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Form 990

Return of Organization Exempt From Income Tax

2011

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

Open to Public Inspection

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

B Check if applicable

C Name of organization
DELTA DENTAL OF ILLINOISD Employer identification number
36-2612058E Telephone number
(630) 718-4700

F Gross receipts \$ 544,368,487

G Amended return

H Application pending

H(a) Is this a group return for affiliates?
 Yes NoH(b) Are all affiliates included?
 Yes No

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

I Amended return

J Application pending

K Tax-exempt status

L Website: ► WWW DELTADENTALIL COM

M Form of organization
 Corporation Trust Association Other

N Year of formation 1967

O State of legal domicile IL

Part I Summary

1 Briefly describe the organization's mission or most significant activities

IMPROVE THE ORAL HEALTH OF ILLINOIS RESIDENTS BY PROVIDING DENTAL BENEFITS & OTHER SERVICES

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

3 13

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 10

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)

5 167

6 Total number of volunteers (estimate if necessary)

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 463,755

b Net unrelated business taxable income from Form 990-T, line 34

7b -14,042

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	449,918,280	536,227,452
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,587,292	1,936,432
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	55,018	27,993
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	451,560,590	538,191,877

	Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	256,000	675,000
14 Benefits paid to or for members (Part IX, column (A), line 4)	411,178,869	491,320,354
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	16,621,989	14,356,304
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-24e)	19,784,131	21,600,203
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	447,840,989	527,951,861
19 Revenue less expenses Subtract line 18 from line 12	3,719,601	10,240,016

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	81,234,101	130,235,548
21 Total liabilities (Part X, line 26)	36,949,523	76,139,115
22 Net assets or fund balances Subtract line 21 from line 20	44,284,578	54,096,433

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

2012-11-13

Date

STACEY K BONN CHIEF ADMINISTRATIVE OFFICER

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

DAVID LOWENTHAL

Date
2012-11-13

Check if self-employed ►

Preparer's taxpayer identification number (see instructions)
P00378651

Firm's name (or yours if self-employed), address, and ZIP + 4

PLANTE & MORAN PLLC
10 S RIVERSIDE PLAZA 9TH FLOOR

CHICAGO, IL 60606

EIN ► 38-1357951

Phone no ► (312) 207-1040

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 Q contains a response to any question in this Part II.

1 Briefly describe the organization's mission

IMPROVE THE ORAL HEALTH OF ILLINOIS RESIDENTS BY PROVIDING DENTAL BENEFITS & OTHER SERVICES

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If "Yes," describe these new services on Schedule C

Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any programs or services?

If "Yes," describe these changes on Schedule C.

Yes N

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 515,050,285 including grants of \$ 675,000) (Revenue \$ 535,763,697

PROMOTE ORAL HEALTH THROUGH THE PROVISION OF DENTAL BENEFITS TO OVER 1,600,000 INDIVIDUALS

4b (Code) (Expenses \$ including grants of \$) (Revenue \$

(Code) (Expenses \$ including grants of \$) (Revenue \$

4d Other program services (Describe in Schedule O)

4e Total program service expenses \$ 515,050,285

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?

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

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

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

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

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

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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, line 10? If "Yes," complete Schedule D, Part VI
- 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
- 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
- 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
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- 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

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

- 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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I

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, Part II and IV

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, Part III and IV

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

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

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

20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H

- b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements

	Yes	No
1		No
2		No
3		No
4		
5	Yes	
6		No
7		No
8		No
9		No
10		No
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
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 questions 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)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	Yes	
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 owner? If "Yes," complete Schedule L, Part IV	29		No
30	Did the organization receive more than \$25,000 in non-cash 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		No
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	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	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	35b	Yes	
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 62,602	
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, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a 167	
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 Yes	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities 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).	7a	
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?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
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?	9a	
9	Sponsoring organizations maintaining donor advised funds.	9b	
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
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.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c	Enter the aggregate amount of reserves on hand		
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

1a Enter the number of voting members of the governing body at the end of the tax year

1a	13
1b	10

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?

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?

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

6 Did the organization have members or stockholders?

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

b Each committee with authority to act on behalf of the governing body?

