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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2011

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
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
DELTA DENTAL PLAN OF MICHIGAN INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
4100 OKEMOS ROAD

City or town, state or country, and ZIP + 4
OKEMOS, MI 48864

D Employer identification number
38-1791480

E Telephone number
(517) 349-6000

G Gross receipts $ 1,412,588,764

F Name and address of principal officer
THOMAS J FLESZAR DDS M
4100 OKEMOS ROAD
OKEMOS, MI 48864

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

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

H(c) Group exemption number ▶

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

J Website: ▶ WWW DDPMI COM

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 1957 | **M** State of legal domicile MI

Part I Summary

1 Briefly describe the organization's mission or most significant activities
TO BE THE LEADER IN OUR MARKETS, TO DELIVER UNMATCHED QUALITY AND VALUE IN OUR PROGRAMS AND SERVICES, AND TO VIGOROUSLY PROMOTE THE IMPORTANCE OF ORAL HEALTH AS AN ESSENTIAL PART OF OVERALL HEALTH

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**	16
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	14
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	868
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	9,315,630
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-722,589

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	0	0
	9 Program service revenue (Part VIII, line 2g)	1,296,150,820	1,319,971,581
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,334,961	3,095,297
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	46,491,584	52,993,475
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,347,977,365	1,376,060,353
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	637,000	6,068,000
	14 Benefits paid to or for members (Part IX, column (A), line 4)	1,174,358,975	1,182,628,421
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	63,909,575	66,254,288
	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)	74,088,171	79,230,240
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,312,993,721	1,334,180,949
	19 Revenue less expenses Subtract line 18 from line 12	34,983,644	41,879,404

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	383,149,845	418,291,162
	21 Total liabilities (Part X, line 26)	121,838,194	154,393,088
	22 Net assets or fund balances Subtract line 21 from line 20	261,311,651	263,898,074

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

****** | 2012-11-12
Signature of officer | Date

GORAN JURKOVIC CHIEF FINANCIAL OFFICER
Type or print name and title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed	Preparer's taxpayer identification number (see instructions)
SUSAN MIENCIER CPA		☐	P00842339

Firm's name (or yours if self-employed), address, and ZIP + 4
PLANTE & MORANPLLC
1111 MICHIGAN AVE PO BOX 2500
EAST LANSING, MI 488262500

EIN ▶ 38-1357951

Phone no ▶ (517) 332-6200

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

Part III **Statement of Program Service Accomplishments**

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

1 Briefly describe the organization's mission

TO BE THE LEADER IN OUR MARKETS, TO DELIVER UNMATCHED QUALITY AND VALUE IN OUR PROGRAMS AND SERVICES, AND TO VIGOROUSLY PROMOTE THE IMPORTANCE OF ORAL HEALTH AS AN ESSENTIAL PART OF OVERALL HEALTH

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the 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 $ 1,271,996,550 including grants of $ 6,068,000) (Revenue $ 1,363,192,050)

