶ 02129

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15

16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	No
		16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
MICHAEL MONOPOLI 465 MEDFORD STREET BOSTON,MA 02129	DIR OF POLICY & PLA 40 00	265,811	78,972	0
BRENDA LAVASTA 465 MEDFORD STREET BOSTON,MA 02129	GRANT MGMT ASSOCIAT 40 00	70,176	15,129	0
BRENDA COCUZZO 465 MEDFORD STREET BOSTON,MA 02129	EXEC ASSISTANT 40 00	54,246	24,786	0
Total number of other employees paid over $50,000 ▶				0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
TRACY GARLAND 4759 51ST PLACE SW SEATTLE,WA 98116	MANAGEMENT TRAINING	226,051
ARGUS COMMUNICATIONS INC 177 MILK STREET SUITE 610 BOSTON,MA 02109	MARKETING	132,675
HARDER & COMPANY COMMUNITY RESEARCH 299 KANSAS ST SAN FRANCISCO,CA 94103	ORGANIZATIONAL DEVELOPMENT	131,000
CAMBRIDGE CONCORD ASSOCIATES 4 BRATTLE ST SUITE 301 CAMBRIDGE,MA 02138	STRATEGIC PLANNING	108,432
PATRICK W FINNERTY 15217 WINDY RIDGE ROAD MIDLOTHIAN,VA 23112	STRATEGIC PLANNING	64,519
Total number of others receiving over $50,000 for professional services. ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	58,309,910
b	Average of monthly cash balances		1b	7,857,852
c	Fair market value of all other assets (see page 24 of the instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	66,167,762
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	66,167,762
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)		4	992,516
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	65,175,246
6	**Minimum investment return.** Enter 5% of line 5		6	3,258,762

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	3,258,762
2a	Tax on investment income for 2011 from Part VI, line 5	2a 64,963		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	64,963
3	Distributable amount before adjustments Subtract line 2c from line 1		3	3,193,799
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	3,193,799
6	Deduction from distributable amount (see page 25 of the instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	3,193,799

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	9,692,117
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	9,692,117
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,692,117

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,193,799
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006 4,068,814				
b From 2007 2,250,450				
c From 2008 4,149,415				
d From 2009 2,959,032				
e From 2010 2,733,153				
f **Total** of lines 3a through e	16,160,864			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 9,692,117				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2011 distributable amount				3,193,799
e Remaining amount distributed out of corpus	6,498,318			
5 Excess distributions carryover applied to 2011	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	22,659,182			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	4,068,814			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	18,590,368			
10 Analysis of line 9				
a Excess from 2007 2,250,450				
b Excess from 2008 4,149,415				
c Excess from 2009 2,959,032				
d Excess from 2010 2,733,153				
e Excess from 2011 6,498,318				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

MATTHEW BOND ANDREA FORSHT
465 MEDFORD ST
BOSTON, MA 02129
(617) 886-1700

b The form in which applications should be submitted and information and materials they should include

DENTAQUEST FOUNDATION USES A SPECIFIC ONLINE APPLICATION PROCESS CONSISTING OF EASY-TO-FOLLOW STEPS FOR GRANT SEEKERS INCLUDING ONLINE DATA ENTRY, THE PREPARATION OF STANDARDIZED FORMS, ADDING REQUIRED ATTACHMENTS AND SAVING AN UNFINISHED APPLICATION TO RETURN TO IT LATER FOR COMPLETION AND SUBMISSION