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

	Yes	No
2		No
3		No
4		No
5		No
6	Yes	
7a	Yes	
7b	Yes	
8a	Yes	
8b	Yes	
9		No

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

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review the Form 990

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

13 Did the organization have a written whistleblower policy?

14 Did the organization have a written document retention and destruction policy?

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

b Other officers or key employees of the organization

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?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

	Yes	No
10a		No
10b		
11a	Yes	
12a	Yes	
12b	Yes	
12c	Yes	
13	Yes	
14	Yes	
15a	Yes	
15b	Yes	
16a		No
16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ►

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made 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 made 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 ►
 DELTA DENTAL OF ILLINOIS
 111 SHUMAN BOULEVARD
 NAPERVILLE, IL 60563
 (630) 718-4700

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, or 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 organizations compensated any current or former officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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
		Or Director	Individual trustee	Institutional Trustee	Officer	Key Employee	Employer Reported Highest Compensated			
(1) SHARON K HEATON CHAIRMAN	5 00	X						32,025	0	0
(2) CRAIG GRANNON COMMITTEE CHAIR	3 00	X						3,325	0	16,500
(3) DR ALAN JURGENS COMMITTEE CHAIR	3 00	X						14,050	0	391
(4) JOHN MAPLES COMMITTEE CHAIR	3 00	X						19,125	0	0
(5) DR RICHARD PERRY COMMITTEE CHAIR	3 00	X						24,425	0	0
(6) PATRICIA HUNT-PREHEIM COMMITTEE CHAIR	3 00	X						19,250	0	0
(7) MICHAEL BUSSE COMMITTEE CHAIR	3 00	X						0	0	15,675
(8) DR FRANK MAGGIO COMMITTEE CHAIR	3 00	X						26,400	0	0
(9) LORRAINE ARVIN DIRECTOR	2 00	X						14,425	0	0
(10) NANCY COZZI DIRECTOR	2 00	X						14,137	0	2,462
(11) DR RICHARD HESS DIRECTOR	2 00	X						13,975	0	0
(12) DR ALLEN KNOX DIRECTOR	2 00	X						12,187	0	62
(13) DR DENNIS MANNING DIRECTOR	2 00	X						7,415	0	0
(14) BERNARD GLOSSY PRESIDENT & CEO	40 00			X				607,435	0	34,550
(15) STACEY BONN CAO & INTERIM CFO	40 00			X				325,046	0	28,171
(16) HAZEL FISHER-GABLE SVP & CHIEF CORPORATE COUNSEL	40 00			X				352,677	0	31,915
(17) STEPHEN RETZSCH VP NATIONAL ACCOUNTS	40 00				X			396,306	0	30,976

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 (do not check more than one box, unless person is both an officer and a director/trustee)					(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	
		Or Director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee	Former		
(18) MICHAEL WHITE VP UNDERWRITING	40 00				X			219,055	0	23,882
(19) KARYN GLOGOWSKI VP DIRECTOR SALES	40 00				X			193,961	0	11,832
(20) TERRI BON CONTROLLER	40 00					X		179,147	0	35,522
(21) LINDA NASTI SR SALES EXECUTIVE	40 00					X		172,412	0	36,603
(22) THERESA MARSHALL SR SALES EXECUTIVE	40 00					X		166,194	0	38,124
(23) THOMAS GEARY SR SALES EXECUTIVE	40 00					X		163,596	0	34,789
(24) DR KATINA SPADONI-MORELLI DENTAL CONSULTANT	40 00					X		161,853	0	31,310
(25) THOMAS COLGAN FORMER SVP MARKETING	0 00						X	336,366	0	17,233
(26) DR ROBERT DENNISON FORMER CEO	0 00						X	288,520	0	0
(27) ROSS GOSNELL FORMER SVP IT	0 00						X	137,896	0	0
(28) TAMERA ROBINSON FORMER SVP & CFO	0 00						X	126,250	0	2,009
(29) IRENE VASQUEZ FORMER SVP OPERATIONS	0 00						X	214,225	0	22,910
(30) JEANETTE BATTISTA FORMER VP SALES	0 00						X	207,505	0	31,339
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								4,449,183	0	446,255