PROMOTING DENTAL CAREDELTA DENTAL PLAN OF MICHIGAN, INC IS A LEADING GROUP DENTAL BENEFITS PROVIDER IN THE MIDWEST THE PURPOSE OF THE ORGANIZATION IS TO ADVANCE AND PROMOTE THE IMPROVEMENT OF ORAL HEALTH THIS IS DONE BY OFFERING INNOVATIVE, COST-EFFECTIVE PRODUCTS THAT MEET THE NEEDS OF CUSTOMERS THIS WAS DEMONSTRATED IN 2011 BY PAYING OUT OVER $1 1 BILLION AND BY PROVIDING DENTAL BENEFITS FOR THE PUBLIC AND ADVANCING THE SCIENCE OF DENTISTRY IN ADDITION, NEARLY 7 MILLION CLAIMS WERE PROCESSED FOR OVER 1 7 MILLION SUBSCRIBERS COST SAVING STRATEGIESDELTA DENTAL BENEFIT PLANS ARE COMMITTED TO SAVING GROUPS AND SUBSCRIBERS MONEY THE DELTA DIFFERENCE IS AN INTEGRATION OF ACTIVITIES, SUCH AS COST MANAGEMENT POLICIES, FEE REDUCTION AGREEMENTS WITH DENTISTS, AND AN ANTI-FRAUD HOTLINE, PUT TO WORK ENSURING QUALITY, COST-EFFECTIVE DENTAL BENEFIT DELIVERY IN 2011, THE DELTA DIFFERENCE SAVED GROUPS AND SUBSCRIBERS NEARLY $767 MILLION IN ADDITION, THE DELTA DIFFERENCE HELPS KEEP OUR TREND BELOW THE NATIONAL INFLATIONARY TREND IN DENTAL BENEFITS ANOTHER COST SAVING STRATEGY WAS THE ADVENT OF A SECURE WEB SITE ALLOWING DENTAL OFFICES TO SUBMIT AND REVIEW CLAIMS, CHECK ELIGIBILITY AND GET REIMBURSED VIA ELECTRONIC DIRECT DEPOSIT MANY DENTISTS MAIL CLAIMS INCURRING POSTAGE COSTS UP TO 70 CENTS PER CLAIM BY USING THE DENTAL OFFICE TOOLKIT, THESE COSTS ARE REDUCED TO ZERO THE ONLINE TOOL REDUCES STAFF TIME FOR CLAIMS PROCESSING AND WILL ULTIMATELY LOWER THE COST OF DOING BUSINESS FOR EVERYONE, INCLUDING CUSTOMERS AND SUBSCRIBERS QUALITY INITIATIVES AND RESULTSBRINGING QUALITY TO ALL WE DO IS THE QUALITY POLICY FOR DELTA DENTAL PLAN OF MICHIGAN, INC THE AFFILIATED DELTA DENTAL PLANS OF MICHIGAN, OHIO AND INDIANA HOLD THE PRESTIGIOUS ISO 9001 CERTIFICATION, UNDERSCORING OUR COMMITMENT TO PROVIDING QUALITY PRODUCTS AND SERVICES THAT SURPASS CUSTOMER'S EXPECTATIONS QUALITY STANDARDS ARE EXTREMELY RIGOROUS AND GUARANTEE THAT DELTA DENTAL HAS DOCUMENTED ITS QUALITY PROCEDURES AND SYSTEMS THROUGHOUT THE COMPANY THE LONGSTANDING COMMITMENT TO PROVIDING QUALITY TO CUSTOMERS, DENTISTS, SUBSCRIBERS AND OTHER BUSINESS PARTNERS HAS NOW BEEN INTERNATIONALLY RECOGNIZED IN JULY 2003, OUR CUSTOMER SERVICE CALL CENTER WAS CERTIFIED BY BENCHMARKPORTAL AS A "CERTIFIED CENTER OF EXCELLENCE" OFFERING "WORLD-CLASS" CUSTOMER SERVICE THIS CERTIFICATION WAS AWARDED FOLLOWING A LENGTHY AND RIGOROUS AUDIT THAT DOCUMENTED THE PERFORMANCE OF OUR CALL CENTER AGAINST THE BEST PRACTICES OF A PEER GROUP OF COMPARABLE CUSTOMER SERVICE CALL CENTERS THESE CALL CENTERS INCLUDED THOSE OF ALL OUR MAJOR COMMERCIAL COMPETITORS IN JANUARY 2007, BENCHMARKPORTAL AGAIN RECOGNIZED DELTA DENTAL WITH A CERTIFICATE OF EXCELLENCE CURRENT RESULTS REVEALED THAT DELTA DENTAL'S PERFORMANCE OUTRANKED ALL OTHER CORPORATIONS IN THE DENTAL INDUSTRY AND RANKED SECOND COMPARED TO THE BENCHMARKED HEALTH CARE INDUSTRY QUALITY SERVICE IS ALSO MEASURED THROUGH INTERNAL AUDITS RESULTS INDICATE OVER 95 PERCENT OF CLAIMS ARE PROCESSED WITHIN 10 WORKING DAYS COMMITMENT TO THE COMMUNITYDELTA DENTAL PLAN OF MICHIGAN, INC BELIEVES ADVANCES IN DENTAL RESEARCH AND ENHANCED EDUCATIONAL OPPORTUNITIES FOR DENTISTS GO A LONG WAY TOWARD IMPROVING ORAL HEALTH THE COMPANY IS A KEY PLAYER IN GROUNDBREAKING RESEARCH ON TRENDS IN ORAL HEALTH IN THE INSURED POPULATION THE DELTA DENTAL FUND, THE COMPANY'S PHILANTHROPIC AFFILIATE, ENCOURAGES ADVANCES IN DENTISTRY AND SUPPORTS DENTAL EDUCATION AND RESEARCH ONLY AN ORGANIZATION OF DELTA DENTAL'S SIZE AND EXPERIENCE IN THE BENEFITS FIELD WOULD HAVE OVER 25 YEARS WORTH OF EXTENSIVE DATA REGARDING DENTAL TREATMENT PATTERNS OVER EXTENDED PERIODS OF TIME BECAUSE OF ITS COMMITMENT TO ADVANCING THE SCIENCE OF DENTISTRY, EACH YEAR THE COMPANY GRANTS RESEARCHERS AT FIVE DENTAL SCHOOLS IN MICHIGAN, OHIO AND INDIANA ACCESS TO THIS IMPORTANT INFORMATION TO STUDY ORAL HEALTH TRENDS THE RESULTS OF THEIR STUDIES WILL ADD SIGNIFICANT DATA TO THE BODY OF KNOWLEDGE IN THE FIELD OF DENTISTRY SINCE IT WAS FORMED IN 1980, THE DELTA DENTAL FUND HAS GRANTED ALMOST $15 MILLION TOWARD THE ADVANCEMENT OF DENTAL SCIENCE AND IMPROVEMENT OF THE ORAL HEALTH OF THE PUBLIC DELTA DENTAL FUND REGULARLY PROVIDES FUNDING FOR PROGRAMS THAT HELP AT-RISK POPULATIONS AND INDIVIDUALS WITH SPECIAL NEEDS OBTAIN DENTAL TREATMENT, FOR SCHOLARSHIP AND LEADERSHIP AWARDS TO DENTAL STUDENTS, FOR GRANTS TO PURCHASE LEARNING TOOLS AND OTHER PROGRAMS TO DENTAL SCHOOLS, FOR CONTINUING EDUCATION PROGRAMS FOR THE DENTAL PROFESSION, AND FOR EDUCATIONAL MATERIALS ON THE IMPORTANCE OF ORAL HEALTH AND HAZARDS TO ORAL HEALTH IN 2011, DELTA DENTAL FUND PROVIDED GRANTS TOTALING NEARLY $1 MILLION FOR DENTAL AND COMMUNITY RELATIONS PROJECTS AMONG THEM WAS A GRANT TO THE OHIO STATE UNIVERSITY COLLEGE OF DENTISTRY TO SUPPORT THE MOBILE DENTAL CLINIC IT OPERATES TO PROVIDE DENTAL TREATMENT TO THOUSANDS OF CHILDREN IN COLUMBUS, OHIO, WHO LACK ACCESS TO DENTAL CARE DELTA DENTAL PLAN OF MICHIGAN IS ALSO COMMITTED TO THE COMMUNITY DELTA DENTAL HAS ALWAYS BEEN KEENLY AWARE OF ITS CIVIC AND SOCIAL RESPONSIBILITY DELTA DENTAL PLANS ARE PROUD TO SHARE, THROUGH DIRECT FINANCIAL CONTRIBUTIONS, WITH HUNDREDS OF COMMUNITY AGENCIES AND GROUPS IN ADDITION, EMPLOYEES LOG COUNTLESS HOURS OF THEIR OWN TIME AS VOLUNTEERS COMMUNITY SUPPORT GENERALLY FALLS UNDER THE BROAD CATEGORIES THAT PROVIDE SUPPORT TO AGENCIES AND INSTITUTIONS SERVING CHILDREN, SENIORS, LOW-INCOME INDIVIDUALS, MINORITIES, AND THE DISABLED AND AT-RISK INDIVIDUALS, TO ORGANIZATIONS THAT PROMOTE EDUCATION, ARTS AND RECREATION AND COMMUNITY DEVELOPMENT, AND TO CHARITABLE PROJECTS OR PROGRAMS RECOMMENDED BY EMPLOYEES, CUSTOMERS, PARTICIPATING DENTISTS AND OTHER KEY GROUPS THROUGH A PUBLIC-PRIVATE PARTNERSHIP WITH THE MICHIGAN DEPARTMENT OF COMMUNITY HEALTH, DELTA DENTAL ADMINISTERS THE HEALTHY KIDS DENTAL AND MICHILD PROGRAMS HEALTHY KIDS DENTAL IS A DENTAL BENEFITS PROGRAM FOR MEDICAID BENEFICIARIES UNDER AGE 21 IT IS AVAILABLE IN 65 COUNTIES AND COVERS BASIC DENTAL HEALTH BENEFITS SUCH AS X-RAYS, CLEANINGS, CAVITY FILLINGS, ROOT CANALS, TOOTH EXTRACTIONS AND DENTURES MORE THAN 300,000 MICHIGAN CHILDREN ARE SERVED BY THIS PROGRAM MICHILD IS AN INSURANCE PROGRAM THAT IS STATE AND FEDERALLY FUNDED WHICH MAKES COMPREHENSIVE HEALTH AND DENTAL COVERAGE AVAILABLE TO UNINSURED LOW AND MIDDLE INCOME CHILDREN UNDER 19 YEARS OF AGE DELTA DENTAL PLAN OF MICHIGAN HAS APPLIED ITS ADMINISTRATIVE EXPERTISE AND DENTIST NETWORKS TO IMPROVING ORAL HEALTH CARE FOR THIS SEGMENT OF THE POPULATION ALSO UNEQUALED ACCESS TO DENTISTSTHE BENEFITS OF DELTA DENTAL ARE NOW AVAILABLE BEYOND THIS NATION'S BORDERS THROUGH A PARTNERSHIP WITH INTERNATIONAL SOS ASSISTANCE, INC , DELTA DENTAL ENROLLEES CAN NOW RECEIVE EXPERT TREATMENT FOR NON-EMERGENCY AND EMERGENCY DENTAL CARE WHEN THEY ARE OUTSIDE OF THE UNITED STATES FOR FIVE DECADES, DELTA DENTAL HAS HELPED PROMOTE ORAL HEALTH BY DESIGNING AND ADMINISTERING INNOVATIVE, COST-EFFECTIVE DENTAL BENEFIT PROGRAMS EXPERTS AT PLAN DESIGN, DELTA DENTAL HAS CREATED DENTAL BENEFIT PROGRAMS THAT MEET CUSTOMER COST-OBJECTIVES WHILE HELPING TO IMPROVE AND MAINTAIN ORAL HEALTH THE PROGRAMS FEATURE LARGE PANELS OF FULL-TIME PARTICIPATING DENTISTS IN FACT, 3 OUT OF 4 DENTISTS NATIONWIDE PARTICIPATE WITH DELTA DENTAL THIS KIND OF REACH HAS ENABLED MILLIONS OF PEOPLE TO RECEIVE COST-EFFECTIVE DENTAL CARE DELTA DENTAL'S GROUP MEMBERS ARE AFFORDED ADDED PROTECTION BECAUSE THEY GUARANTEE THAT PARTICIPATING DENTISTS WILL ACCEPT THEIR PAYMENT FOR COVERED SERVICES AND THAT NO CHARGES, OTHER THAN CO-PAYMENTS AND DEDUCTIBLES WILL BE BILLED THIS LOWERS CLAIM COSTS FOR CUSTOMERS AND REDUCES OUT-OF-POCKET COSTS FOR SUBSCRIBERS WITH TWO NETWORKS OF FULL-TIME PARTICIPATING DENTISTS IN ONE INTEGRATED CLAIMS SYSTEM, DELTA DENTAL CAN DELIVER TO CUSTOMERS AND GROUP MEMBERS, THE GREATEST ACCESS AT THE BEST COST