c Any submission deadlines

APPLICATIONS ARE ACCEPTED ON AN ONGOING BASIS, AND DECISIONS ARE MADE WITHIN 6 WEEKS OF RECEIPT

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

THE FOUNDATION INVITES GRANT APPLICATIONS FROM NON-PROFIT ORGANIZATIONS THAT QUALIFY AS TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ARE CATEGORIZED AS PUBLIC CHARITIES OR GOVERNMENTAL PROGRAMS GRANT REQUESTS FOR THE FOLLOWING WILL NOT BE CONSIDERED BUILDING OR ENDOWMENT CAMPAIGNS, INDIVIDUALS, DIRECT CARE FOR AN INDIVIDUAL, INDIVIDUALLY-OWNED PROJECTS, DIRECT INDIVIDUAL SCHOLARSHIPS, GENERAL OVERHEAD OR INDIRECT COSTS ALONE, PREVIOUSLY INCURRED EXPENSES OR TO ELIMINATE BAD DEBT, CLINICAL OR BIO-MEDICAL LAB RESEARCH, PROMULGATION OF RELIGIOUS BELIEFS OR PRACTICES, AND POLITICAL CAMPAIGNS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				7,297,267
b *Approved for future payment*				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a PROGRAM DUES					46,690
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4	
4 Dividends and interest from securities			14	1,048,389	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,675,169	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PASSTHROUGH INCOME FROM VARIOUS K-1'S			14	686,472	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		3,410,034	46,690
13 **Total.** Add line 12, columns (b), (d), and (e)				13	3,456,724

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
1A	PROGRAM DUES REPRESENT REIMBURSEMENTS RECEIVED FOR MEETING AND TRAVEL EXPENSES ASSOCIATED WITH THE PROGRAM CONFERENCES FACILITATED BY THE FOUNDATION

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)	Yes	
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1b(4)	108,963	DENTAL SERVICES OF MASSACHUSETTS INC	THE FOUNDATION REIMBURSES DENTAL SERVICES OF MASSACHUSETTS, INC FOR THE COST OF EMPLOYEE BENEFITS SUCH AS HEALTH AND DENTAL INSURANCE, ETC

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☑ Yes ☐ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2012-11-08 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
ALFONSO PERILLO	2012-11-08		P00950491

Firm's name ▶ EDELSTEIN AND COMPANY LLP — Firm's EIN ▶ 04-2442519

Firm's address ▶ 160 FEDERAL STREET 9TH FLOOR BOSTON, MA 021101772 — Phone no (617) 227-6161

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491319008882

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization
DENTAQUEST FOUNDATION INC

Employer identification number
04-3265080

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
DENTAQUEST FOUNDATION INC

Employer identification number
04-3265080

Part I **Contributors** (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CONNECTICUT HEALTH FOUNDATION 100 PEARL STREET HARTFORD, CT 06103	$ 25,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II if there is a noncash contribution)
2	DENTAL SERVICES OF MASSACHUSETTS IN 465 MEDFORD STREET BOSTON, MA 02129	$ 12,000,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II if there is a noncash contribution)
3	WASHINGTON DENTAL SERVICE FOUNDATIO 9706 FOURTH AVENUE NE SEATTLE, WA 98115	$ 100,000	☑ Person ☐ Payroll ☐ Noncash (Complete Part II if there is a noncash contribution)
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II if there is a noncash contribution)
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II if there is a noncash contribution)
		$	☐ Person ☐ Payroll ☐ Noncash (Complete Part II if there is a noncash contribution)

Name of organization
DENTAQUEST FOUNDATION INC

Employer identification number
04-3265080

Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
DENTAQUEST FOUNDATION INC

Employer identification number
04-3265080

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 04-3265080
Name: DENTAQUEST FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
SALE OF PUBLICLY TRADED SECURITIES			
COLCHESTER GLOBAL BOND FUND K-1			
SSGA U S TIPS INDEX NL QP CTF			
SSGA U S AGGREGATE BONX INDEX NL QP CTF			
SSGA MSCI ACWI EX USA INDEX NL QP CTF			
SSGA RUSSELL 3000 INDEX NL CTF			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,330,794		4,395,619	935,175
			18,776
			106,855
			275,143
			110,410
			228,810

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			935,175
			18,776
			106,855
			275,143
			110,410
			228,810