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **►29**

	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. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
ADVANTECH INC 2801 HOVER ROAD STEVENS POINT, WI 54481	IT SYSTEM MAINTENANCE	2,437,895
EMDEON BUSINESS SERVICES 3183 RIDER TRAIL SOUTH EARTH CITY, MO 63045	INVOICE AND CLAIMS PRINTING	1,888,900
THE MEYOCKS GROUP 6800 LAKE DRIVE WEST DES MOINES, IA 50266	ADVERTISING AND MARKETING	656,429
RICHARDS GRAPHIC COMMUNICATIONS 2700 VAN BUREN ST BELLWOOD, IL 60104	COMMERCIAL PRINTER	601,307
GTESS 2435 N CENTERAL EXPRESSWAY SUITE RICHARDSON, TX 75080	IMAGE RECOGNITION PROCESSING	552,096
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►16		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
						Contributions, gifts, grants and other similar amounts
1a	Federated campaigns	1a				
b	Membership dues	1b				
c	Fundraising events	1c				
d	Related organizations	1d				
e	Government grants (contributions)	1e				
f	All other contributions, gifts, grants, and similar amounts not included above	1f				
g	Noncash contributions included in lines 1a-1f \$					
h	Total. Add lines 1a-1f	►				
Program Service Revenue	2a	PREMIUMS	Business Code			
			524114	535,763,697	535,763,697	
	b	BUILDING	531190	463,755	463,755	
	c					
	d					
	e					
	f	All other program service revenue				
g	Total. Add lines 2a-2f	►	536,227,452			
3	Investment income (including dividends, interest and other similar amounts)	►	1,799,799		1,799,799	
4	Income from investment of tax-exempt bond proceeds	►				
5	Royalties	►				
6a	Gross rents	(I) Real	(II) Personal			
b	Less rental expenses					
c	Rental income or (loss)					
d	Net rental income or (loss)	►				
7a	Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
		6,313,243				
b	Less cost or other basis and sales expenses	6,176,610				
c	Gain or (loss)	136,633				
d	Net gain or (loss)	►	136,633		136,633	
8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b	Less direct expenses	b				
c	Net income or (loss) from fundraising events	►				
9a	Gross income from gaming activities See Part IV, line 19	a				
b	Less direct expenses	b				
c	Net income or (loss) from gaming activities	►				
10a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b				
c	Net income or (loss) from sales of inventory	►				
	Miscellaneous Revenue	Business Code				
11a	OTHER INCOME	900099	27,993		27,993	
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d	►	27,993			
12	Total revenue. See Instructions	►	538,191,877	535,763,697	463,755	1,964,425

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)

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

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 United States See Part IV, line 21	675,000	675,000		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members	491,320,354	491,320,354		
5 Compensation of current officers, directors, trustees, and key employees	4,704,946	568,194	4,136,752	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	5,962,945	4,963,143	999,802	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	775,091	370,752	404,339	
9 Other employee benefits	742,106	407,511	334,595	
10 Payroll taxes	2,171,216	1,341,669	829,547	
11 Fees for services (non-employees)				
a Management				
b Legal	136,411		136,411	
c Accounting	116,013		116,013	
d Lobbying				
e Professional fundraising See Part IV, line 17				
f Investment management fees	204,671		204,671	
g Other	1,017,723	339,618	678,105	
12 Advertising and promotion	903,830	108,716	795,114	
13 Office expenses	852,749	800,521	52,228	
14 Information technology	3,623,213	3,619,053	4,160	
15 Royalties				
16 Occupancy	324,508		324,508	
17 Travel	174,890	49,094	125,796	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	91,201	25,769	65,432	
20 Interest	537,562		537,562	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,109,554	142,237	967,317	
23 Insurance	308,386		308,386	
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 BROKER COMMISSIONS	7,761,733	7,761,733	0	
b PRINTING & PUBLICATIONS	2,168,096	1,670,861	497,235	
c INSURANCE DEPT FEES	633,955	588,727	45,228	
d BANK FEES	308,567	0	308,567	
e				
f All other expenses	1,327,141	297,333	1,029,808	
25 Total functional expenses. Add lines 1 through 24f	527,951,861	515,050,285	12,901,576	0
26 Joint costs. Check here <input type="checkbox"/> <input checked="" type="checkbox"/> 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	0	1	1,845,055
	2 Savings and temporary cash investments	2		
	3 Pledges and grants receivable, net	3		
	4 Accounts receivable, net	8,103,380	4	54,115,397
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6		
	7 Notes and loans receivable, net	7		
	8 Inventories for sale or use	8		
	9 Prepaid expenses and deferred charges	872,826	9	1,156,181
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	21,145,841		
	b Less accumulated depreciation	10a	1,948,064	20,054,282
			10c	19,197,777
	11 Investments—publicly traded securities	46,704,043	11	48,112,936
	12 Investments—other securities See Part IV, line 11	5,259,819	12	5,563,448
	13 Investments—program-related See Part IV, line 11	13		
	14 Intangible assets	14		
	15 Other assets See Part IV, line 11	239,751	15	244,754
	16 Total assets. Add lines 1 through 15 (must equal line 34)	81,234,101	16	130,235,548
Liabilities	17 Accounts payable and accrued expenses	12,144,250	17	11,394,140
	18 Grants payable	18		
	19 Deferred revenue	3,475,527	19	4,256,776
	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	10,302,709	23	10,178,945
	24 Unsecured notes and loans payable to unrelated third parties	24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	11,027,037	25	50,309,254
	26 Total liabilities. Add lines 17 through 25	36,949,523	26	76,139,115
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	27		
	28 Temporarily restricted net assets	28		
	29 Permanently restricted net assets	29		
Net Assets or Fund Balances	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	44,284,578	32	54,096,433
	33 Total net assets or fund balances	44,284,578	33	54,096,433
Net Assets or Fund Balances	34 Total liabilities and net assets/fund balances	81,234,101	34	130,235,548

