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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

|                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                            |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>DENTAQUEST FOUNDATION INC                                                                                                                                                                                                                                                                                              |  | <b>A Employer identification number</b><br><br>04-3265080                                                                                                                                  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>465 MEDFORD STREET                                                                                                                                                                                                                                       |  | <b>B Telephone number</b> (see instructions)<br><br>(617) 886-1700                                                                                                                         |  |
| City or town, state, and ZIP code<br>BOSTON, MA 02129                                                                                                                                                                                                                                                                                        |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                          |  |
| <b>G</b> Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                      |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                       |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 85,651,234                                                                                                                                                                                                  |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                    |  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                                                        |  |                                                                                                                                                                                            |  |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                             | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc , received (attach schedule)                            | 25,625,000                         |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                        | 2                                  | 2                         |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities. . . . .                                           | 680,039                            | 680,039                   |                         |                                                             |
|                                                                                                                                                                     | 5a Gross rents . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss) _____                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                    | 810,560                            |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a _____ 2,391,220                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV , line 2 ) . . . .                                  |                                    | 810,560                   |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain . . . . .                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications . . . . .                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                                 |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | b Less Cost of goods sold . . . . .                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | c Gross profit or (loss) (attach schedule) . . . . .                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 11 Other income (attach schedule) . . . . .                                                 | 1,312,335                          | 1,239,335                 |                         |                                                             |
|                                                                                                                                                                     | 12 <b>Total.</b> Add lines 1 through 11 . . . . .                                           | 28,427,936                         | 2,729,936                 |                         |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc                                       | 284,817                            | 0                         |                         | 284,817                                                     |
|                                                                                                                                                                     | 14 Other employee salaries and wages . . . . .                                              | 735,083                            | 0                         |                         | 735,083                                                     |
|                                                                                                                                                                     | 15 Pension plans, employee benefits . . . . .                                               | 104,529                            | 0                         |                         | 104,529                                                     |
|                                                                                                                                                                     | 16a Legal fees (attach schedule) . . . . .                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) . . . . .                                               | 20,979                             | 0                         |                         | 20,979                                                      |
|                                                                                                                                                                     | c Other professional fees (attach schedule) . . . . .                                       | 1,579,897                          | 159,414                   |                         | 1,420,483                                                   |
|                                                                                                                                                                     | 17 Interest . . . . .                                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                               | 19,000                             | 0                         |                         | 0                                                           |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion . . .                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy . . . . .                                                                      | 2,974                              | 0                         |                         | 2,974                                                       |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings . . . . .                                              | 572,695                            | 0                         |                         | 572,695                                                     |
|                                                                                                                                                                     | 22 Printing and publications . . . . .                                                      | 13,860                             | 0                         |                         | 13,860                                                      |
|                                                                                                                                                                     | 23 Other expenses (attach schedule) . . . . .                                               | 136,666                            | 0                         |                         | 136,666                                                     |
|                                                                                                                                                                     | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . . | 3,470,500                          | 159,414                   |                         | 3,292,086                                                   |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid . . . . .                                              | 9,518,845                          |                           |                         | 9,518,845                                                   |
|                                                                                                                                                                     | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                             | 12,989,345                         | 159,414                   |                         | 12,810,931                                                  |
|                                                                                                                                                                     | 27 Subtract line 26 from line 12                                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | a <b>Excess of revenue over expenses and disbursements</b>                                  | 15,438,591                         |                           |                         |                                                             |
|                                                                                                                                                                     | b <b>Net investment income</b> (if negative, enter -0-)                                     |                                    | 2,570,522                 |                         |                                                             |
|                                                                                                                                                                     | c <b>Adjusted net income</b> (if negative, enter -0-)                                       |                                    |                           |                         |                                                             |