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHESTER W DOUGLAS DMD 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
FAY DONOHUE 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 5 00	0	0	0
RALPH FUCCILLO 465 MEDFORD STREET BOSTON,MA 02129	PRESIDENT/DIRECTOR 40 00	271,696	96,924	0
NEIL B EPSTEIN DMD 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
RODERICK K KING MD 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
SHEPARD GOLDSTEIN DMD 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
HAROLD COX 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
NORMAN TINANOFF DDS 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
MARYLOU SUDDERS 465 MEDFORD STREET BOSTON,MA 02129	CHAIR 1 00	0	0	0
DONALD KENNEY 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
MICHAEL S MCPHERSON 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
LINDA NIESSEN DMD 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
CASWELL A EVANS JR DDS 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
MARION KANE 465 MEDFORD STREET BOSTON,MA 02129	DIRECTOR 1 00	0	0	0
MYRA GREEN 465 MEDFORD STREET BOSTON,MA 02129	CLERK 1 00	0	0	0
SCOTT FROCK 465 MEDFORD STREET BOSTON,MA 02129	TREASURER (FROM 1/1/11-12/8/11) 5 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ARIZONA ASSOCIATION OF COMMUNITY HEALTH CENTERS 700 EAST JEFFERSON STREET SUITE 100 PHOENIX,AZ 85034	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
ARIZONA DENTAL FOUNDATION 3193 N DRINKWATER BLVD SCOTTSDALE,AZ 85251	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
BUGSDM100 EAST NEWTON STREET BOSTON,MA 02118	N/A	509(A)	TO IMPROVE ORAL HEALTH	24,610
BUREAU OF COMMUNITY AND ENVIRONMENTAL HEALTH ID DEPT OF HEALTH450 W STATE ST 6TH FLOOR BOISE,ID 83702	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
CAPE COD FOUNDATION259 WILLOW STREET YARMOUTH PORT,MA 02675	N/A	509(A)	TO IMPROVE ORAL HEALTH	102,557
CHILDREN'S DENTAL HEALTH PROJECT INC1020 19TH STREET NW SUITE 400 WASHINGTON,DC 20036	N/A	509(A)	TO IMPROVE ORAL HEALTH	130,000
CHILDREN'S HOSPITAL BOSTON 300 LONGWOOD AVE HU-226 BOSTON,MA 02115	N/A	509(A)	TO IMPROVE ORAL HEALTH	70,731
CHILDREN'S HOSPITAL FOUNDATION111 MICHIGAN AVE NW WASHINGTON,DC 20010	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,849
FLORIDA DEPARTMENT OF HEALTH-ALACHUA COUNTY HEALTH DEPARTMENT224 SE 24TH ST GAINESVILLE,FL 32641	N/A	509(A)	TO IMPROVE ORAL HEALTH	95,629
FLORIDA PUBLIC HEALTH INSTITUTE INC1622 N FEDERAL HIGHWAY SUITE B LAKE WORTH,FL 33460	N/A	509(A)	TO IMPROVE ORAL HEALTH	207,000