Part XI Reconciliation of Net AssetsCheck 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	538,191,877
2 Total expenses (must equal Part IX, column (A), line 25)	2	527,951,861
3 Revenue less expenses Subtract line 2 from line 1	3	10,240,016
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	44,284,578
5 Other changes in net assets or fund balances (explain in Schedule O)	5	-428,161
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	54,096,433

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? <input type="checkbox"/>	2a	No
2b Were the organization's financial statements audited by an independent accountant? <input type="checkbox"/>	2b	Yes
2c 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 <input type="checkbox"/>	2c	Yes
2d 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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? <input type="checkbox"/>	3a	No
3b 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 <input type="checkbox"/>	3b	

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2011****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

**Open to Public
Inspection**

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization DELTA DENTAL OF ILLINOIS	Employer identification number 36-2612058
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
- 2 Political expenditures ► \$ _____
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- 4b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount Enter the amount from the following table in both columns			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a If zero or less, enter -0-			
i Subtract line 1f from line 1c If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes	<input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)	
	Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of				
a Volunteers?				
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?				
c Media advertisements?				
d Mailings to members, legislators, or the public?				
e Publications, or published or broadcast statements?				
f Grants to other organizations for lobbying purposes?				
g Direct contact with legislators, their staffs, government officials, or a legislative body?				
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?				
i Other activities? If "Yes," describe in Part IV				
j Total lines 1c through 1i				
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?				
b If "Yes," enter the amount of any tax incurred under section 4912				
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	No
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	Yes
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	No

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid)	2a	
a Current year	2b	
b Carryover from last year	2c	
c Total	3	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	5	
5 Taxable amount of lobbying and political expenditures (see instructions)		

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 11. Also, complete this part for any additional information

Identifier	Return Reference	Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2011****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
DELTA DENTAL OF ILLINOIS**Employer identification number**
36-2612058**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
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? Yes No

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

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

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

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

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

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

► b Assets included in Form 990, Part X ► \$ _____

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

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

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

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
1c	
1d	
1e	
1f	

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

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

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

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

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

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Term endowment ►

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

(i) unrelated organizations	Yes	No
---------------------------------------	-----	----

(ii) related organizations	Yes	No
--------------------------------------	-----	----

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

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

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

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	3,096,941			3,096,941
b Buildings	16,066,877	1,038,015		15,028,862
c Leasehold improvements				
d Equipment	282,030	199,535		82,495
e Other	1,699,993	710,514		989,479
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				19,197,777

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		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.)		

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.