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

4c (Code) (Expenses $ including grants of $) (Revenue $)

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

4e **Total program service expenses** ▶ $ 1,271,996,550

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1		No
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3	Yes	
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts 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*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, 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*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	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)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**	Yes	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**	Yes	
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**	50,786		
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	**1b**	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	**1c**		Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	**2a**	868		
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).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	**7a**			
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	**7b**			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	**7c**			
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	**7e**			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	**7f**			
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	**7g**			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	**7h**			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	**8**			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	**9a**			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	**9b**			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	**12a**			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** 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	**13a**			
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	**13b**			
c	Enter the aggregate amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	**14a**			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	**14b**			

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

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

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	16		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	14		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		5		No
6	Did the organization have members or stockholders?		6	Yes	
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?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
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?	16b	Yes	

Section C. Disclosure

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

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 ▶

GORAN JURKOVIC CHIEF FINANCIAL OFFICER
4100 OKEMOS ROAD
OKEMOS, MI 48864
(517) 349-6000

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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b **Sub-Total**										
c **Total from continuation sheets to Part VII, Section A**										
d **Total (add lines 1b and 1c)**								10,076,608	47,750	1,899,188

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 ▶ 116

			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**		No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *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
MESSA 1480 KENDALE BLVD EAST LANSING, MI 48826	COMMISSIONS	2,920,072
ADAGE GROUP LLC 3665 OBSERVATORY LN HOLT, MI 48842	ADVERTISING	2,123,202
CLOVER CONSULTING 400 E DIVISION STE 6 PMB 163 ROCKFORD, MI 49341	IT SERVICES	1,891,562
D&D TESTING ENGINEERING 5282 RICHARDSON ROAD HOWELL, MI 48843	IT SERVICES	1,780,964
ITS PARTNERS LLC 4079 PARK EAST CT GRAND RAPIDS, MI 49546	IT SERVICES	915,236