| Part II Balance Sheets      |                                                                                                                                          | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )                              | Beginning of year | End of year    |                       |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                             |                                                                                                                                          |                                                                                                                                                  | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                                        | Cash—non-interest-bearing . . . . .                                                                                                              |                   |                |                       |
|                             | 2                                                                                                                                        | Savings and temporary cash investments . . . . .                                                                                                 | 6,748,102         | 18,915,639     | 18,915,639            |
|                             | 3                                                                                                                                        | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                                      |                   |                |                       |
|                             | 4                                                                                                                                        | Pledges receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                                       |                   |                |                       |
|                             | 5                                                                                                                                        | Grants receivable . . . . .                                                                                                                      |                   |                |                       |
|                             | 6                                                                                                                                        | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . . |                   |                |                       |
|                             | 7                                                                                                                                        | Other notes and loans receivable (attach schedule) ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                       |                   |                |                       |
|                             | 8                                                                                                                                        | Inventories for sale or use . . . . .                                                                                                            |                   |                |                       |
|                             | 9                                                                                                                                        | Prepaid expenses and deferred charges . . . . .                                                                                                  |                   |                |                       |
|                             | 10a                                                                                                                                      | Investments—U S and state government obligations (attach schedule)                                                                               | 3,518,430         | 3,760,743      | 3,760,743             |
|                             | b                                                                                                                                        | Investments—corporate stock (attach schedule) . . . . .                                                                                          | 28,436,705        | 31,152,253     | 31,152,253            |
|                             | c                                                                                                                                        | Investments—corporate bonds (attach schedule). . . . .                                                                                           | 22,578,531        | 24,646,947     | 24,646,947            |
|                             | 11                                                                                                                                       | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                              |                   |                |                       |
|                             | 12                                                                                                                                       | Investments—mortgage loans . . . . .                                                                                                             |                   |                |                       |
|                             | 13                                                                                                                                       | Investments—other (attach schedule) . . . . .                                                                                                    | 4,444,159         | 6,849,404      | 6,849,404             |
|                             | 14                                                                                                                                       | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                                          |                   |                |                       |
| 15                          | Other assets (describe ▶ _____)                                                                                                          | 0                                                                                                                                                | 326,248           | 326,248        |                       |
| 16                          | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                               | 65,725,927                                                                                                                                       | 85,651,234        | 85,651,234     |                       |
| Liabilities                 | 17                                                                                                                                       | Accounts payable and accrued expenses . . . . .                                                                                                  |                   |                |                       |
|                             | 18                                                                                                                                       | Grants payable . . . . .                                                                                                                         |                   |                |                       |
|                             | 19                                                                                                                                       | Deferred revenue . . . . .                                                                                                                       |                   |                |                       |
|                             | 20                                                                                                                                       | Loans from officers, directors, trustees, and other disqualified persons                                                                         |                   |                |                       |
|                             | 21                                                                                                                                       | Mortgages and other notes payable (attach schedule) . . . . .                                                                                    |                   |                |                       |
|                             | 22                                                                                                                                       | Other liabilities (describe ▶ _____)                                                                                                             |                   |                |                       |
|                             | 23                                                                                                                                       | Total liabilities (add lines 17 through 22) . . . . .                                                                                            | 0                 | 0              |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. |                                                                                                                                                  |                   |                |                       |
|                             | 24                                                                                                                                       | Unrestricted . . . . .                                                                                                                           | 65,725,927        | 72,151,234     |                       |
|                             | 25                                                                                                                                       | Temporarily restricted . . . . .                                                                                                                 |                   | 13,500,000     |                       |
|                             | 26                                                                                                                                       | Permanently restricted . . . . .                                                                                                                 |                   |                |                       |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.                         |                                                                                                                                                  |                   |                |                       |
|                             | 27                                                                                                                                       | Capital stock, trust principal, or current funds . . . . .                                                                                       |                   |                |                       |
|                             | 28                                                                                                                                       | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                                   |                   |                |                       |
|                             | 29                                                                                                                                       | Retained earnings, accumulated income, endowment, or other funds                                                                                 |                   |                |                       |
|                             | 30                                                                                                                                       | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                                    | 65,725,927        | 85,651,234     |                       |
|                             | 31                                                                                                                                       | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                                       | 65,725,927        | 85,651,234     |                       |

| Part III Analysis of Changes in Net Assets or Fund Balances |                                                                                                                                                                    |              |
|-------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 1                                                           | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . . | 1 65,725,927 |
| 2                                                           | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 15,438,591 |
| 3                                                           | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 4,486,716  |
| 4                                                           | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 85,651,234 |
| 5                                                           | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 0          |
| 6                                                           | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 85,651,234 |

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 810,560 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 |         |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2011                                                                 | 9,692,117                                | 65,175,246                                   | 0 148709                                                  |
| 2010                                                                 | 5,486,283                                | 55,133,057                                   | 0 099510                                                  |
| 2009                                                                 | 5,390,796                                | 46,455,810                                   | 0 116041                                                  |
| 2008                                                                 | 6,327,495                                | 44,185,636                                   | 0 143203                                                  |
| 2007                                                                 | 3,954,271                                | 34,759,996                                   | 0 113759                                                  |

|   |                                                                                                                                                                                                                                  |   |            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                                                             | 2 | 0 621222   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . .                                            | 3 | 0 124244   |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .                                                                                                                                            | 4 | 68,587,005 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                                                               | 5 | 8,521,524  |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                                                              | 6 | 25,705     |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                                                                       | 7 | 8,547,229  |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .<br><br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See<br>the Part VI instructions | 8 | 12,810,931 |

