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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 OF VIRGINIA

Doing Business As

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

4818 STARKEY ROAD

City or town, state or country, and ZIP + 4
ROANOKE, VA 240188542

F Name and address of principal officer
MICHAEL W WISE
4818 STARKEY ROAD
ROANOKE,VA 240188542

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 DELTADENTALVA COM

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 1964

M State of legal domicile VA

Part I	Summary																																
Activities & Governance	1 Briefly describe the organization's mission or most significant activities IMPROVE THE PUBLIC'S ORAL HEALTH																																
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets																																
	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>17</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>12</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2011 (Part V, line 2a)</td><td>5</td><td>183</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>6</td><td>0</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>0</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td>0</td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	3	17	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	12	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	183	6	Total number of volunteers (estimate if necessary)	6	0	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0								
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Revenue	<table><tr><th></th><th>Prior Year</th><th>Current Year</th></tr><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>0</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>477,477,488</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>2,642,880</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>0</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>480,120,368</td></tr></table>		Prior Year	Current Year	8	Contributions and grants (Part VIII, line 1h)	0	9	Program service revenue (Part VIII, line 2g)	477,477,488	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,642,880	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	480,120,368														
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Expenses	<table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>0</td><td>0</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td><td>0</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>21,728,048</td><td>18,681,504</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td>b</td><td>Total fundraising expenses (Part IX, column (D), line 25) 0 </td><td></td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>446,651,779</td><td>501,782,566</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>468,379,827</td><td>520,464,070</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>11,740,541</td><td>16,060,867</td></tr></table>	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	21,728,048	18,681,504	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)	446,651,779	501,782,566	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	468,379,827	520,464,070	19	Revenue less expenses Subtract line 18 from line 12	11,740,541	16,060,867
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Net Assets or Fund Balances	<table><tr><th></th><th>Beginning of Current Year</th><th>End of Year</th></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>112,702,119</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>46,544,173</td></tr><tr><td>22</td><td>Net assets or fund balances Subtract line 21 from line 20</td><td>66,157,946</td></tr></table>		Beginning of Current Year	End of Year	20	Total assets (Part X, line 16)	112,702,119	21	Total liabilities (Part X, line 26)	46,544,173	22	Net assets or fund balances Subtract line 21 from line 20	66,157,946																				
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Part II

Signature Block

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

Sign Here

Signature of officer

2012-11-12

Date

MICHAEL W WISE VP FINANCE

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

M C WINGFIELD

Date

Check if self-employed

☐

Preparer's taxpayer identification number (see instructions)

P00005971

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

BROWN EDWARDS & COMPANY LLP
319 MCCLANAHAN ST
ROANOKE, VA 24014

EIN

54-0504608

Phone no

(540) 345-0936

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

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

ADVANCE THE PUBLIC'S ORAL HEALTH BY PROVIDING QUALITY DENTAL BENEFITS AT AFFORDABLE COST

2

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

YesNo

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?

YesNo

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 \$ 475,869,927 including grants of \$) (Revenue \$ 533,724,739)

GROUP PREPAID DENTAL CARE WAS PROVIDED FOR SUBSCRIBERS PLUS SPOUSES AND CHILDREN IF ENROLLED

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 \$ 475,869,927

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, line 10? 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	No
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	Yes
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? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance						
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	54,158			
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				
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return. .	2a	183			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a				
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b				
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account 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			No	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No	
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f			No	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			No	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			No	
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	17		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	12
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	No
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	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. MICHAEL W WISE 4818 STARKEY ROAD ROANOKE, VA 24018 (540) 989-8000