FOUNDATION FOR CHILDREN104 HUNGERFORD ST HARTFORD,CT 06106	N/A	509(A)	TO IMPROVE ORAL HEALTH	119,796
GEORGIA ASSOCIATION FOR PRIMARY HEALTH CARE INC315 WEST PONCE DE LEON AVE SUITE 1000 DECATUR,GA 30030	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
GRANTMAKERS IN HEALTH1100 CONNECTICUT AVE NW SUITE 1200 WASHINGTON,DC 20036	N/A	509(A)	TO IMPROVE ORAL HEALTH	90,000
HEALTH CARE FOR ALL INC30 WINTER STREET SUITE 1010 BOSTON,MA 02108	N/A	509(A)	TO IMPROVE ORAL HEALTH	197,000
HEALTH REASOURCES IN ACTION 95 BERKELEY STREET BOSTON,MA 02116	N/A	509(A)	TO IMPROVE ORAL HEALTH	46,382
HEALTHFIRST FAMILY CARE CENTER'S102 COUNTY STREET FALL RIVER,MA 02723	N/A	509(A)	TO IMPROVE ORAL HEALTH	50,000
HISPANIC DENTAL ASSOCIATION 3085 STEVENSON DRIVE SUITE 200 SPRINGFIELD,IL 62703	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,000
HOLYOKE HEALTH CENTER230 MAPLE ST HOLYOKE,MA 01041	N/A	509(A)	TO IMPROVE ORAL HEALTH	30,000
IPHCA500 NORTH NINTH STREET SPRINGFIELD,IL 62701	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,866
KANSAS ASSOCIATION FOR THE MEDICALLY UNDERSERVED1129 S KANSAS AVE STE B TOPEKA,KS 66612	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
KENTUCKY YOUTH ADVOCATES 11001 BLUEGRASS PARKWAY SUITE 100 LOUISVILLE,KY 40299	N/A	509(A)	TO IMPROVE ORAL HEALTH	105,000
LYNN COMMUNITY HEALTH INC 269 UNION STREET LYNN,MA 01901	N/A	509(A)	TO IMPROVE ORAL HEALTH	40,449
MANAGED RISK MEDICAL INSURANCE BOARD1000 G STREET SUITE 450 SACRAMENTO,CA 95814	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,996
MARYLAND DENTAL ACTION COALITION INC6410 DOBBIN ROAD SUITE G COLUMBIA,MD 21045	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,126
MASSACHUSETTS ASSOCIATION OF COMMUNITY HEALTH WORKER'S434 JAMAICAWAY JAMAICA PLAIN,MA 02130	N/A	509(A)	TO IMPROVE ORAL HEALTH	82,995
MASSACHUSETTS ASSOCIATION OF SCHOOL-BASED HEALTH CARE 40 COURT STREET 10TH FLOOR BOSTON,MA 02108	N/A	509(A)	TO IMPROVE ORAL HEALTH	175,000
MASSACHUSETTS HEAD START ASSOCIATION INC68 ALLISON AVENUE TAUNTON,MA 02780	N/A	509(A)	TO IMPROVE ORAL HEALTH	250,000
MASSACHUSETTS LEAGUE OF COMMUNITY HEALTH CENTERS INC40 COURT STREET 10TH FLOOR BOSTON,MA 02108	N/A	509(A)	TO IMPROVE ORAL HEALTH	80,500
MEDICAL CARE DEVELOPMENT11 PARKWOOD DR AUGUSTA,ME 04330	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,997
MICHIGAN ORAL HEALTH COALITION7215 WESTSHIRE DR LANSING,MI 48917	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,993