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

|    |  |                                                                                                                                                                      |        |          |        |   |
|----|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|----------|--------|---|
| 1a |  | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                                          |        |          |        |   |
|    |  | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                                   |        |          |        |   |
| b  |  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . |        | 1        | 25,705 |   |
| c  |  | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                |        |          |        |   |
| 2  |  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                             |        | 2        | 0      |   |
| 3  |  | Add lines 1 and 2. . . . .                                                                                                                                           |        | 3        | 25,705 |   |
| 4  |  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                           |        | 4        | 0      |   |
| 5  |  | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .                                                                     |        | 5        | 25,705 |   |
| 6  |  | Credits/Payments                                                                                                                                                     |        |          |        |   |
| a  |  | 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                    | 6a     | 19,000   |        |   |
| b  |  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                                        | 6b     |          |        |   |
| c  |  | Tax paid with application for extension of time to file (Form 8868)                                                                                                  | 6c     | 67,000   |        |   |
| d  |  | Backup withholding erroneously withheld . . . . .                                                                                                                    | 6d     |          |        |   |
| 7  |  | Total credits and payments Add lines 6a through 6d. . . . .                                                                                                          |        | 7        | 86,000 |   |
| 8  |  | Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                          |        | 8        | 12     |   |
| 9  |  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                              |        | 9        |        |   |
| 10 |  | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .                                                                   |        | 10       | 60,283 |   |
| 11 |  | Enter the amount of line 10 to be Credited to 2013 estimated tax                                                                                                     | 60,283 | Refunded | 11     | 0 |

Part VII-AStatements Regarding Activities

|    |                                                                                                                                                                                                                                                                                                                                             |    |     |    |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                              |    | Yes | No |
|    |                                                                                                                                                                                                                                                                                                                                             | 1a |     | No |
| b  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .                                                                                                                                                                             |    |     | No |
|    | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.                                                                                                                                               |    |     |    |
| c  | Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                              | 1c |     | No |
| d  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation  \$ _____ 0 (2) On foundation managers  \$ _____ 0                                                                                                                                                               |    |     |    |
| e  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____ 0                                                                                                                                                                                            |    |     |    |
| 2  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                     | 2  |     | No |
| 3  | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                        | 3  |     | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                       | 4a |     | No |
| b  | If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                  | 4b |     |    |
| 5  | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                               | 5  |     | No |
| 6  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . . | 6  | Yes |    |
| 7  | Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                            | 7  | Yes |    |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions)<br>MA _____                                                                                                                                                                                                                              |    |     |    |
| b  | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .                                                                                                                               | 8b | Yes |    |
| 9  | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?<br>If "Yes," complete Part XIV . . . . .                                                                           | 9  |     | No |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                          | 10 |     | No |

Part VII-A

Statements Regarding Activities *(continued)*

|                                                                                                                                 |                                                                                                                                                                                                                                               |    |     |    |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                              | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).                                                      | 11 |     | No |
| 12                                                                                                                              | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                      | 12 |     | No |
| 13                                                                                                                              | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                                           | 13 | Yes |    |
| Website address ▶WWW.DENTAQUESTFOUNDATION.ORG                                                                                   |                                                                                                                                                                                                                                               |    |     |    |
| 14                                                                                                                              | The books are in care of ▶RALPH FUCCILLO Telephone no ▶(617) 886-1700<br>Located at ▶465 MEDFORD STREET BOSTON MA ZIP +4 ▶02129                                                                                                               |    |     |    |
| 15                                                                                                                              | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ | 15 |     |    |
| 16                                                                                                                              | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .                                           | 16 |     | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ |                                                                                                                                                                                                                                               |    |     |    |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |    |     |    |
|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |    | Yes | No |
| 1a                                                                                      | During the year did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 1b |     | No |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 1c |     | No |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |    |     |    |
| a                                                                                       | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 2b |     |    |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 4a |     | No |
| b                                                                                       | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4b |     | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| 1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).                     |                                                           |                                           |                                                                       |                                       |
| (a) Name and address                                                                                                         | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| See Additional Data Table                                                                                                    |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
| 2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE." |                                                           |                                           |                                                                       |                                       |
| (a) Name and address of each employee paid more than \$50,000                                                                | (b) Title, and average hours per week devoted to position | (c) Compensation                          | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
| MICHAEL MONOPOLI                                                                                                             | DIRECTOR OF                                               | 276,467                                   | 34,780                                                                | 0                                     |
| 465 MEDFORD STREET                                                                                                           | POLICY P                                                  |                                           |                                                                       |                                       |
| BOSTON,MA 02129                                                                                                              | 40 00                                                     |                                           |                                                                       |                                       |
| NATHAN HO                                                                                                                    | PROJECT                                                   | 73,032                                    | 10,907                                                                | 0                                     |
| 465 MEDFORD STREET                                                                                                           | COORDINATOR                                               |                                           |                                                                       |                                       |
| BOSTON,MA 02129                                                                                                              | 40 00                                                     |                                           |                                                                       |                                       |
| BRENDA COCUZZO                                                                                                               | EXEC ASSISTANT                                            | 56,382                                    | 24,910                                                                | 0                                     |
| 465 MEDFORD STREET                                                                                                           | 40 00                                                     |                                           |                                                                       |                                       |
| BOSTON,MA 02129                                                                                                              |                                                           |                                           |                                                                       |                                       |
| MATTHEW BOND                                                                                                                 | PROGRAM AND                                               | 66,700                                    | 10,417                                                                | 0                                     |
| 465 MEDFORD STREET                                                                                                           | GRANTS A                                                  |                                           |                                                                       |                                       |
| BOSTON,MA 02129                                                                                                              | 40 00                                                     |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
|                                                                                                                              |                                                           |                                           |                                                                       |                                       |
| Total number of other employees paid over \$50,000.                                                                          |                                                           |                                           |                                                                       | 0                                     |