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			
(1) DR GEORGE A LEVICKI PRESIDENT	40 00	X		X				955,480	0	60,199
(2) MR LYNDELL B BROOKS CHAIRMAN OF THE BOARD	4 00	X						26,608	1,800	0
(3) DR GRANT M SPRINKLE III SECRETARY	2 00	X						16,474	600	0
(4) MR THOMAS S NARDO TREASURER	2 00	X						21,857	0	0
(5) MR RICHARD H BERRY CPA DIRECTOR	2 00	X						17,897	0	0
(6) DR HAROLD J BARRETT JR DIRECTOR	2 00	X						16,800	0	0
(7) MR GORDON L GENTRY JR DIRECTOR	4 00	X						22,000	1,800	0
(8) MR DANIEL C HASTINGS DIRECTOR	2 00	X						20,845	1,200	0
(9) MICHAEL L HOULISTON PC DIRECTOR	2 00	X						24,158	0	0
(10) DR THOMAS R HUDSON DIRECTOR	1 00	X						12,500	0	0
(11) DR MAYER G LEVY DIRECTOR	1 00	X						16,500	0	0
(12) DR EMANUEL W MICHAELS DIRECTOR	2 00	X						15,672	1,200	0
(13) DR FRENCH H MOORE JR DIRECTOR	1 00	X						16,442	0	0
(14) MR JESS NEWBERN III DIRECTOR	2 00	X						21,510	1,800	0
(15) DR ALBERT PAYNE DIRECTOR	2 00	X						18,645	1,800	0
(16) MR S GORDON SECCOMBE JR DIRECTOR	1 00	X						15,219	0	0
(17) MR PATRICK N SHAFFNER DIRECTOR	2 00	X						23,560	2,100	0

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			
(18) DR BARRY WOLFE DIRECTOR	2 00	X						17,889	0	0
(19) BARRY DUVAL DIRECTOR	2 00	X						10,700	0	0
(20) PETER V DAVIES III VICE PRESIDENT MARKETING	40 00			X				548,044	0	60,199
(21) MICHAEL W WISE VICE PRESIDENT FINANCE	40 00			X				494,177	0	60,199
(22) OSCAR L BRYANT VICE PRESIDENT ADMIN & IS	40 00			X				464,756	0	64,100
(23) STACY CAMPBELL VICE PRESIDENT STRATEGIC PL	40 00			X				280,035	0	46,000
(24) BRADLEY KNOPF VICE PRESIDENT UNDERWRITIN	40 00			X				277,307	0	47,220
(25) CHARLES R WAYLAND VICE PRESIDENT OF OPERATIO	40 00			X				214,527	0	19,000
(26) MELISSA KIRSH STAFF	40 00					X		405,794	0	46,555
(27) DAVID WERNER STAFF	40 00					X		442,541	0	43,319
(28) DUNCAN SHEILS STAFF	40 00					X		329,589	0	38,549
(29) DR GEORGE KOUMARAS STAFF	40 00					X		265,152	0	47,220
(30) JOHN WILSON STAFF	40 00					X		227,984	0	36,823
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								5,240,662	12,300	569,383

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▶12

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

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization 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
THOMAS MARTENSTEIN 8001 FRANKLIN FARMS DRIVE RICHMOND, VA 23229	VENDOR SERVICES	309,425
SMARTSENSE MARKETING 2711 BUFORD ROAD 300 RICHMOND, VA 23235	VENDOR SERVICES	154,403
DOMINION SOLUTIONS INC 4721 STARKEY ROAD ROANOKE, VA 24014	VENDOR SERVICES	105,090

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 ▶3

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	ASC CONTRACTS	524114	333,329,994	333,329,994			
	b	RISK PREMIUMS	524114	174,842,961	174,842,961			
	c	ASC FEES EARNED	524114	19,529,309	19,529,309			
	d	DELTA CARE CONTRACT	524114	5,887,475	5,887,475			
	e	OTHER FEES	524298	135,000	135,000			
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		533,724,739				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		2,475,386			2,475,386	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	Gross rents	(i) Real	(ii) Personal				
		b	Less rental expenses					
		c	Rental income or (loss)					
		d	Net rental income or (loss)					
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)		324,812			324,812
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from fundraising events . .						
	9a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from gaming activities . .						
	10a	Gross sales of inventory, less returns and allowances	a					
	b	Less cost of goods sold	b					
	c	Net income or (loss) from sales of inventory . .						
	Miscellaneous Revenue		Business Code					
	11a							
	b							
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See Instructions			536,524,937	533,724,739	0	2,800,198	