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 ▶ 38

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . 1a				
	b	Membership dues 1b				
	c	Fundraising events 1c				
	d	Related organizations . . . 1d				
	e	Government grants (contributions) 1e				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total.** Add lines 1a-1f . . . . . ▶				
Program Service Revenue		Business Code				
	2a	DENTAL CARE REVENUE	624100	1,309,405,544	1,309,405,544		
	b	E-COMMERCE SOLUTIONS	518210	10,481,821	1,249,733	9,231,414	674
	c	IS EXTERNAL SERVICES	524292	84,216		84,216	
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . . ▶		1,319,971,581			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶		4,462,954			4,462,954
	4	Income from investment of tax-exempt bond proceeds . . ▶					
	5	Royalties . . . . . ▶					
		(i) Real / (ii) Personal					
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss) . . . . . ▶					
		(i) Securities / (ii) Other					
	7a	Gross amount from sales of assets other than inventory	28,586,529	6,574,225			
	b	Less cost or other basis and sales expenses	29,992,133	6,536,278			
	c	Gain or (loss)	-1,405,604	37,947			
	d	Net gain or (loss) . . . . . ▶		-1,367,657			-1,367,657
	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 . . ▶					
Other Revenue		Miscellaneous Revenue / Business Code					
	11a	ADMINISTRATIVE REIMBUR	900099	52,536,773	52,536,773		
	b	MISCELLANEOUS INCOME	900099	456,702			456,702
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a–11d . . . . . ▶		52,993,475			
	12	**Total revenue.** See Instructions . . . ▶		1,376,060,353	1,363,192,050	9,315,630	3,552,673

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	6,068,000	6,068,000		
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	1,182,628,421	1,182,628,421		
5	Compensation of current officers, directors, trustees, and key employees	10,019,928	6,512,952	3,506,976	
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	44,937,475	26,243,312	18,694,163	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	-643,049	-375,167	-267,882	
9	Other employee benefits	8,166,940	4,610,154	3,556,786	
10	Payroll taxes	3,772,994	2,204,621	1,568,373	
11	Fees for services (non-employees)				
a	Management	1,757,470	853,465	904,005	
b	Legal	1,078,706	10,585	1,068,121	
c	Accounting	511,973		511,973	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees	131,063		131,063	
g	Other	12,136,884	6,446,379	5,690,505	
12	Advertising and promotion	2,810,518	629,256	2,181,262	
13	Office expenses	10,627,325	8,857,468	1,769,857	
14	Information technology	8,358,570	6,221,879	2,136,691	
15	Royalties . .				
16	Occupancy	2,517,231	1,182	2,516,049	
17	Travel	3,082,258	2,248,468	833,790	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	650,276	222,717	427,559	
20	Interest	26,250		26,250	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	10,022,060	4,584,231	5,437,829	
23	Insurance	537,730		537,730	
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	E-COMMERCE EXPENSES	10,112,424	0	10,112,424	
b	COMMISSIONS	10,054,212	10,054,212	0	
c	EXTERNAL BUSINESS EXPEN	1,993,857	1,819,166	174,691	
d	PROCESSING FEES	1,657,713	1,657,713	0	
e					
f	All other expenses	1,163,720	497,536	666,184	
25	**Total functional expenses.** Add lines 1 through 24f	1,334,180,949	1,271,996,550	62,184,399	0
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		2,044	1	2,118
	2	Savings and temporary cash investments		29,801,450	2	66,986,349
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		90,473,512	4	78,680,856
	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		6,999,680	9	14,698,754
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a 189,641,601			
	b	Less accumulated depreciation	10b 71,845,476	116,673,860	10c	117,796,125
	11	Investments—publicly traded securities		119,676,643	11	118,203,049
	12	Investments—other securities See Part IV, line 11		16,937,944	12	21,578,555
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		2,584,712	15	345,356
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		383,149,845	16	418,291,162
Liabilities	17	Accounts payable and accrued expenses		39,056,676	17	43,730,556
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		82,781,518	25	110,662,532
	26	**Total liabilities.** Add lines 17 through 25		121,838,194	26	154,393,088
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ ☑ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		15,744,473	30	15,744,473
	31	Paid-in or capital surplus, or land, building or equipment fund		5,122,500	31	5,122,500
	32	Retained earnings, endowment, accumulated income, or other funds		240,444,678	32	243,031,101
	33	Total net assets or fund balances		261,311,651	33	263,898,074
	34	Total liabilities and net assets/fund balances		383,149,845	34	418,291,162

Part XI Reconcilliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	1,376,060,353
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,334,180,949
3	Revenue less expenses Subtract line 2 from line 1	3	41,879,404
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	261,311,651
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-39,292,981
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	263,898,074

Part XII Financial Statements and Reporting

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

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

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SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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.**

OMB No 1545-0047

2011

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	Employer identification number
DELTA DENTAL PLAN OF MICHIGAN INC	38-1791480

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 ▶	$ 15,000
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
b	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 funtion activities ▶	$ 15,000
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶	$ 15,000
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-
(1) BILL SCHUETTE ADMINISTRATIVE ACCOUNT	5915 EASTMAN AVE STE 100 MIDLAND, MI 48640	27-4215506	5,000	
(2) GOVERNORS CLUB (527 PLAN)	PO BOX 4925 TROY, MI 48099	45-0950905	10,000	

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		
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-		

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

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? ☐ **Yes** ☐ **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) Yes	(a) No	(b) 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		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

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).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
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?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

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 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
DELTA DENTAL PLAN OF MICHIGAN INC

Employer identification number
38-1791480

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a Board designated or quasi-endowment ▶
- b Permanent endowment ▶
- c Term endowment ▶

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		7,297,654		7,297,654
b Buildings		101,130,524	18,901,802	82,228,722
c Leasehold improvements				
d Equipment		27,840,629	20,352,524	7,488,105
e Other		53,372,794	32,591,150	20,781,644
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				117,796,125

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) DDIC STOCK	200,217	C
(B) INVESTMENT IN RSS, LLC - 100%	1,052,617	F
(C) INVESTMENT IN RHC	20,325,721	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	21,578,555	

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

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

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

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

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

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
IBNR - CLAIM ADJUSTMENT RESERVES	35,586,512
UNEARNED PREMIUMS	29,515,495
FAS 158 FUNDED STATUS	45,560,525
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	110,662,532

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

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	

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

1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	AS OF DECEMBER 31, 2011 AND 2010, THE ENTERPRISE'S UNRECOGNIZED TAX BENEFITS WERE NOT SIGNIFICANT THERE WERE NO SIGNIFICANT PENALTIES OR INTEREST RECOGNIZED DURING THE YEARS OR ACCRUED AT YEAR END