Part VIII

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                            |                  |
|------------------------------------------------------------------------------------------------------------------|----------------------------|------------------|
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service        | (c) Compensation |
| HARDER & COMPANY COMMUNITY RESEARCH                                                                              | ORGANIZATIONAL DEVELOPMENT | 310,514          |
| 299 KANSAS ST<br>SAN FRANCISCO,CA 94103                                                                          |                            |                  |
| ARGUS COMMUNICATIONS INC                                                                                         | MARKETING                  | 190,165          |
| 177 MILK STREET SUITE 610<br>BOSTON,MA 02109                                                                     |                            |                  |
| TRACY GARLAND                                                                                                    | MANAGEMENT TRAINING        | 173,434          |
| 4759 51ST PLACE SW<br>SEATTLE,WA 98116                                                                           |                            |                  |
| PATRICK W FINNERTY                                                                                               | STRATEGIC PLANNING         | 52,615           |
| 15217 WINDY RIDGE ROAD<br>MIDLOTHIAN,VA 23112                                                                    |                            |                  |
| THE RENDON GROUP                                                                                                 | STRATEGIC PLANNING         | 50,030           |
| 240 COMMERCIAL STREET<br>BOSTON,MA 02109                                                                         |                            |                  |
| Total number of others receiving over \$ 50,000 for professional services. . . . .                               |                            | 0                |

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|   |                                                                                                                    |    |            |
|---|--------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes         |    |            |
| a | Average monthly fair market value of securities. . . . .                                                           | 1a | 62,890,069 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 6,741,408  |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0          |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 69,631,477 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0          |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  | 0          |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 69,631,477 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 1,044,472  |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 68,587,005 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 3,429,350  |

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|    |                                                                                                           |    |           |
|----|-----------------------------------------------------------------------------------------------------------|----|-----------|
| 1  | Minimum investment return from Part X, line 6. . . . .                                                    | 1  | 3,429,350 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. . . . .                                           | 2a | 25,705    |
| b  | Income tax for 2012 (This does not include the tax from Part VI ). . . . .                                | 2b |           |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 25,705    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 3,403,645 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 0         |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 3,403,645 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                           | 6  | 0         |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 3,403,645 |

Part XII

Qualifying Distributions (see instructions)

|                                                                                                                                                                                              |                                                                                                                                                              |    |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----|------------|
| 1                                                                                                                                                                                            | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes                                                                    |    |            |
| a                                                                                                                                                                                            | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .                                                                         | 1a | 12,810,931 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b | 0          |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |            |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |            |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |            |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |            |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 12,810,931 |
| 5                                                                                                                                                                                            | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . . | 5  | 25,705     |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 12,785,226 |
| Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years |                                                                                                                                                              |    |            |

Part XIII

Undistributed Income (see instructions)