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				
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				
5	Compensation of current officers, directors, trustees, and key employees	3,928,119		3,928,119	
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	11,135,287		11,135,287	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,256,340		1,256,340	
9	Other employee benefits	1,460,918		1,460,918	
10	Payroll taxes	900,840		900,840	
11	Fees for services (non-employees)				
a	Management	7,055,428		7,055,428	
b	Legal	448,268		448,268	
c	Accounting	80,093		80,093	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees	341,670		341,670	
g	Other	1,230,988		1,230,988	
12	Advertising and promotion	877,931		877,931	
13	Office expenses	2,235,269		2,235,269	
14	Information technology	243,294		243,294	
15	Royalties				
16	Occupancy	765,809		765,809	
17	Travel	854,067		854,067	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	930,252		930,252	
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,976,795		1,976,795	
23	Insurance	121,052		121,052	
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	DENTAL CLAIMS	475,869,927	475,869,927		
b	BROKERAGE COMMISSIONS A	4,985,433		4,985,433	
c	STATE PREMIUM TAXES AND	3,696,527		3,696,527	
d	PUBLIC BENEFIT FUNDING	947,600		947,600	
e					
f	All other expenses	-877,837		-877,837	
25	Total functional expenses. Add lines 1 through 24f	520,464,070	475,869,927	44,594,143	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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			500	1	500
	2	Savings and temporary cash investments			2,941,295	2	5,213,807
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			27,821,257	4	33,722,331
	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			604,890	9	731,519
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	25,793,658			
	b	Less: accumulated depreciation	10b	10,884,096	13,525,163	10c	14,909,562
	11	Investments—publicly traded securities			67,121,211	11	73,025,467
	12	Investments—other securities. See Part IV, line 11			2,100	12	2,100
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11			685,703	15	684,420
	16	Total assets. Add lines 1 through 15 (must equal line 34)			112,702,119	16	128,289,706
Liabilities	17	Accounts payable and accrued expenses			13,750,167	17	21,543,062
	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			32,794,006	25	33,202,883
	26	Total liabilities. Add lines 17 through 25			46,544,173	26	54,745,945
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			0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund			0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds			66,157,946	32	73,543,761
	33	Total net assets or fund balances			66,157,946	33	73,543,761
	34	Total liabilities and net assets/fund balances			112,702,119	34	128,289,706

Part XI Reconciliation 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	536,524,937
2	Total expenses (must equal Part IX, column (A), line 25)	2	520,464,070
3	Revenue less expenses Subtract line 2 from line 1	3	16,060,867
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	66,157,946
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-8,675,052
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	73,543,761

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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a 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?		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		

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 DELTA DENTAL OF VIRGINIA	Employer identification number 54-0844477
--	--

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

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

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

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
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	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	☒ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

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

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.														
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		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		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a. If zero or less, enter -0-														
i	Subtract line 1f from line 1c. If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ 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)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
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 OF VIRGINIA

Employer identification number
54-0844477

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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

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

► \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

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

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

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

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

	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	1,143,673	1,963,736		3,107,409
b Buildings	7,200,145	806,697	196,504	7,810,338
c Leasehold improvements	7,744	1,826,854	1,289,749	544,849
d Equipment		5,642,404	4,830,587	811,817
e Other		7,202,405	4,567,256	2,635,149
Total. Add lines 1a-1e <i>(Column (d) should equal Form 990, Part X, column (B), line 10(c).)</i> ▶				14,909,562

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)	1536,524,937
2	Total expenses (Form 990, Part IX, column (A), line 25)	2520,464,070
3	Excess or (deficit) for the year Subtract line 2 from line 1	316,060,867
4	Net unrealized gains (losses) on investments	4-350,240
5	Donated services and use of facilities	5
6	Investment expenses	6
7	Prior period adjustments	7
8	Other (Describe in Part XIV)	8-8,324,812
9	Total adjustments (net) Add lines 4 - 8	9-8,675,052
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	107,385,815

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	1535,850,631
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a	
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e	0
3	Subtract line 2e from line 13	535,850,631
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 7b4a341,670	
b	Other (Describe in Part XIV)4b332,636	
c	Add lines 4a and 4b4c	674,306
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)5	536,524,937