Additional Data

Software ID:
Software Version:
EIN: 38-1791480
Name: DELTA DENTAL PLAN OF MICHIGAN INC

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
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
DOUGLAS R ANDERSON DIRECTOR	5 00	X						2,183	1,050	15,750
JOSHUA S HOWIE DIRECTOR	5 00	X						6,100	14,600	0
BRUCE BAIRD DDS DIRECTOR	5 00	X						18,600	1,400	0
FATHER JACK H BAKER DIRECTOR	5 00	X						20,700	700	0
LISA DANCSOK MEMBER AT LARGE	5 00	X						22,800	700	0
TODD V ESTER DDS DIRECTOR	5 00	X						22,746	0	0
RORY GAMBLE DIRECTOR	5 00	X						16,500	700	0
JOSEPH C HARRIS DDS SECRETARY	5 00	X		X				19,946	1,700	0
JEFFREY A KELLER MEMBER AT LARGE	5 00	X						1,400	0	0
TERRI A MILLER CPCU MEMBER AT LARGE	5 00	X						22,800	1,000	0
TIMOTHY E MOFFIT DBA DIRECTOR	5 00	X						22,800	700	0
C RICHARD SEITZ DIRECTOR	5 00	X						19,300	2,700	0
BRUCE R SMITH TREASURER	5 00	X		X				22,800	7,650	0
LU BATTAGLIERI VICE CHAIRPERSON	5 00	X		X				22,100	700	0
TERENCE R COMAR DDS MS CHAIRPERSON	5 00	X		X				42,312	2,900	0
JAMES P HALLAN IMMEDIATE PAST CHAIRPERSON	5 00	X						27,946	11,250	0
GORAN JURKOVIC CPA CHIEF FINANCIAL OFFICER	26 50			X				513,177	0	261,799
THOMAS FLESZAR DDS MS CEO	34 00			X				1,995,049	0	24,707
JAMES EPOLITO PRESIDENT	50 00				X			290,833	0	0
MICHAEL CLARK MARKETING PRESIDENT	50 00				X			624,597	0	22,811
BRENDA LAIRD V-P INFORMATION TECHNOLOGY	50 00				X			683,913	0	94,431
KAREN GREEN V-P INFORMATICS/QUALITY AS	50 00				X			312,429	0	36,522
RANDY TASCO V-P SALES & ACCT MGT	50 00				X			365,824	0	56,586
EDWARD ZOBECK EXEC V-P, HUMAN RESOURCES	45 00				X			659,763	0	324,548
NANCY HOSTETLER SR V-P, CORP & PUBLIC AFF	50 00				X			365,709	0	48,948

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SHERRY CRISP SR V-P, OPERATIONS	50 00				X			382,850	0	9,669
JED JACOBSON DDS MS MPH SR V-P, PROFESSIONAL SERV	50 00				X			683,065	0	60,678
LAURA L CZELADA COO	45 00				X			935,070	0	675,979
TOBY HALL VICE PRESIDENT- CHIEF ACTU	50 00				X			244,984	0	48,650
JON GROAT VICE PRESIDENT- GENERAL CO	45 00				X			258,725	0	26,010
LORI WHEELRIGHT SALES AND ACCT MANAGER	50 00					X		354,242	0	48,217
MICHAEL BOBAK SALES AND ACCT MANAGER	50 00					X		385,489	0	39,909
MARK ROGERS SENIOR ACCOUNT EXECUTIVE	50 00					X		281,730	0	58,462
ANTHONY ROBINSON VICE PRESIDENT- SALES	50 00					X		229,814	0	10,495
NICHOLAS CORRIDOR ACCOUNT EXECUTIVE	50 00					X		198,312	0	35,017

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Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
DELTA DENTAL PLAN OF MICHIGAN INC

Employer identification number
38-1791480

Part I General Information on Grants and Assistance

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

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

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) DELTA DENTAL FUND PO BOX 30416 LANSING,MI 489097916	38-2337000	501(C)(3)	5,000,000		CASH	N/A	SUPPORT DENTAL EDUCATION AND RESEARCH PROGRAMS
(2) INFECTIOUS DISEASE RESEARCH INSTITUTE 1124 COLUMBIA STREET NO 400 SEATTLE,WA 98104	91-1608978	501(C)(3)	1,000,000		CASH	N/A	CHARITABLE DONATION
(3) PROMEDICA HEALTH SYSTEM INC1801 RICHARDS RD TOLEDO,OH 43607	34-1517671	501(C)(3)	15,500		CASH	N/A	CHARITABLE DONATION
(4) AMERICA DENTIST CARE FOUNDATION9110 EAST 35TH ST NORTH WICHITA,KS 67226	26-2275291	501(C)(3)	27,000		CASH	N/A	AMERICANS MISSION OF MERCY DONATION
(5) AMERICAN HEART ASSOCIATION5455 N HIGH STREET COLUMBUS,OH 43214	13-5613797	501(C)(3)	10,500		CASH	N/A	CLEVELAND OHIO HEART WALK
(6) FOUNDATION TO REINVENT MICHIGANPO BOX 4927 TROY,MI 48099	27-5278263	501(C)(3)	15,000		CASH	N/A	SUPPORT OF THE EFFORTS TO REINVENT MICHIGAN

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . ▶ 6

3 Enter total number of other organizations listed in the line 1 table . . . . . ▶

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 THE MAIN ASSISTED ORGANIZATION IS PART OF A CONTROLLED ORGANIZATION THAT SUPPORTS DELTA DENTAL PLAN OF MICHIGAN'S MISSION

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
DELTA DENTAL PLAN OF MICHIGAN INC

Employer identification number
38-1791480

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
	☑ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☑ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply			
	☑ Compensation committee	☑ Written employment contract		
	☑ Independent compensation consultant	☑ Compensation survey or study		
	☑ Form 990 of other organizations	☑ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization			
a	Receive a severance payment or change-of-control payment?	**4a**	Yes	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use 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