|                                                                                                                                                                                     | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                                |               |                            |             | 3,403,645   |
| 2 Undistributed income, if any, as of the end of 2012                                                                                                                               |               |                            |             |             |
| a Enter amount for 2011 only. . . . .                                                                                                                                               |               |                            | 0           |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2012                                                                                                                                   |               |                            |             |             |
| a From 2007. . . . .                                                                                                                                                                | 2,250,450     |                            |             |             |
| b From 2008. . . . .                                                                                                                                                                | 4,149,415     |                            |             |             |
| c From 2009. . . . .                                                                                                                                                                | 2,959,032     |                            |             |             |
| d From 2010. . . . .                                                                                                                                                                | 2,733,153     |                            |             |             |
| e From 2011. . . . .                                                                                                                                                                | 6,498,318     |                            |             |             |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 18,590,368    |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 12,810,931                                                                                                           |               |                            |             |             |
| a Applied to 2011, but not more than line 2a                                                                                                                                        |               |                            | 0           |             |
| b Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               | 0                          |             |             |
| c Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              | 0             |                            |             |             |
| d Applied to 2012 distributable amount. . . . .                                                                                                                                     |               |                            |             | 3,403,645   |
| e Remaining amount distributed out of corpus                                                                                                                                        | 9,407,286     |                            |             |             |
| 5 Excess distributions carryover applied to 2012<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 27,997,654    |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               | 0                          |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               | 0                          |             |             |
| d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               | 0                          |             |             |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            | 0           |             |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .                                                                |               |                            |             | 0           |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .                                  | 0             |                            |             |             |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .                                                                                | 2,250,450     |                            |             |             |
| 9 Excess distributions carryover to 2013.<br>Subtract lines 7 and 8 from line 6a. . . . .                                                                                           | 25,747,204    |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2008. . . .                                                                                                                                                           | 4,149,415     |                            |             |             |
| b Excess from 2009. . . .                                                                                                                                                           | 2,959,032     |                            |             |             |
| c Excess from 2010. . . .                                                                                                                                                           | 2,733,153     |                            |             |             |
| d Excess from 2011. . . .                                                                                                                                                           | 6,498,318     |                            |             |             |
| e Excess from 2012. . . .                                                                                                                                                           | 9,407,286     |                            |             |             |

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . .

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

|    |                                                                                                                                                             |          |               |          |          |           |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                         | Tax year | Prior 3 years |          |          | (e) Total |
|    |                                                                                                                                                             | (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |
|    |                                                                                                                                                             |          |               |          |          |           |
| b  | 85% of line 2a . . . . .                                                                                                                                    |          |               |          |          |           |
| c  | Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                               |          |               |          |          |           |
| d  | Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                             |          |               |          |          |           |
| e  | Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .                                      |          |               |          |          |           |
| 3  | Complete 3a, b, or c for the alternative test relied upon                                                                                                   |          |               |          |          |           |
| a  | "Assets" alternative test—enter                                                                                                                             |          |               |          |          |           |
|    | (1) Value of all assets . . . . .                                                                                                                           |          |               |          |          |           |
|    | (2) Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                               |          |               |          |          |           |
| b  | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .                                  |          |               |          |          |           |
| c  | "Support" alternative test—enter                                                                                                                            |          |               |          |          |           |
|    | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |          |               |          |          |           |
|    | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .                                       |          |               |          |          |           |
|    | (3) Largest amount of support from an exempt organization                                                                                                   |          |               |          |          |           |
|    | (4) Gross investment income                                                                                                                                 |          |               |          |          |           |

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

b

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

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

c

Any submission deadlines

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

d

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

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

Part XV

Supplementary Information (continued)

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

| Recipient                                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount    |
|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------|
| Name and address (home or business)                 |                                                                                                                    |                                      |                                     |           |
| a Paid during the year<br>See Additional Data Table |                                                                                                                    |                                      |                                     |           |
| Total . . . . .                                     |                                                                                                                    |                                      | 3a                                  | 9,518,845 |
| b Approved for future payment                       |                                                                                                                    |                                      |                                     |           |
| Total . . . . .                                     |                                                                                                                    |                                      | 3b                                  | 0         |

| Enter gross amounts unless otherwise indicated |                                                               | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See<br>instructions ) |
|------------------------------------------------|---------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-----------------------------------------------------------------------|
|                                                |                                                               | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                       |
| <b>1</b>                                       | Program service revenue                                       |                           |               |                                      |               |                                                                       |
| <b>a</b>                                       | PROGRAM DUES                                                  |                           |               |                                      |               | 73,000                                                                |
| <b>b</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>c</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>d</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>e</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>f</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>g</b>                                       | Fees and contracts from government agencies                   |                           |               |                                      |               |                                                                       |
| <b>2</b>                                       | Membership dues and assessments. . . . .                      |                           |               |                                      |               |                                                                       |
| <b>3</b>                                       | Interest on savings and temporary cash investments            |                           |               | 14                                   | 2             |                                                                       |
| <b>4</b>                                       | Dividends and interest from securities. . . . .               |                           |               | 14                                   | 680,039       |                                                                       |
| <b>5</b>                                       | Net rental income or (loss) from real estate                  |                           |               |                                      |               |                                                                       |
| <b>a</b>                                       | Debt-financed property. . . . .                               |                           |               |                                      |               |                                                                       |
| <b>b</b>                                       | Not debt-financed property. . . . .                           |                           |               |                                      |               |                                                                       |
| <b>6</b>                                       | Net rental income or (loss) from personal property            |                           |               |                                      |               |                                                                       |
| <b>7</b>                                       | Other investment income. . . . .                              |                           |               |                                      |               |                                                                       |
| <b>8</b>                                       | Gain or (loss) from sales of assets other than inventory      |                           |               | 18                                   | 810,560       |                                                                       |
| <b>9</b>                                       | Net income or (loss) from special events                      |                           |               |                                      |               |                                                                       |
| <b>10</b>                                      | Gross profit or (loss) from sales of inventory. . . . .       |                           |               |                                      |               |                                                                       |
|                                                | PASSTHROUGH INCOME                                            |                           |               |                                      |               |                                                                       |
| <b>11</b>                                      | Other revenue <b>a</b> FROM VARIOUS K-1'S                     |                           |               | 14                                   | 1,239,335     |                                                                       |
| <b>b</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>c</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>d</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>e</b>                                       |                                                               |                           |               |                                      |               |                                                                       |
| <b>12</b>                                      | Subtotal. Add columns (b), (d), and (e). . . . .              |                           | 0             |                                      | 2,729,936     | 73,000                                                                |
| <b>13</b>                                      | <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . |                           |               | <b>13</b>                            |               | 2,802,936                                                             |