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MISSISSIPPI STATE DEPARTMENT OF HEALTH570 E WOODROW WILSON O-450 JACKSON,MS 39215	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
MORE HEALTH INC3821 HENDERSON BOULEVARD TAMPA,FL 33629	N/A	509(A)	TO IMPROVE ORAL HEALTH	85,000
NATIONAL ASSOCIATION OF COMMUNITY HEALTH CENTERS 7200 WISCONSIN AVE BETHESDA,MD 20814	N/A	509(A)	TO IMPROVE ORAL HEALTH	250,000
NATIONAL ASSOCIATION OF SCHOOL NURSES8484 GEORGIA AVENUE SUITE 420 SILVER SPRING,MD 20910	N/A	509(A)	TO IMPROVE ORAL HEALTH	276,327
NATIONAL CHILDREN'S ORAL HEALTH FOUNDATION'S4108 PARK ROAD SUITE 300 CHARLOTTE,NC 28209	N/A	509(A)	TO IMPROVE ORAL HEALTH	160,000
NATIONAL COMMUNITY COMMITTEE108 PATTERSON STREET CHARLESTON,WV 25302	N/A	509(A)	TO IMPROVE ORAL HEALTH	50,000
NATIONWIDE CHILDREN'S HOSPITAL700 CHILDRENS DRIVE COLUMBUS,OH 43205	N/A	509(A)	TO IMPROVE ORAL HEALTH	30,000
NATIVE AMERICAN HEALTH CENTER3124 INTERNATIONAL BLVD OAKLAND,CA 94601	N/A	509(A)	TO IMPROVE ORAL HEALTH	30,000
NEIGHBORCARE HEALTH6200 13TH AVENUE SOUTH SEATTLE,WA 98108	N/A	509(A)	TO IMPROVE ORAL HEALTH	30,000
NEW YORK UNIVERSITY COLLEGE OF NURSING726 BROADWAY 10TH FLOOR NEW YORK,NY 10003	N/A	509(A)	TO IMPROVE ORAL HEALTH	202,030
NJ PEDIATRIC COUNCIL ON RESEARCH & EDUCATION (QUALITY IMPROVEMENT ARM OF AA3836 QUAKERBRIDGE ROAD SUITE 106 HAMILTON,NJ 08619	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
NORTH DAKOTA DEPARTMENT OF HEALTH600 E BOULEVARD AVE DEPT 301 BISMARCK,ND 58505	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
NOVA SOUTHEASTERN UNIVERSITY INC3301 COLLEGE AVENUE FORT LAUDERDALE,FL 33314	N/A	509(A)	TO IMPROVE ORAL HEALTH	218,808
ORAL HEALTH AMERICA410 NORTH MICHIGAN AVE SUITE 352 CHICAGO,IL 60611	N/A	509(A)	TO IMPROVE ORAL HEALTH	165,700
ORAL HEALTH COLORADO1985 UNION ST LAKEWOOD,CO 80215	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,990
OREGON ORAL HEALTH COALITION (OROHC)POBOX 6812 PORTLAND,OR 97228	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,993
PENNSYLVANIA ASSOCIATION OF COMMUNITY HEALTH CENTERS1035 MUMMA RD STE 1 WORMLEYSBURG,PA 17043	N/A	509(A)	TO IMPROVE ORAL HEALTH	99,996
PENNSYLVANIA CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS1400 N PROVIDENCE ROAD BUILDING 2 SUITE 3007 MEDIA,PA 19063	N/A	509(A)	TO IMPROVE ORAL HEALTH	95,029
RHODE ISLAND KIDS COUNT1 UNION STATION PROVIDENCE,RI 02903	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
SOCIETY OF TEACHERS OF FAMILY MEDICINE11400 TOMAHAWK CREEK PARKWAY SUITE 540 LEAWOOD,KS 66211	N/A	509(A)	TO IMPROVE ORAL HEALTH	80,000
SOCIETY OF TEACHERS OF FAMILY MEDICINE FOUNDATION 11400 TOMAHAWK CREEK PARKWAY SUITE 540 LEAWOOD,KS 66211	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
SOUTH CAROLINA RESEARCH FOUNDATION901 SUMTER STREET 5TH FLOOR COLUMBIA,SC 29208	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
ST JOSEPH HOSPITAL21 PEACE STREET PROVIDENCE,RI 02907	N/A	509(A)	TO IMPROVE ORAL HEALTH	30,000
THE DENTAL HEALTH FOUNDATION520 THIRD STREET OAKLAND,CA 94607	N/A	509(A)	TO IMPROVE ORAL HEALTH	196,536
UAB1919 7TH AVE BIRMINGHAM,AL 35294	N/A	509(A)	TO IMPROVE ORAL HEALTH	100,000
UNIVERSITY OF COLORADO DENVERCAMPUS BOX 3100 MARINE STREET 6TH FLOOR BOULDER,CO 80309	N/A	509(A)	TO IMPROVE ORAL HEALTH	125,950
UNIVERSITY OF COLORADO SCHOOL OF MEDICINECAMPUS BOX 3100 MARINE STREET 6TH FLOOR BOULDER,CO 80309	N/A	509(A)	TO IMPROVE ORAL HEALTH	49,500
UNIVERSITY OF MARYLAND650 WEST BALTIMORE STREET BALTIMORE,MD 21201	N/A	509(A)	TO IMPROVE ORAL HEALTH	109,813
UNIVERSITY OF MARYLAND SCHOOL OF DENTISTRY650 WEST BALTIMORE STREET BALTIMORE,MD 21201	N/A	509(A)	TO IMPROVE ORAL HEALTH	189,008
UNIVERSITY OF MARYLAND SCHOOL OF PUBLIC HEALTH2367 SPH BUILDING COLLEGE PARK,MD 20742	N/A	509(A)	TO IMPROVE ORAL HEALTH	260,447