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	1519,789,764
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e	0
3	Subtract line 2e from line 13	519,789,764
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 7b4a341,670	
b	Other (Describe in Part XIV)4b332,636	
c	Add lines 4a and 4b4c	674,306
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)5	520,464,070

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	INCOME TAXES FOOTNOTE DELTA DENTAL OF VIRGINIA IS EXEMPT FROM FEDERAL INCOME TAX UNDER THE PROVISIONS OF PUBLIC LAW 99-514, TAX REFORM ACT OF 1986, ACT SECTION 1012(C)(4)(C)(IV) AND HAS RECEIVED A FAVORABLE DETERMINATION LETTER FROM THE IRS UNDER CODE SECTION 501(C)(4) THE FEDERAL INFORMATION RETURNS FOR DELTA DENTAL OF VIRGINIA FOR 2008, 2009, AND 2010 ARE SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE, GENERALLY FOR THREE YEARS AFTER THEY ARE FILED
PART XI, LINE 8 - OTHER ADJUSTMENTS		SURPLUS TRANSFER TO HOLDING COMPANY -8,000,000 REALIZED GAINS FROM SALES OF MARKETABLE SECURITIES -324,812 TOTAL TO SCHEDULE D, PART XI, LINE 8 -8,324,812
PART XII, LINE 4B - OTHER ADJUSTMENTS		REAL ESTATE HOLDING COSTS 332,636
PART XIII, LINE 4B - OTHER ADJUSTMENTS		REAL ESTATE HOLDING COSTS 332,636

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
DELTA DENTAL OF VIRGINIA

Employer identification number

54-0844477

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☒ 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 or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☒ 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	No
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	Yes
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	Yes
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	No

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				
(1) DR GEORGE A LEVICKI	(i) (ii)	466,067 0	363,924 0	125,489 0	49,000 0	11,199 0	1,015,679 0	0 0
(2) PETER V DAVIES III	(i) (ii)	326,300 0	177,017 0	44,727 0	49,000 0	11,199 0	608,243 0	0 0
(3) MICHAEL W WISE	(i) (ii)	297,000 0	160,288 0	36,889 0	49,000 0	11,199 0	554,376 0	0 0
(4) OSCAR L BRYANT	(i) (ii)	282,333 0	151,566 0	30,857 0	49,000 0	15,100 0	528,856 0	0 0
(5) STACY CAMPBELL	(i) (ii)	182,600 0	96,701 0	734 0	30,900 0	15,100 0	326,035 0	0 0
(6) BRADLEY KNOPF	(i) (ii)	181,000 0	95,451 0	856 0	32,120 0	15,100 0	324,527 0	0 0
(7) CHARLES R WAYLAND	(i) (ii)	194,667 0	19,500 0	360 0	3,900 0	15,100 0	233,527 0	0 0
(8) MELISSA KIRSH	(i) (ii)	38,770 0	366,895 0	129 0	32,120 0	14,435 0	452,349 0	0 0
(9) DAVID WERNER	(i) (ii)	73,369 0	367,563 0	1,609 0	32,120 0	11,199 0	485,860 0	0 0
(10) DUNCAN SHEILS	(i) (ii)	36,546 0	292,936 0	107 0	24,182 0	14,367 0	368,138 0	0 0
(11) DR GEORGE KOUMARAS	(i) (ii)	215,892 0	47,888 0	1,372 0	32,120 0	15,100 0	312,372 0	0 0
(12) JOHN WILSON	(i) (ii)	35,250 0	192,621 0	113 0	22,388 0	14,435 0	264,807 0	0 0