[illegible]

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

[illegible]

| b If "Yes," complete the following schedule |                          |                                                                             |
|---------------------------------------------|--------------------------|-----------------------------------------------------------------------------|
| (a) Name of organization                    | (b) Type of organization | (c) Description of relationship                                             |
| DENTAL SERVICES OF MASSACHUSETTS INC        | 501(C)(4) CORPORATION    | DENTAL SERVICES OF MASSACHUSETTS, INC IS THE SOLE MEMBER OF THE CORPORATION |
|                                             |                          |                                                                             |
|                                             |                          |                                                                             |
|                                             |                          |                                                                             |

May the IRS discuss this return with the preparer shown below (see instr )? ☒ **Yes** ☐ **No**

|                                                           |                              |            |                                                                   |                   |
|-----------------------------------------------------------|------------------------------|------------|-------------------------------------------------------------------|-------------------|
| Print/Type preparer's name                                | Preparer's Signature         | Date       | Check if self-employed <input checked="checked" type="checkbox"/> | PTIN<br>P00950491 |
| ALFONSO PERILLO                                           | ALFONSO PERILLO              | 2013-11-13 |                                                                   |                   |
| Firm's name <input checked="checked" type="checkbox"/>    | EDELSTEIN AND COMPANY LLP    |            | Firm's EIN <input checked="checked" type="checkbox"/> 04-2442519  |                   |
|                                                           | 160 FEDERAL STREET 9TH FLOOR |            |                                                                   |                   |
| Firm's address <input checked="checked" type="checkbox"/> | BOSTON, MA 021101772         |            | Phone no (617) 227-6161                                           |                   |

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

| (a) List and describe the kind(s) of property sold (e g , real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| SALE OF PUBLICLY TRADED SECURITIES                                                                                                   |                                              |                                      |                                  |
| COLCHESTER GLOBAL BOND FUND K-1                                                                                                      |                                              |                                      |                                  |
| SSGA RUSSELL 3000 INDEX NL CTF K-1                                                                                                   |                                              |                                      |                                  |
| SSGA MSCI ACWI EX USA INDEX NL QP CTF K-1                                                                                            |                                              |                                      |                                  |
| SSGA U S AGGREGATE BOND INDEX NL QP CTF K-1                                                                                          |                                              |                                      |                                  |
| SSGA U S TIPS INDEX NL QP CTF K-1                                                                                                    |                                              |                                      |                                  |
| TAP FUND LTD                                                                                                                         |                                              |                                      |                                  |
| TIFF PRIVATE EQUITY PARTNERS 2011, LLC                                                                                               |                                              |                                      |                                  |

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 2,391,220             |                                            | 2,394,536                                       | -3,316                                       |
|                       |                                            |                                                 | 8,825                                        |
|                       |                                            |                                                 | 310,017                                      |
|                       |                                            |                                                 | 92,813                                       |
|                       |                                            |                                                 | 259,167                                      |
|                       |                                            |                                                 | 133,241                                      |
|                       |                                            |                                                 | -35,224                                      |
|                       |                                            |                                                 | 45,037                                       |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -3,316                                                                                 |
|                                                                                             |                                   |                                            | 8,825                                                                                  |
|                                                                                             |                                   |                                            | 310,017                                                                                |
|                                                                                             |                                   |                                            | 92,813                                                                                 |
|                                                                                             |                                   |                                            | 259,167                                                                                |
|                                                                                             |                                   |                                            | 133,241                                                                                |
|                                                                                             |                                   |                                            | -35,224                                                                                |
|                                                                                             |                                   |                                            | 45,037                                                                                 |