(A) Name		**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

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

Identifier	Return Reference	Explanation
	PART I, LINE 1A	FIRST CLASS TRAVEL AVAILABLE TO KEY EMPLOYEES THIS AMOUNT WAS TREATED AS NONTAXABLE TO THE KEY EMPLOYEE TRAVEL FOR COMPANIONS RELATED TO TRAVEL FOR A SPOUSE THIS AMOUNT WAS TREATED AS TAXABLE TO THE BOARD MEMBER OR EMPLOYEE
	PART I, LINES 4A-B	PART I, LINES 4A-B MICHAEL CLARK= $157,168 JED JACOBSON= $171,717 BRENDA LAIRD= $105,338 ADDITIONALLY, DELTA DENTAL PLAN OF MICHIGAN, HAS A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (SERP) IN ORDER TO BE ELIGIBLE FOR THE SERP, AN EMPLOYEE MUST BE A SENIOR VICE PRESIDENT OR HIGHER AN OUTSIDE INDEPENDENT ACTUARY CALCULATES THE VALUE ON AN ANNUAL BASIS ADDITIONALLY, ALL EXECUTIVES ARE ELIGIBLE FOR A 457(F) PLAN THIS PLAN IS FUNDED SOLELY BY EMPLOYEE CONTRIBUTIONS THE INDIVIDUALS ARE VESTED UPON FUNDING THE 457(F) PLAN

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 38-1791480
Name: DELTA DENTAL PLAN OF MICHIGAN INC

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
GORAN JURKOVIC CPA	(I)	257,272	245,516	10,389	236,746	25,053	774,976	0
	(II)	0	0	0	0	0	0	0
THOMAS FLESZAR DDS MS	(I)	704,463	1,175,000	115,586	5,849	18,858	2,019,756	0
	(II)	0	0	0	0	0	0	0
JAMES EPOLITO	(I)	290,833	0	0	0	0	290,833	0
	(II)	0	0	0	0	0	0	0
MICHAEL CLARK	(I)	214,315	235,948	174,334	0	22,811	647,408	0
	(II)	0	0	0	0	0	0	0
BRENDA LAIRD	(I)	282,044	285,714	116,155	83,247	11,184	778,344	0
	(II)	0	0	0	0	0	0	0
KAREN GREEN	(I)	162,716	139,164	10,549	12,724	23,798	348,951	0
	(II)	0	0	0	0	0	0	0
RANDY TASCO	(I)	194,030	168,574	3,220	32,199	24,387	422,410	0
	(II)	0	0	0	0	0	0	0
EDWARD ZOBECK	(I)	322,498	326,328	10,937	299,210	25,338	984,311	0
	(II)	0	0	0	0	0	0	0
NANCY HOSTETLER	(I)	185,723	152,576	27,410	24,761	24,187	414,657	0
	(II)	0	0	0	0	0	0	0
SHERRY CRISP	(I)	198,716	176,199	7,935	-7,037	16,706	392,519	0
	(II)	0	0	0	0	0	0	0
JED JACOBSON DDS MS MPH	(I)	258,950	246,074	178,041	49,637	11,041	743,743	0
	(II)	0	0	0	0	0	0	0
LAURA L CZELADA	(I)	433,839	497,839	3,392	664,597	11,382	1,611,049	0
	(II)	0	0	0	0	0	0	0
TOBY HALL	(I)	174,551	55,335	15,098	24,569	24,081	293,634	0
	(II)	0	0	0	0	0	0	0
JON GROAT	(I)	189,653	58,260	10,812	15,837	10,173	284,735	0
	(II)	0	0	0	0	0	0	0
LORI WHEELRIGHT	(I)	60,880	293,222	140	26,127	22,090	402,459	0
	(II)	0	0	0	0	0	0	0
MICHAEL BOBAK	(I)	60,460	324,948	81	17,849	22,060	425,398	0
	(II)	0	0	0	0	0	0	0
MARK ROGERS	(I)	60,290	220,127	1,313	36,385	22,077	340,192	0
	(II)	0	0	0	0	0	0	0
ANTHONY ROBINSON	(I)	137,063	92,502	249	10,495	0	240,309	0
	(II)	0	0	0	0	0	0	0

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				
NICHOLAS CORRIDOR	(I)	53,093	145,140	79	13,031	21,986	233,329	0
	(II)	0	0	0	0	0	0	0

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Schedule L (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
DELTA DENTAL PLAN OF MICHIGAN INC

Employer identification number
38-1791480

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Part III Grants or Assistance Benefitting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) COMAR COMAR PC	TERENCE COMAR, DIRECTOR OF DDPMI, IS AN OWNER IN COMAR & COMAR, PC	151,835	HEALTH CARE PAYMENTS		No
(2) RENAISSANCE ENDODONTICS PLLC	TODD ESTER, DIRECTOR OF DDPMI, IS AN OWNER IN RENAISSANCE ENDODONTICS PLLC	428,605	HEALTH CARE PAYMENTS		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

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
DELTA DENTAL PLAN OF MICHIGAN INC

Employer identification number
38-1791480

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	DELTA DENTAL PLAN OF MICHIGAN HAS A SOLE MEMBER, RENAISSANCE HEALTH SERVICE CORPORATION