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 OR CHARTER TRAVEL-WE FOLLOW ADOPTED POLICY FOR BOTH FIRST-CLASS OR CHARTER TRAVEL. IN SUMMARY, FIRST-CLASS TRAVEL IS NOT ALLOWED EXCEPT BY SPECIFIC GUIDANCE IN THE T & E POLICY (I.E. EXCEPTIONALLY LONG FLIGHT, ETC.) TRAVEL FOR COMPANIONS-WE FOLLOW ADOPTED CORPORATE TRAVEL AND ENTERTAINMENT (T&E) POLICY FOR COMPANIONS. IN SUMMARY, SPOUSAL TRAVEL IS NOT COVERED UNLESS SPECIFIC CRITERIA IS MET. HEALTH OR SOCIAL CLUB DUES-IF ANY, THESE ARE DETERMINED VIA THE COMPENSATION & BENEFITS REVIEW BY THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD. AS NOTED, THE EXECUTIVE COMPENSATION AND BENEFITS REVIEW IS IN ACCORDANCE WITH THE PROCESS OUTLINED BY THE IRS FOR SETTING REASONABLE COMPENSATION.
	PART I, LINE 4B	SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN-IF ANY, THESE ARE DETERMINED VIA THE EXECUTIVE COMPENSATION COMMITTEE'S COMPENSATION AND BENEFIT REVIEW PROCESS WHICH IS IN ACCORDANCE WITH THE PROCESS OUTLINED BY THE IRS FOR SETTING REASONABLE COMPENSATION. THE FOLLOWING AMOUNTS HAVE BEEN INCLUDED IN COLUMN B-III OF SCHEDULE J PART II: EMPLOYEE AMOUNT: GEORGE A. LEVICKI \$121,000; PETER V. DAVIES III \$42,000; MICHAEL W. WISE \$35,000; OSCAR L. BRYANT \$30,000.
	PART I, LINE 7	A PORTION OF THE PERSON'S COMPENSATION IS AT RISK PROVIDING KEY METRICS AND GOALS ARE ACHIEVED. THE RESPECTIVE PROGRAMS ARE SUBJECT TO THE EXECUTIVE COMPENSATION COMMITTEE'S COMPENSATION AND BENEFIT REVIEW PROCESS WHICH IS IN ACCORDANCE WITH THE PROCESS OUTLINED BY THE IRS FOR SETTING REASONABLE COMPENSATION.
	PART I, LINE 8	ANY AMOUNTS SUBJECT TO SUCH REQUIREMENTS WERE REVIEWED IN CONJUNCTION WITH THE EXECUTIVE COMPENSATION COMMITTEE'S COMPENSATION AND BENEFITS REVIEW PROCESS.

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 OF VIRGINIA

Employer identification number

54-0844477

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	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?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	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

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 OF VIRGINIA	Employer identification number 54-0844477
--	--