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

| (a) Name and address                   | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| MARYLOU SUDDERS                        | CHAIR/DIRECTOR (1/1/12-12/4/12) 1 00                      | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| CASWELL A EVANS JR DDS                 | VICE CHAIR/DIRECTOR (1/1/12-12/4/12) 1 00                 | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| RALPH FUCCILLO                         | PRESIDENT/DIRECTOR 40 00                                  | 284,817                                   | 41,533                                                                | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| JAMES E COLLINS                        | TREASURER(1/1/12-9/20/12) 1 00                            | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| MYRA GREEN                             | SECRETARY 1 00                                            | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| FAY DONOHUE                            | DIRECTOR 5 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| DONALD KENNEY                          | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| HAROLD COX                             | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| NORMAN TINANOFF DDS                    | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| SHEPARD GOLDSTEIN DMD                  | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| MICHAEL S MCPHERSON                    | DIRECTOR (1/1/12-12/4/12) 1 00                            | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| LINDA NIESSEN DMD                      | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| RODERICK K KING MD                     | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| CHESTER W DOUGLASS DMD                 | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| LESLIE E GRANT                         | DIRECTOR 1 00                                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| CASWELL A EVANS JR DDS                 | CHAIR/DIRECTOR (12/4/12-PRESENT) 1 00                     | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| GREGORY WINN                           | TREASURER(9/20/12-PRESENT) 1 00                           | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| MICHAEL S MCPHERSON                    | VICE CHAIR/DIRECTOR (12/4/12-PRESENT) 1 00                | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| MARION KANE                            | DIRECTOR (1/1/12-JUNE 2012) 1 00                          | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |
| NEIL EPSTEIN                           | DIRECTOR (1/1/12-5/9/12) 1 00                             | 0                                         | 0                                                                     | 0                                     |
| 465 MEDFORD STREET<br>BOSTON, MA 02129 |                                                           |                                           |                                                                       |                                       |

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

| Recipient                                                                                                 | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                       |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                      |                                                                                                           |                                |                                  |         |
| AIDS ACTION COMMITTEE OF MASSACHUSETTS 75 AMORY STREET BOSTON,MA 02119                                    | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 1,000   |
| AMERICAN ACADEMY OF PEDIATRICS NEW JERSEY CHAPTER 2826 QUAKERBRIDGET ROAD SUITE 106 HAMILTON,NJ 08619     | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| AMERICAN ASSOCIATION FOR COMMUNITY DENTAL PROGRAMS 635 W 7TH STREET SUITE 309 CINCINNATI,OH 45203         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 5,000   |
| AMERICAN NETWORK OF ORAL HEALTH COALITIONS 4200 INNSLAKE DRIVE GLEN ALLEN,VA 23060                        | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 3,500   |
| ARIZONA ASSOCIATION OF COMMUNITY HEALTH CENTERS 700 EAST JEFFERSON ST SUITE 100 PHOENIX,AZ 85034          | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| ARIZONA DENTAL FOUNDATION 3193 N DRINKWATER BLVD SCOTTSDALE,AZ 85251                                      | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| ASSOCIATION OF STATE AND TERRITORIAL DENTAL DIRECTORS 1838 FIELDCREST DRIVE SPARKS,NV 89434               | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 2,000   |
| BETTER ORAL HEALTH FOR MASSACHUSETTS COALITION 95 BERKELEY STREET BOSTON,MA 02116                         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 93,800  |
| BINGHAM AREA HEALTH COUNCIL PO BOX 284 BINGHAM,ME 04920                                                   | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 40,000  |
| BI-STATE PRIMARY CARE ASSOCIATION INC 525 CLINTON STREET BOW,NH 03304                                     | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 99,996  |
| BOSTON PUBLIC HEALTH COMMISSION 1010 MASSACHUSETTS AVE BOSTON,MA 02118                                    | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 800     |
| BOSTON UNIVERSITY HENRY M GOLDMAN SCHOOL OF DENTAL MEDICINE 560 HARRISON AVENUE 5TH FLOOR BOSTON,MA 02118 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 500     |
| CALIFORNIA DENTAL ASSOCIATION FOUNDATION MISSION OF MERCY 1201 K STREET SUITE 1511 SACRAMENTO,CA 95814    | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 20,000  |
| CENTER FOR HEALTH CARE STRATEGIES 200 AMERICAN METRO BLVD SUITE 119 HAMILTON,NJ 08619                     | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 114,898 |
| CENTER FOR ORAL HEALTH 309 EAST SECOND ST POMONA,CA 91766                                                 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 194,796 |