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE SOLE MEMBER HAS VOTING RIGHTS AND ELECTS DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	THE FOLLOWING ITEMS ARE SUBJECT TO APPROVAL BY THE SOLE MEMBER IF 10% OF THE ASSETS ARE TO BE SPENT/SOLD OR A NEW PRESIDENT IS TO BE APPOINTED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE INFORMATION PRESENTED ON THE FORM 990 IS GATHERED BY THE SENIOR TAX ADMINISTRATOR FOR THE ORGANIZATION THE CFO REVIEWS THE INFORMATION ONCE APPROVED THE INFORMATION IS GIVEN TO OUTSIDE TAX PREPARERS WHO PREPARE AND REVIEW THE FORM 990 ONCE COMPLETE AN ELECTRONIC COPY OF THE FORM 990 IS PUT ONTO A WEBSITE FOR THE BOARD TO REVIEW THIS IS DONE BEFORE THE RETURN IS FILED WITH THE IRS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE COMPANY'S VICE PRESIDENT AND GENERAL COUNSEL IS CHARGED WITH REVIEWING AND MONITORING ANY POTENTIAL CONFLICT OF INTEREST TRANSACTIONS ALL MEMBERS OF THE BOARD OF DIRECTORS, OFFICERS, AND KEY EMPLOYEES ARE REQUIRED TO REVIEW AND EXECUTE A CONFLICT OF INTEREST POLICY THIS POLICY REQUIRES THAT ANY CONFLICTS OF INTEREST BE DISCLOSED ON AN ANNUAL BASIS, OR AT ANY OTHER TIME THAT THE PERSON EXECUTING THE POLICY BECOMES AWARE OF A SITUATION OR TRANSACTION THAT ACTUALLY OR POTENTIALLY CREATES A CONFLICT OF INTEREST ALL CONFLICT OF INTEREST DISCLOSURE FORMS ARE INITIALLY REVIEWED BY THE VICE PRESIDENT AND GENERAL COUNSEL IF A PROHIBITED TRANSACTION WERE IDENTIFIED, THE MATTER WOULD BE BROUGHT TO THE CHAIRPERSON OF THE BOARD FOR FURTHER REVIEW AND APPROPRIATE ACTION IN THE EVENT OF A CONFLICT OF INTEREST INVOLVING A MEMBER OF THE BOARD OF DIRECTORS, SUCH AS A CONFLICT IN WHICH A MEMBER HAD AN INTEREST, THE MEMBER IS REQUIRED TO DISCLOSE THE POTENTIAL CONFLICT AND ABSTAIN FROM ANY VOTE ON THE MATTER WHETHER FURTHER PRECAUTIONS ARE REQUIRED (E.G , PROHIBITING THE INTERESTED PARTY FROM ENGAGING IN DISCUSSIONS) WOULD DEPEND UPON THE SPECIFIC NATURE AND BACKGROUND OF THE CONFLICT

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	OUTSIDE COMPENSATION CONSULTANTS ARE USED TO DETERMINE MARKET DATA FOR THE EXECUTIVE POSITIONS AND FOR OTHER OFFICERS AND KEY EMPLOYEES THE POSITIONS COVERED ARE THE CEO, COO, CAO, CIO, SVP & CFO, AND THE SVP & CSO THE ORGANIZATION CONTRACTS WITH TOWERS WATSON TO DO A COMPENSATION AND REASONABLENESS ANALYSIS EVERY TWO YEARS THE FINAL DETERMINATION OF COMPENSATION IS DONE BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS, WHICH IS MADE UP OF INDEPENDENT PERSONS, AND IS BASED ON THE COMPARABILITY DATA PROVIDED BY THE COMPENSATION CONSULTANTS THE DELIBERATIONS AND DECISIONS REGARDING THE COMPENSATION ARE CONTEMPORANEOUSLY DOCUMENTED IN THE COMMITTEE MINUTES AND APPROVED BY THE BOARD THE COMPENSATION WAS LAST REVIEWED UNDER THIS PROCESS DURING 2010 THE REPORT BASED ON THIS REVIEW WAS THEN ISSUED BY THE CONSULTANTS IN JANUARY OF 2011

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
	FORM 990 PART VII SECTION A	HOURS DEVOTED TO RELATED ORGANIZATIONS BRUCE BAIRD, DDS- 6 HOURS BRUCE R SMITH- 12 HOURS C RICHARD SEITZ- 18 HOURS DOUGLAS R ANDERSON, DDS, MS- 10 HOURS FATHER JACK H BAKER- 5 HOURS JAMES P HALLAN- 11 HOURS JOSEPH C HARRIS, DDS- 6 HOURS JOSHUA HOWIE- 5 HOURS LISA A DANCSOK- 5 HOURS LU BATTAGLIERI- 5 HOURS RORY GAMBLE- 5 HOURS TERENCE R COMAR, DDS MS- 7 HOURS TERRI A MILLER, CPCU- 5 HOURS TIMOTHY E MOFFIT, DBA- 5 HOURS GORAN JURKOVIC, CPA- 23 5 HOURS THOMAS FLESZAR, DDS MS- 16 HOURS EDWARD ZOBECK- 5 HOURS JON GROAT- 5 HOURS LAURA L CZELADA- 5 HOURS

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	GAIN ON EQUITY IN SUBSIDIARIES 1,641,415 UNREALIZED GAIN ON FIXED INCOME SECURITIES 575,947 UNREALIZED LOSS ON EQUITIES -1,252,511 PENSION RELATED CHANGES -40,257,832 TOTAL TO FORM 990, PART XI, LINE 5 -39,292,981

Identifier	Return Reference	Explanation
	FORM 990 PART XII LINE 2C AND 2D	DELTA DENTAL PLAN OF MICHIGAN IS AUDITED BY AN INDEPENDENT ACCOUNTANT AS PART OF A CONSOLIDATED FINANCIAL STATEMENT ISSUED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES DELTA DENTAL PLAN OF MICHIGAN ALSO RECEIVES AN AUDITED FINANCIAL STATEMENT BY AN INDEPENDENT ACCOUNTANT THAT IS PREPARED ON A STATUTORY BASIS THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT AND SELECTION OF AN INDEPENDENT ACCOUNTANT THIS PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

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SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
DELTA DENTAL PLAN OF MICHIGAN INC

Employer identification number
38-1791480

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) RENAISSANCE SYSTEMS AND SERVICES LLC PO BOX 30416 LANSING, MI 489097916 38-3638865	E-COMMERCE SOLUTIONS FOR DENTISTS	MI	10,489,821	2,400,455	DELTA DENTAL PLAN OF MICHIGAN INC

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
See Additional Data Table							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1) SUITE 244 PARTNERS LLC 240 VENTURE CIRCLE NASHVILLE, TN 37228 20-3643584	HOLDS THE LEASE TO SUITE 244 AT LP FIELD (TITANS STADIUM)	TN	FORE HOLDING CORPORATION	N/A				No			No	
(2) LIQUID CORN LLC 240 VENTURE CIRCLE NASHVILLE, TN 37228 20-3349680	OWNS SUITE 244	TN	FORE HOLDING CORPORATION	N/A				No			No	
(3) PREMIER INSURANCE SERVICES LLC 240 VENTURE CIRCLE NASHVILLE, TN 37228 11-3662057	INSURANCE BROKER	TN	FORE HOLDING CORPORATION	N/A				No			No	
(4) DENTAL CHOICE PROPERTIES LLC 10100 LINN STATION RD SUITE 700 LOUISVILLE, KY 40223 61-0659432	REAL ESTATE HOLDING COMPANY	KY	DELTA DENTAL OF KENTUCKY	N/A				No			No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
See Additional Data Table							