(a) Description of Liability	(b) Amount	
Federal Income Taxes		
UNPAID CLAIMS AND CLAIMS ADJUSTMENT EXPENSE	8,301,000	
SELF-INSURED UNPAID CLAIMS	42,008,254	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.)	50,309,254	

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	538,191,877
2 Total expenses (Form 990, Part IX, column (A), line 25)	2	527,951,861
3 Excess or (deficit) for the year Subtract line 2 from line 1	3	10,240,016
4 Net unrealized gains (losses) on investments	4	-428,161
5 Donated services and use of facilities	5	
6 Investment expenses	6	
7 Prior period adjustments	7	
8 Other (Describe in Part XIV)	8	
9 Total adjustments (net) Add lines 4 - 8	9	-428,161
10 Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	9,811,855

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	537,523,451
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	0
3 Subtract line 2e from line 1	3	537,523,451
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	204,671
b Other (Describe in Part XIV)	4b	463,755
c Add lines 4a and 4b	4c	668,426
5 Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	538,191,877

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

1 Total expenses and losses per audited financial statements	1	527,283,435
2 Amounts included on line 1 but not on Form 990, Part IX, line 25		
a Donated services and use of facilities	2a	
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	0
3 Subtract line 2e from line 1	3	527,283,435
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	204,671
b Other (Describe in Part XIV)	4b	463,755
c Add lines 4a and 4b	4c	668,426
5 Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	527,951,861

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
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE COMPANY'S APPLICATION OF GAAPUSA REGARDING UNCERTAIN TAX POSITIONS HAD NO EFFECT ON ITS FINANCIAL POSITION AS MANAGEMENT BELIEVES THE COMPANY HAS NO MATERIAL UNRECOGNIZED INCOME TAX BENEFITS THE COMPANY WOULD ACCOUNT FOR ANY POTENTIAL INTEREST OR PENALTIES RELATED TO POSSIBLE FUTURE LIABILITIES FOR UNRECOGNIZED INCOME TAX BENEFITS AS INCOME TAX EXPENSE THE COMPANY IS NO LONGER SUBJECT TO EXAMINATION BY TAX AUTHORITIES FOR FEDERAL, STATE OR LOCAL INCOME TAXES FOR PERIODS BEFORE 2008
PART XII, LINE 4B - OTHER ADJUSTMENTS		RENTAL INCOME REPORTED ON PART VII 463,755
PART XIII, LINE 4B - OTHER ADJUSTMENTS		RENTAL INCOME REPORTED ON PART VII 463,755

**Schedule I
(Form 990)**

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

2011

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Department of the Treasury
Internal Revenue Service

Name of the organization
DELTA DENTAL OF ILLINOIS

Employer identification number

Part I General Information on Grants and Assistance

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

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

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

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
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 DELTA DENTAL OF ILLINOIS DIRECTORS AND OFFICERS HAVE THE MAJORITY OF SEATS ON THE DELTA DENTAL OF ILLINOIS FOUNDATION BOARD, AND THEREFORE MONITOR AND APPROVE HOW GRANT MONEY IS USED AND TRACKED

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2011**Open to Public
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Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Name of the organization
DELTA DENTAL OF ILLINOIS**Employer identification number**

36-2612058

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input checked="" type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> 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 or provision of all the expenses described above? If "No," complete Part III to explain

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?

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

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> 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?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

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?

b Any related organization?

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?

b Any related organization?

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a	Yes	
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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

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

Note. The sum of columns (B)(i)-(III) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information

Identifier	Return Reference	Explanation
	PART I, LINE 1A	OFFICERS ARE ALLOWED TO TRAVEL FIRST CLASS WHEN TRAVELING TO ORGANIZATIONAL EVENTS WHERE FLIGHTS ARE OVER 2 HOURS AND THE BENEFIT IS CONSIDERED A TAXABLE FRINGE BENEFIT. THE OFFICERS OF THE ORGANIZATION ARE REIMBURSED FOR HEALTH CLUB MEMBERSHIP DUES UP TO \$100 PER MONTH PER COMPANY POLICY. IN ADDITION, WHEN TRAVELING TO CERTAIN ORGANIZATIONAL EVENTS, OFFICERS AND DIRECTORS ARE REIMBURSED FOR THEIR COMPANION'S TRAVEL EXPENSES AS A TAXABLE BENEFIT.
	PART I, LINE 4A	THOMAS COLGAN, SVP OF MARKETING, RECEIVED SEVERANCE OF \$336,366. ROBERT DENNISON, PRESIDENT AND CEO, RECEIVED SEVERANCE OF \$288,520. ROSS GOSNELL, SVP OF IT, RECEIVED SEVERANCE OF \$137,896. TAMERA ROBINSON, SVP AND CFO, RECEIVED SEVERANCE OF \$126,250. IRENE VASQUEZ, SVP OPERATIONS, RECEIVED SEVERANCE OF \$214,225.