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	DELTA DENTAL OF VIRGINIA IS A NON-STOCK CORPORATION ORGANIZED UNDER TITLE 13.1 OF THE CODE OF VIRGINIA. CORVESTA, INC. IS THE SOLE MEMBER OF DDVA. AS DEFINED IN SECTION 13.1-803 OF THE CODE OF VIRGINIA.
	FORM 990, PART VI, SECTION A, LINE 7A	THE MEMBER ELECTS THE BOARD OF DIRECTORS.
	FORM 990, PART VI, SECTION A, LINE 7B	THE MEMBER VOTES ON QUESTIONS OF MERGER, CONSOLIDATION OR DISSOLUTION OF THE CORPORATION, AND AMENDING THE ARTICLES OF INCORPORATION.
	FORM 990, PART VI, SECTION B, LINE 11	DIRECTORS ON THE BOARD OF DIRECTORS WILL REVIEW THE DOCUMENT WITH SENIOR MANAGEMENT MEMBERS. THE REVIEW WILL BE DOCUMENTED AT THE BOARD MEETING.
	FORM 990, PART VI, SECTION B, LINE 12C	THE BOARD OF DIRECTORS AND VICE PRESIDENTS COMPLETE CONFLICT OF INTEREST FORMS ANNUALLY. THE BOARD CHAIRMAN REVIEWS THE DIRECTORS' FORMS, THE NOMINATING COMMITTEE CHAIRMAN REVIEWS THE BOARD CHAIRMAN'S FORM AND THE PRESIDENT REVIEWS THE VICE PRESIDENT'S FORMS. ALL ARE FILED IN THE CORPORATE MINUTE BOOK WHICH IS REVIEWED BY OUR AUDITORS AND THE BOI.
	FORM 990, PART VI, SECTION B, LINE 15	THE EXECUTIVE COMPENSATION COMMITTEE OF THE BOARD HAS BEEN DELEGATED RESPONSIBILITY FOR SETTING SENIOR EXECUTIVE COMPENSATION AND BENEFITS. THE EXECUTIVE COMPENSATION COMMITTEE'S MEMBERS ARE DDVA OUTSIDE DIRECTORS. THEY MUST BE INDEPENDENT OF MANAGEMENT AND FREE OF ANY RELATIONSHIPS THAT, IN THE OPINION OF THE BOARD OF DIRECTORS, WOULD INTERFERE WITH THE EXERCISE OF THEIR INDEPENDENT JUDGEMENT AS COMMITTEE MEMBERS WITH RESPECT TO THE TRANSACTIONS AND OTHER MATTERS THAT THEY ARE CALLED UPON TO EVALUATE. THE COMMITTEE HAS ENGAGED AND USES AN OUTSIDE, INDEPENDENT SENIOR EXECUTIVE COMPENSATION EXPERT TO ASSIST IN ESTABLISHING SENIOR EXECUTIVE COMPENSATION AND BENEFITS. THE OUTSIDE CONSULTANT PROVIDES, AMONG OTHER INFORMATION AND ADVICE, COMPARABLE DATA (FORM 990 AND OTHER COMPENSATION STUDIES) OF PEER ORGANIZATIONS. THIS COMMITTEE MEETS BETWEEN 3 AND 4 TIMES PER YEAR. MINUTES OF ALL MEETINGS ARE KEPT IN ACCORDANCE WITH IRS GUIDELINES.
	FORM 990, PART VI, SECTION C, LINE 19	THE APPLICABLE FORMS ARE AVAILABLE FOR PUBLIC INSPECTION VIA REQUEST AND REGULATORY FILINGS.
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -350,240. SURPLUS TRANSFER TO HOLDING COMPANY - 8,000,000. REALIZED GAINS FROM SALES OF MARKETABLE SECURITIES -324,812. TOTAL TO FORM 990, PART XI, LINE 5 -8,675,052.
	FORM 990, PART XII, LINE 2C	THERE HAVE BEEN NO CHANGES TO DELTA DENTAL OF VIRGINIA'S OVERSIGHT PROCESS OF THE AUDIT OR ITS SELECTION OF AN INDEPENDENT AUDITOR.

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 OF VIRGINIA

Employer identification number
54-0844477

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) CORVESTA INC 4818 STARKEY ROAD ROANOKE, VA 240188542 20-5945158	HOLDING COMPANY	VA	501(C)(4)		N/A		No
(2) DELTA DENTAL OF VIRGINIA FOUNDATION 4818 STARKEY ROAD ROANOKE, VA 240188542 45-3230862	PROMOTION AND ADVANCEMENT OF ORAL HEALTH FOR THE PEOPLE OF VA	VA	501(C)(3)	LINE 9	CORVESTA INC		No

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?		(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	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) MERCURY DATA EXCHANGE INC 4818 STARKEY ROAD ROANOKE, VA 240188542 20-4203105	CLEARINGHOUSE SERVICES PROVIDED TO DENTAL OFFICES	VA	N/A	C			
(2) CORVESTA SOFTWARE SOLUTIONS PVT LTD 4818 STARKEY ROAD ROANOKE, VA 240188542	PROVIDES SOFTWARE DEVELOPMENT, PROGRAMMING & PRODUCTION OF COMPUTER SOFTWARE	IN	N/A	C			
(3) CORVESTA SERVICES INC 4818 STARKEY ROAD ROANOKE, VA 240188542 27-1018474	PROVIDES VALUE- ADDED SERVICES PRIMARILY RELATED TO DENTAL INSURANCE	VA	N/A	C			
(4) CORVESTA LIFE INSURANCE COMPANY INC 4818 STARKEY ROAD ROANOKE, VA 240188542 86-0201136	PROVIDES LIFE INSURANCE COVERAGE	AZ	N/A	C			

Part V

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

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

Yes

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) DELTA DENTAL OF VIRGINIA FOUNDATION	B	2,500,000	FAIR MARKET VALUE
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

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.