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

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

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income(related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	

Schedule R (Form 990) 2011

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation	

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 38-1791480
Name: DELTA DENTAL PLAN OF MICHIGAN INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Exempt Code section	(e) Public charity status (if 501(c)(3))	(f) Direct Controlling Entity	g Section 512(b)(13) controlled organization	
RENAISSANCE HEALTH SERVICE CORPORATION PO BOX 30416 LANSING, MI 489097916 38-1675667	PROMOTING DENTAL CARE	MI	501(C)(4)	N/A	N/A		No
DELTA DENTAL PLAN OF OHIO PO BOX 30416 LANSING, MI 489097916 31-0685339	PROVIDE DENTAL SERVICE PLANS	OH	501(C)(4)	N/A	DELTA DENTAL PLAN OF MICHIGAN INC	Yes	
DELTA DENTAL PLAN OF INDIANA PO BOX 30416 LANSING, MI 489097916 35-1545647	PROVIDE DENTAL SERVICE PLANS	IN	501(C)(4)	N/A	DELTA DENTAL PLAN OF MICHIGAN INC	Yes	
DELTA DENTAL OF TENNESSEE PO BOX 30416 LANSING, MI 489097916 62-0812197	PROVIDE DENTAL SERVICE PLANS	TN	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
DELTA DENTAL FUND PO BOX 30416 LANSING, MI 489097916 38-2337000	SUPPORT DENTAL EDUCATION AND RESEARCH PROGRAMS	MI	501(C)(3)	11A TYPE II	DELTA DENTAL PLAN OF MICHIGAN INC	Yes	
DELTA DENTAL OF NEW MEXICO PO BOX 30416 LANSING, MI 489097916 85-0224562	PROVIDE DENTAL SERVICE PLANS	NM	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
DELTA DENTAL OF KENTUCKY PO BOX 30416 LANSING, MI 489097916 61-0659432	PROVIDE DENTAL SERVICE PLANS	KY	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
DELTA DENTAL OF NORTH CAROLINA PO BOX 30416 LANSING, MI 489097916 56-1018068	PROVIDE DENTAL SERVICE PLANS	NC	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income ($)	(g) Share of end-of-year assets ($)	(h) Percentage ownership
RENAISSANCE HOLDING COMPANY PO BOX 30381 LANSING, MI 48909 41-2177193	HOLDING COMPANY	MI	RENAISSNCE HEALTH SERVICE CORPORATION	C	-451,312	18,463,726	41 700 %
RENAISSANCE LIFE & HEALTH INSURANCE COMPANY OF AMERICA PO BOX 30416 LANSING, MI 489097916 47-0397286	INSURANCE	IN	RENAISSANCE HOLDING COMPANY	C			
RENAISSANCE HEALTH INSURANCE COMPANY OF NEW YORK PO BOX 30416 LANSING, MI 489097916 13-4098096	INSURANCE	NY	RENAISSANCE HOLDING COMPANY	C			
TML LLC 4100 OKEMOS ROAD PO BOX 30381 LANSING, MI 489097881 26-2403888	CLEARING HOUSE	MI	RENAISSANCE HOLDING COMPANY	C			
RENAISSANCE HEALTH NETWORKS 4100 OKEMOS ROAD PO BOX 30381 LANSING, MI 489097881 11-3774096	PPO NETWORK	MI	RENAISSANCE HOLDING COMPANY	C			
RENAISSANCE DENTAL NETWORK LLC 4100 OKEMOS ROAD PO BOX 30381 LANSING, MI 489097881 42-1749772	PPO NETWORK	MI	RENAISSANCE HEALTH NETWORKS LLC	C			
DENTAL WELLNESS NETWORK LLC 1540 W EDGEWOOD SUITE B INDIANAPOLIS, IN 46217 01-0862825	PPO NETWORK	MI	RENAISSANCE HEALTH NETWORKS LLC	C			
FORE HOLDING CORPORATION 240 VENTURE CIRCLE NASHVILLE, TN 37228 20-4116122	EMPLOYEE BENEFITS	TN	DELTA DENTAL OF TENNESSEE	C			
DENTAL CHOICE INC 10100 LINN STATION RD SUITE 700 LOUISVILLE, KY 40223 61-1105118	REAL ESTATE HOLDING COMPANY	KY	DELTA DENTAL OF KENTUCKY	C			
DENTAL CHOICE AGENCY INC 10100 LINN STATION RD SUITE 700 LOUISVILLE, KY 40223 61-1336003	PRIMARY GENERAL AGENCY FOR DDKY & DENTAL CHOICE	KY	DELTA DENTAL OF KENTUCKY	C			

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved ($)	(d) Method of determining amount involved
(1) DELTA DENTAL OF TENNESSEE	K	3,569,769	ACTUAL COST
(2) DELTA DENTAL PLAN OF OHIO	K	24,625,144	ACTUAL COST
(3) DELTA DENTAL PLAN OF INDIANA	K	9,222,362	ACTUAL COST
(4) RENAISSANCE HEALTH SERVICE CORPORATION	K	125,004	ACTUAL COST
(5) DELTA DENTAL FUND	K	165,000	ACTUAL COST
(6) RENAISSANCE LIFE AND HEALTH INSURANCE COMPANY OF AMERICA	K	2,837,362	ACTUAL COST
(7) DELTA DENTAL PLAN OF NEW MEXICO	K	999,386	ACTUAL COST
(8) DELTA DENTAL OF KENTUCKY	K	311,021	ACTUAL COST
(9) DELTA DENTAL OF NORTH CAROLINA	D	4,050,000	ACTUAL COST
(10) DELTA DENTAL FUND	B	5,000,000	ACTUAL COST
(11) DELTA DENTAL OF NORTH CAROLINA	K	313,600	ACTUAL COST