Software ID:
Software Version:
EIN: 36-2612058
Name: DELTA DENTAL OF ILLINOIS

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) 422,831 (ii) 0	90,000 0	94,604 0	0 0	34,550 0	641,985 0	0 0
STACEY BONN	(i) 274,039 (ii) 0	24,658 0	26,349 0	0 0	28,171 0	353,217 0	0 0
HAZEL FISHER-GABLE	(i) 254,770 (ii) 0	90,328 0	7,579 0	0 0	31,915 0	384,592 0	0 0
STEPHEN RETZSCH	(i) 127,386 (ii) 0	49,480 0	219,440 0	0 0	30,976 0	427,282 0	0 0
MICHAEL WHITE	(i) 156,789 (ii) 0	51,891 0	10,375 0	0 0	23,882 0	242,937 0	0 0
KARYN GLOGOWSKI	(i) 123,423 (ii) 0	0 0	70,538 0	0 0	11,832 0	205,793 0	0 0
TERRI BON	(i) 132,263 (ii) 0	46,275 0	609 0	0 0	35,522 0	214,669 0	0 0
LINDA NASTI	(i) 80,819 (ii) 0	7,036 0	84,557 0	0 0	36,603 0	209,015 0	0 0
THERESA MARSHALL	(i) 71,833 (ii) 0	5,188 0	89,173 0	0 0	38,124 0	204,318 0	0 0
THOMAS GEARY	(i) 84,597 (ii) 0	7,052 0	71,947 0	0 0	34,789 0	198,385 0	0 0
DR KATINA SPADONI-MORELLI	(i) 150,789 (ii) 0	10,568 0	496 0	0 0	31,310 0	193,163 0	0 0
THOMAS COLGAN	(i) 0 (ii) 0	0 0	336,366 0	0 0	17,233 0	353,599 0	0 0
DR ROBERT DENNISON	(i) 0 (ii) 0	0 0	288,520 0	0 0	0 0	288,520 0	0 0
ROSS GOSNELL	(i) 0 (ii) 0	0 0	137,896 0	0 0	0 0	137,896 0	0 0
TAMERA ROBINSON	(i) 0 (ii) 0	0 0	126,250 0	0 0	2,009 0	128,259 0	0 0
IRENE VASQUEZ	(i) 0 (ii) 0	0 0	214,225 0	0 0	22,910 0	237,135 0	0 0
JEANETTE BATTISTA	(i) 121,688 (ii) 0	83,125 0	2,692 0	0 0	31,339 0	238,844 0	0 0

Schedule L

Transactions with Interested Persons

OMB No 1545-0047

2011

Department of the Treasury
Internal Revenue Service

- 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.

**Open to Public
Inspection**

Name of the organization
DELTA DENTAL OF ILLINOIS

Employer identification number

36-261205

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.

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.

Part III Grants or Assistance Benefitting Interested Persons.

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

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
(1) TRUASSURE	SUBSIDIARY	124,467	SALE OF INSURANCE PRODUCTS BY TRUASSURE TO DELTA DENTAL OF ILLINOIS		No
(2) DR ALAN JURGENS THROUGH JURGENS AN	DIRECTOR	244,348	PAYMENTS TO DENTAL PRACTICE FOR DENTAL SERVICES PROVIDED UNDER DENTAL INSURANCE POLICY		No

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 V	RELATIONSHIP BETWEEN INTERESTED PERSON AND THE ORGANIZATION	BERNARD GLOSSY, HAZEL FISHER-GABLE, AND STACEY BONN ARE OFFICERS/KEY EMPLOYEES IN BOTH DELTA DENTAL OF ILLINOIS AND TRUASSURE INSURANCE COMPANY DR RICHARD PERRY, MR JOHN MAPLES, DR FRANK MAGGIO, AND MS PATRICIA HUNT-PREHEIM ARE DIRECTORS IN BOTH DELTA DENTAL OF ILLINOIS AND TRUASSURE INSURANCE COMPANY

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.