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VIRGINIA ORAL HEALTH COALITION3460 MAYLAND COURT STE 110 RICHMOND,VA 23233	N/A	509(A)	TO IMPROVE ORAL HEALTH	211,370
WEST VIRGINIA DEPT OF HEALTH AND HUMAN RESOURCES1 DAVIS SQUARE SUITE 100 CHARLESTON,WV 25301	N/A	509(A)	TO IMPORVE ORAL HEALTH	100,000
AMERICAN RED CROSS CENTRAL MD CHAPTER4800 MOUNT HOPE DRIVE BALTIMORE,MD 21215	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
GUITARS FOR VETS INC8320 W BLUEMOUND RD SUITE 223 WAUWATOSA,WI 53213	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
HOMES FOR OUR TROOPS6 MAIN ST TAUNTON,MA 02780	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
HUGS FOR OUR SOLDIERSPO BOX 532 VONORE,TN 37885	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
MASSACHUSETTS MILITARY HEROES FUND727 ATLANTIC AVENUE THIRD FLOOR BOSTON,MA 02111	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
RONALD MCDONALD HOUSE CHARITIES-SO FL1146 NW 14 TERRACE MIAMI,FL 33136	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
ST VINCENT DE PAUL SOCIETY-BLEDDED TERESA PARISHW314 N7462 STATE ROAD 83 NORTH LAKE,WI 53064	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
THE GREATER BOSTON FOOD BANK70 SOUTH BAY AVENUE BOSTON,MA 02118	N/A	509(A)	TO IMPROVE ORAL HEALTH	911
VICTORY PROGRAMS965 MASSACHUSETTS AVE BOSTON,MA 02118	N/A	509(A)	TO IMPROVE ORAL HEALTH	2,000
NEW ENGLAND RURAL HEALTH ROUNDTABLE10 BENNING STREET BOX 184 WEST LEBANON,NH 03784	N/A	509(A)	TO IMPROVE ORAL HEALTH	4,000
SOCIETY FOR THE PREVENTION OF CRUELTY TO CHILDREN99 SUMMER STREET BOSTON,MA 02110	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
GRANTMAKERS IN HEALTH1100 CONNECTICUT AVE NW SUITE 1200 WASHINGTON,DC 20036	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
TOBACCO FREE MASS30 SPEEN ST FRAMINGHAM,MA 01701	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
GREATER ROSLINDALE MEDICAL & DENTAL CENTER4199 WASHINGTON STREET ROSLINDALE,MA 02131	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
MATTAPAN COMMUNITY HEALTH CENTER1425 BLUE HILL AVENUE MATTAPAN,MA 02126	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
HARVARD MEDICAL SCHOOL OFFICE OF DIVERSITY AND COMMUNITY PARTNERSHIP164 LONGWOOD AVENUE 2ND FLOOR BOSTON,MA 02115	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
NATIONAL MUSEUM OF DENTISTRY31 SOUTH GREEN STREET BALTIMORE,MD 21201	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
GEORGIA DENTAL ASSOCIATION 7000 PEACHTREE DUNWOODY RD NE STE 200 BLDG 17 ATLANTA,GA 30328	N/A	509(A)	TO IMPROVE ORAL HEALTH	10,000
WESTERN MARYLAND AREA HEALTH EDUCATION CENTER600 MEMORIAL DRIVE SOUTH WING SUITE 4 CUMBERLAND,MD 21502	N/A	509(A)	TO IMPROVE ORAL HEALTH	10,000
ILLINOIS STATE DENTAL SOCIETY FOUNDATIONPO BOX 217 SPRINGFIELD,IL 62705	N/A	509(A)	TO IMPROVE ORAL HEALTH	10,000
HEALTH LAW ADVOCATES30 WINTER STREET BOSTON,MA 02108	N/A	509(A)	TO IMPROVE ORAL HEALTH	10,000
THE YAFFEE FOUNDATION2 REGENCY PLAZA APT 912 PROVIDENCE,RI 02903	N/A	509(A)	TO IMPROVE ORAL HEALTH	10,000
THE ALBERT SCHWEITZER FELLOWSHIP330 BROOKLINE AVENUE BOSTON,MA 02215	N/A	509(A)	TO IMPROVE ORAL HEALTH	10,000
HEALTH CARE FOR ALL (THE REEDE SCHOLARS)30 WINTER STREET 10TH FLOOR BOSTON,MA 02108	N/A	509(A)	TO IMPROVE ORAL HEALTH	12,981
UNIVERSITY OF THE PACIFIC 3601 PACIFIC AVE STOCKTON,CA 95211	N/A	509(A)	TO IMPROVE ORAL HEALTH	15,000
ASSOCIATION OF STATE AND TERRITORIAL DENTAL DIRECTORS1838 FIELDCREST DRIVE SPARKS,NV 89434	N/A	509(A)	TO IMPROVE ORAL HEALTH	24,965
CENTER FOR HEALTH WORKFORCE STUDDIES (HEALTH RESEARCH INC)RIVERVIEW CENTER 150 BROADWAY SUITE 560 MENLANDS,NY 12204	N/A	509(A)	TO IMPROVE ORAL HEALTH	25,000
THE ALBERT SCHWEITZER FELLOWSHIP330 BROOKLINE AVENUE BR BOSTON,MA 02215	N/A	509(A)	TO IMPROVE ORAL HEALTH	50,000