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation	
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Additional Data

Software ID:
Software Version:
EIN: 54-0844477
Name: DELTA DENTAL OF VIRGINIA

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
G SPRINKLE III FAMILY DENTISTRY PC	PARTICIPATING DENTIST	266,584	DENTAL CLAIMS		No
THOMAS R HUDSON DDS & PAUL G HUDON DDS PC	PARTICIPATING DENTIST	243,908	DENTAL CLAIMS		No
GUY G LEVY & MAYER G LEVY DDS PC	PARTICIPATING DENTIST	136,824	DENTAL CLAIMS		No
ALBERT L PAYNE DDS PC	PARTICIPATING DENTIST	502,830	DENTAL CLAIMS		No
WOLFE & PENN LTD	PARTICIPATING DENTIST	147,973	DENTAL CLAIMS		No
MERCURY DATA EXCHANGE INC	BROTHER-SISTER ORGANIZATION	121,528	AFFILIATED SERVICES PROVIDED		No
CORVESTA SERVICES INC	BROTHER-SISTER ORGANIZATION	7,054,340	AFFILIATED SERVICES PROVIDED		No

Additional Data

Software ID:

Software Version:

EIN: 54-0844477

Name: DELTA DENTAL OF VIRGINIA

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			
DR GEORGE A LEVICKI PRESIDENT	40 00	X		X				955,480	0	60,199
MR LYNDELL B BROOKS CHAIRMAN OF THE BOARD	4 00	X						26,608	1,800	0
DR GRANT M SPRINKLE III SECRETARY	2 00	X						16,474	600	0
MR THOMAS S NARDO TREASURER	2 00	X						21,857	0	0
MR RICHARD H BERRY CPA DIRECTOR	2 00	X						17,897	0	0
DR HAROLD J BARRETT JR DIRECTOR	2 00	X						16,800	0	0
MR GORDON L GENTRY JR DIRECTOR	4 00	X						22,000	1,800	0
MR DANIEL C HASTINGS DIRECTOR	2 00	X						20,845	1,200	0
MICHAEL L HOULISTON PC DIRECTOR	2 00	X						24,158	0	0
DR THOMAS R HUDSON DIRECTOR	1 00	X						12,500	0	0
DR MAYER G LEVY DIRECTOR	1 00	X						16,500	0	0
DR EMANUEL W MICHAELS DIRECTOR	2 00	X						15,672	1,200	0
DR FRENCH H MOORE JR DIRECTOR	1 00	X						16,442	0	0
MR JESS NEWBERN III DIRECTOR	2 00	X						21,510	1,800	0
DR ALBERT PAYNE DIRECTOR	2 00	X						18,645	1,800	0
MR S GORDON SECCOMBE JR DIRECTOR	1 00	X						15,219	0	0
MR PATRICK N SHAFFNER DIRECTOR	2 00	X						23,560	2,100	0
DR BARRY WOLFE DIRECTOR	2 00	X						17,889	0	0
BARRY DUVAL DIRECTOR	2 00	X						10,700	0	0
PETER V DAVIES III VICE PRESIDENT MARKETING	40 00			X				548,044	0	60,199
MICHAEL W WISE VICE PRESIDENT FINANCE	40 00			X				494,177	0	60,199
OSCAR L BRYANT VICE PRESIDENT ADMIN & IS	40 00			X				464,756	0	64,100
STACY CAMPBELL VICE PRESIDENT STATEGIC PL	40 00			X				280,035	0	46,000
BRADLEY KNOPF VICE PRESIDENT UNDERWRITIN	40 00			X				277,307	0	47,220
CHARLES R WAYLAND VICE PRESIDENT OF OPERATIO	40 00			X				214,527	0	19,000

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			
MELISSA KIRSH STAFF	40 00					X		405,794	0	46,555
DAVID WERNER STAFF	40 00					X		442,541	0	43,319
DUNCAN SHEILS STAFF	40 00					X		329,589	0	38,549
DR GEORGE KOUMARAS STAFF	40 00					X		265,152	0	47,220
JOHN WILSON STAFF	40 00					X		227,984	0	36,823