2011**Open to Public
Inspection**Name of the organization
DELTA DENTAL OF ILLINOIS**Employer identification number**

36-2612058

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	UNDER THE ENABLING STATUTE THAT GOVERNS THE ORGANIZATION - THE ILLINOIS DENTAL SERVICE PLAN ACT - THE MEMBERS OF DELTA DENTAL OF ILLINOIS ARE THE PARTICIPATING DENTISTS (DEFINED AS ANY DENTIST LICENSED IN ILLINOIS TO PRACTICE DENTISTRY WHO IS REPUTABLE AND IN GOOD STANDING AND HAS SIGNED AN AGREEMENT TO BECOME A PARTICIPATING DENTIST OF THE ORGANIZATION) AND THE GROUP SUBSCRIBERS WHO PURCHASE A DENTAL BENEFIT PROGRAM FROM THE ORGANIZATION
	FORM 990, PART VI, SECTION A, LINE 7A	AT THE ANNUAL MEMBERSHIP MEETING OF THE ORGANIZATION, THE MEMBERS REFERENCED IN PART VI, LINE 6 ELECT THE MEMBERS OF THE GOVERNING BODY, I E DIRECTORS, WHOSE TERM OF DIRECTORSHIP HAS EXPIRED
	FORM 990, PART VI, SECTION A, LINE 7B	PLEASE SEE THE RESPONSE FOR ITEM 7A
	FORM 990, PART VI, SECTION B, LINE 11	THE BOARD OF THE ORGANIZATION RETAINS THE SERVICES OF AN INDEPENDENT CPA FIRM TO ASSIST IN THE PREPARATION OF THE ORGANIZATION'S FORM 990. THE CPA FIRM ASSISTS MANAGEMENT IN PREPARING AND FINALIZING FORM 990. THE DRAFT OF FORM 990, INCLUDING ALL SCHEDULES, IS REVIEWED BY THE AUDIT AND FINANCE COMMITTEE, AND THEN DISTRIBUTED TO ALL VOTING MEMBERS OF THE GOVERNING BODY, I E THE DIRECTORS. THE ORGANIZATION'S MANAGEMENT, AND IF NEEDED ITS CPA FIRM, ADDRESS ANY QUESTIONS OR COMMENTS SUBMITTED BY THE ORGANIZATION'S GOVERNING BODY BEFORE FILING ITS FORM 990. AFTER THE AUDIT AND FINANCE COMMITTEE'S REVIEW AND MANAGEMENT ADDRESSES QUESTIONS OR COMMENTS FROM THE DIRECTORS, THE DRAFT FORM 990 IS FINALIZED AND FILED WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	LEGAL COUNSEL FOR THE ORGANIZATION REVIEWS THE ORGANIZATION'S CONFLICT OF INTEREST POLICY ANNUALLY WITH THE OFFICERS, DIRECTORS (TRUSTEES) AND KEY EMPLOYEES. AFTER THIS REVIEW, THE INDIVIDUALS OCCUPYING THESE POSITIONS ARE REQUIRED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT. POTENTIAL CONFLICTS ARE LOGGED WITH THE SECRETARY OF THE ORGANIZATION AND ANY CHANGES TO THE DISCLOSURE FORM ARE TO BE REPORTED TO THE CHIEF LEGAL OFFICER OF THE ORGANIZATION
	FORM 990, PART VI, SECTION B, LINE 15	CEO COMPENSATION IS REVIEWED BY THE BOARD OF DIRECTORS. THE BOARD PERIODICALLY ENGAGES AN INDEPENDENT CONSULTING FIRM TO ADVISE OF COMPENSATION LEVELS OF SIMILARLY SITUATED CEOS BASED UPON SURVEYS AND DATA PROVIDED BY OTHER ORGANIZATIONS AS LISTED ON THEIR FORM 990. THIS DATA, OR THE DATA REPRESENTED TO THE COMPENSATION COMMITTEE AT SCHEDULED MEETINGS AND MINUTES OF THESE MEETINGS ARE CONTEMPORANEOUSLY PREPARED. THE COMMITTEE MAKES A RECOMMENDATION TO THE BOARD FOR APPROVAL
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE THROUGH APPLICABLE GOVERNMENTAL AGENCIES. THE CONFLICT OF INTEREST POLICY IS AVAILABLE UPON WRITTEN REQUEST TO THE ORGANIZATION
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -428,161

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2011

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Department of the Treasury
Internal Revenue Service

Name of the organization

DELTA DENTAL OF ILLINOIS

Employer identification number

36-2612058

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

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.)