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Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
COUNCIL ON FOUNDATIONS2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,060
MISSISSIPPI DENTAL ASSOC FOUNDATION439 B KATHERINE DRIVE FLOWOOD,MS 39232	N/A	509(A)	TO IMPROVE ORAL HEALTH	10,000
JOSEPH L HENRY ORAL HEALTH FELLOWSHIP164 LONGWOOD AVENUE 2ND FLOOR BOSTON,MA 02115	N/A	509(A)	TO IMPROVE ORAL HEALTH	5,000
Total . . . . . ▶ **3a**				7,297,267

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TY 2011 Accounting Fees Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSE	28,741	0		28,741

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TY 2011 Investments Corporate Bonds Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SSGA PASSIVE BOND MKT CTF	12,040,393	12,040,393
COLCHESTER GLOBAL BOND FUND	2,730,650	2,730,650
ING GLOBAL REAL ESTATE	2,327,924	2,327,924
VANGUARD	5,479,564	5,479,564

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TY 2011 Investments Corporate Stock Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SSGA IRONWOOD SMALL COMPANY STOCK FUND	1,999,184	1,999,184
RUSSELL 3000 INDEX NON-LENDING STRATEGY	19,056,120	19,056,120
SSGA MSCI ACWI EX USA INDEX NON-LENDING QP STRATEGY	7,381,401	7,381,401

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TY 2011 Investments Government Obligations Schedule

Name:	DENTAQUEST FOUNDATION INC
EIN:	04-3265080
US Government Securities - End of Year Book Value:	3,518,430
US Government Securities - End of Year Fair Market Value:	3,518,430
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

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TY 2011 Investments - Other Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WEATHERLOW OFFSHORE FUND	FMV	2,157,605	2,157,605
TIFF ABSOLUTE RETURN POOL II	FMV	2,184,767	2,184,767
TIFF PRIVATE EQUITY PARTNERS	FMV	101,787	101,787

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TY 2011 Legal Fees Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL EXPENSE	4,809	0		4,809

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TY 2011 Other Decreases Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Description	Amount
UNREALIZED LOSSES ON INVESTMENTS	3,099,531

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TY 2011 Other Expenses Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	26,953	0		26,953
SUBSCRIPTIONS AND DUES	10,475	0		10,475
TELEPHONE	9,148	0		9,148
CORPORATE SPONSPORSHIPS	18,650	0		18,650
PUBLIC RELATIONS	45,292	0		45,292

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TY 2011 Other Income Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PROGRAM DUES	46,690		46,690
PASSTHROUGH INCOME FROM VARIOUS K-1'S	686,472	686,472	686,472

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TY 2011 Other Professional Fees Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING EXPENSE	839,516	0		839,516
INVESTMENT MANAGEMENT FEES	161,892	161,892		0

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TY 2011 Taxes Schedule

Name: DENTAQUEST FOUNDATION INC

EIN: 04-3265080

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	49,500	0		0