Additional Data

Software ID:

Software Version:

EIN: 54-0844477

Name: DELTA DENTAL OF VIRGINIA

Form 990, Schedule C, Part 1-C, Line 5

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's own internal 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-
BARKER FOR SENATE	PO BOX 10527 ALEXANDRIA, VA 22310		500	
EDWARDS FOR VIRGINIA SENATE	PO BOX 1179 ROANOKE, VA 240061179		1500	
HABEEB FOR DELEGATE	PO BOX 882 SALEM, VA 24153		250	
MARK HERRING FOR STATE SENATE	PO BOX 6296 LEESBURG, VA 20178		500	
GILBERT FOR DELEGATE	PO BOX 7067 RICHMOND, VA 23221		250	
KATHY BYRON FOR DELEGATE	523 LEESVILLE ROAD LYNCHBURG, VA 245020409		1500	
PUCKETT FOR SENATE	PO BOX 924 TAZEWELL, VA 246510924		600	
WATKINS FOR SENATE	5004 MONUMENT AVE SUITE 100-B RICHMOND, VA 23230		250	
WAGNER FOR SENATE	5004 MONUMENT AVE SUITE 100-B RICHMOND, VA 23230		250	
SPRUILL FOR HOUSE OF DELEGATES	PO BOX 5403 CHESAPEAKE, VA 23324		250	
FRIENDS OF TIM HUGO	PO BOX 893 CENTREVILLE, VA 20122		500	
FRIENDS OF JACKSON MILLER	PO BOX 10072 MANASSAS, VA 20108		500	
NORTHAM FOR SENATE	PO BOX 9363 NORFOLK, VA 23505		250	
ARMSTRONG FOR DELEGATE	PO BOX 1431 MARTINSVILLE, VA 24112		2000	
FRIENDS OF STEVE NEWMAN	PO BOX 480 FOREST, VA 24551		2000	
FRIENDS OF JENNIFER MCCLELLAN	PO BOX 47 RICHMOND, VA 23218		1000	
LEWIS FOR DELEGATE	PO BOX 760 ACCOMAC, VA 23301		1500	
MCDOUGLE FOR VIRGINIA	5004 MONUMENT AVE SUITE 100-B RICHMOND, VA 23230		250	
STUART FOR SENATE	5004 MONUMENT AVE SUITE 100-B RICHMOND, VA 23230		250	
JILL VOGEL FOR SENATE	5004 MONUMENT AVE SUITE 100-B RICHMOND, VA 23230		250	
BEN CLINE FOR DELEGATE	PO BOX 817 LEXINGTON, VA 24450		1500	
R LEE WARE FOR DELEGATE	PO BOX 689 POWHATAN, VA 23139		1000	
KIRK COX FOR DELEGATE	131 OLD BRICKHOUSE LANE COLONIAL HEIGHTS, VA 23834		1000	
DANNY MARSHALL FOR DELEGATE	PO BOX 439 DANVILLE, VA 24543		1000	
ROB BELL FOR DELEGATE	2309 FINCH COURT CHARLOTTESVILLE, VA 22911		500	
MANOLI LOUPASSI FOR DELEGATE	6002-A BROAD STREET RICHMOND, VA 23230		1000	
BOB PUNKEY FOR DELEGATE	2352 LEEWARD SHORE DRIVE VIRGINIA BEACH, VA 23451		1000	
RYAN MCDOUGLE FOR SENATE	PO BOX 187 MECHANICSVILLE, VA 23111		1000	
RICHARD STEWART FOR SENATE	PO BOX 1146 MONTROSS, VA 22520		750	
STOSCH FOR SENATE	4552 COX ROAD SUITE 110 GLEN ALLEN, VA 230606740		1000	
TERRY KILGORE FOR DELEGATE	PO BOX 669 GATE CITY, VA 24251		1500	
FRIENDS OF STEVE MARTIN	PO BOX 700 CHESTERFIELD, VA 23832		500	
DONALDS MERRICKS FOR DELEGATE	PO BOX K CHATHAM, VA 24531		1000	