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.)

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.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III or IV**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)
- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b	Yes	
1c		No
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m	Yes	
1n	Yes	
1o		No
1p	Yes	
1q	Yes	
1r	Yes	

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)	TRUASSURE INSURANCE COMPANY	L	125,467	MAINTAINED RECORDS AT FMV
(2)	TRUASSURE INSURANCE COMPANY	P	73,847	MAINTAINED RECORDS AT FMV
(3)	TRUASSURE INSURANCE COMPANY	Q	3,018,896	MAINTAINED RECORDS AT FMV
(4)	TRUASSURE INSURANCE COMPANY	R	585,656	MAINTAINED RECORDS AT FMV
(5)	DELTA DENTAL OF ILLINOIS FOUNDATION	B	675,000	MAINTAINED RECORDS AT FMV
(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.

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 36-2612058
Name: DELTA DENTAL OF ILLINOIS

Form 990, Special Condition Description:**Special Condition Description****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
		Or director	Individual trustee	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	
SHARON K HEATON CHAIRMAN	5 00	X						32,025	0 0
CRAIG GRANNON COMMITTEE CHAIR	3 00	X						3,325	0 16,500
DR ALAN JURGENS COMMITTEE CHAIR	3 00	X						14,050	0 391
JOHN MAPLES COMMITTEE CHAIR	3 00	X						19,125	0 0
DR RICHARD PERRY COMMITTEE CHAIR	3 00	X						24,425	0 0
PATRICIA HUNT-PREHEIM COMMITTEE CHAIR	3 00	X						19,250	0 0
MICHAEL BUSSE COMMITTEE CHAIR	3 00	X						0	0 15,675
DR FRANK MAGGIO COMMITTEE CHAIR	3 00	X						26,400	0 0
LORRAINE ARVIN DIRECTOR	2 00	X						14,425	0 0
NANCY COZZI DIRECTOR	2 00	X						14,137	0 2,462
DR RICHARD HESS DIRECTOR	2 00	X						13,975	0 0
DR ALLEN KNOX DIRECTOR	2 00	X						12,187	0 62
DR DENNIS MANNING DIRECTOR	2 00	X						7,415	0 0
BERNARD GLOSSY PRESIDENT & CEO	40 00		X					607,435	0 34,550
STACEY BONN CAO & INTERIM CFO	40 00		X					325,046	0 28,171
HAZEL FISHER-GABLE SVP & CHIEF CORPORATE COUNSEL	40 00		X					352,677	0 31,915
STEPHEN RETZSCH VP NATIONAL ACCOUNTS	40 00			X				396,306	0 30,976
MICHAEL WHITE VP UNDERWRITING	40 00			X				219,055	0 23,882
KARYN GLOGOWSKI VP DIRECTOR SALES	40 00			X				193,961	0 11,832
TERRI BON CONTROLLER	40 00				X			179,147	0 35,522
LINDA NASTI SR SALES EXECUTIVE	40 00				X			172,412	0 36,603
THERESA MARSHALL SR SALES EXECUTIVE	40 00				X			166,194	0 38,124
THOMAS GEARY SR SALES EXECUTIVE	40 00				X			163,596	0 34,789
DR KATINA SPADONI-MORELLI DENTAL CONSULTANT	40 00				X			161,853	0 31,310
THOMAS COLGAN FORMER SVP MARKETING	0 00					X		336,366	0 17,233

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	Office	Highest compensated employee	Former			
DR ROBERT DENNISON FORMER CEO	0 00					X	288,520	0	0
ROSS GOSNELL FORMER SVP IT	0 00					X	137,896	0	0
TAMERA ROBINSON FORMER SVP & CFO	0 00					X	126,250	0	2,009
IRENE VASQUEZ FORMER SVP OPERATIONS	0 00					X	214,225	0	22,910
JEANETTE BATTISTA FORMER VP SALES	0 00					X	207,505	0	31,339