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

| Recipient                                                                                                          | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                               |                                                                                                           |                                |                                  |         |
| CENTRAL ARIZONA DENTAL SOCIETY FOUNDATION INC<br>MISSION OF MERCY 3193 N<br>DRINKWATER BLVD<br>SCOTTSDALE,AZ 85251 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 10,000  |
| CHILDREN NOW 1404 FRANKLIN STREET SUITE 700<br>OAKLAND,CA 94612                                                    | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| CHILDRENS DENTAL HEALTH PROJECT 1012 19TH STREET NW<br>SUITE 400<br>WASHINGTON,DC 20036                            | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 200,000 |
| CHILDRENS NATIONAL MEDICAL CENTER 111 MICHIFAN AVENUE NW<br>WASHINGTON,DC 20010                                    | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 148,925 |
| NEWYORK UNIVERSITY COLLEGE OF NURSING AT THE COLLEGE OF DENTISTRY 726 BROADWAY 10TH FLOOR<br>NEWYORK,NY 10003      | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 312,315 |
| COMMUNITY HEALTH CENTER OF CAPE COD 107 COMMERCIAL STREET<br>MASHPEE,MA 02149                                      | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 75,000  |
| DENTAL LIFELINE NETWORK 1800 15TH STREET SUITE 100<br>DENVER,CO 80202                                              | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 40,000  |
|                                                                                                                    |                                                                                                           |                                | O IMPROVE ORAL HEALTH            | 0       |
| DISPARITIES SOLUTION CENTER AT MASSACHUSETTS GENERAL HOSPITAL 50 STANIFORD STREET SUITE 901<br>BOSTON,MA 02114     | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 25,000  |
| ELDER DENTAL PROGRAM (HEALTHCARE OPTIONS INC) 10 EMORY STREET<br>ATTLEBORO,MA 02703                                | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 25,000  |
| FLORIDA FOUNDATION FOR DENTAL HYGIENE PO BOX 130437<br>TAMPA,FL 33681                                              | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 103,054 |
| FLORIDA PUBLIC HEALTH INSTITUTE INC 1622 N FEDERAL HIGHWAY SUITE B<br>LAKE WORTH,FL 33460                          | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 250,000 |
| FOUNDATION FOR CHILDREN 105 WESTWOOD PLACE SUITE 125<br>BRENTWOOD,TN 37027                                         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 119,796 |
| FUND FOR PUBLIC HEALTH IN NEW YORK INC 22 CORTLANDT STREET SUITE 1103<br>NEWYORK,NY 10007                          | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 50,000  |
| GEORGIA ASSOCIATION FOR PRIMARY HEALTH CARE INC 315 WEST PONCE DE LEON AVE SUITE 1000<br>DECATUR,GA 30030          | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |

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

| Recipient                                                                                                    | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|--------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                          |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                         |                                                                                                           |                                |                                  |         |
| GOODWIN COMMUNITY HEALTH CENTER 311 ROUTE 108 SOMERSWORTH,NH 03878                                           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 4,966   |
| HEALTH LAW ADVOCATES 30 WINTER STREET STE 1004 BOSTON,MA 02108                                               | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 10,000  |
| HEALTH RESOURCES IN ACTION 95 BERKELEY STREET BOSTON,MA 02116                                                | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 355,702 |
| HEARTLAND HEALTH OUTREACH-CHICAGO COMMUNITY ORAL HEALTH FORUM 1015 W LAWRENCE AVE 2ND FLOOR CHICAGO,IL 60640 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 148,878 |
| IDAHO DEPARTMENT OF HEALTH AND WELFARE 450 W STATE STREET 6TH FLOOR BOISE,ID 83702                           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| ILLINOIS PRIMARY HEALTH CARE ASSOCIATION 500 NORTH NINTH STREET SPRINGFIELD,IL 62701                         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 99,866  |
| KANSAS ASSOCIATION FOR THE MEDICALLY UNDERSERVED 1129 S KANSAS AVE SUITE B TOPEKA,KS 66612                   | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| MAINEHEALTH 110 FREE STREET PORTLAND,ME 04101                                                                | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 129,937 |
| MARYLAND DENTAL ACTION COALITION INC 6410 DOBBIN ROAD SUITE G COLUMBIA,MD 21045                              | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 302,949 |
| MASSACHUSETTS DENTAL SOCIETY 2 WILLOW STREET SUITE 200 SOUTHBOROUGH,MA 01772                                 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 50,000  |
| MASSACHUSETTS HEAD START 68 ALLISON AVE TAUNTON,MA 02780                                                     | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 250,000 |
| MASSACHUSETTS LEAGUE OF COMMUNITY HEALTH CENTERS 40 COURT STREET 19TH FLOOR BOSTON,MA 02108                  | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 96,780  |
| MEDICAID SCHIP DENTAL ASSOCIATION 4411 CONNECTICUT AVE NW 104 WASHINGTON,DC 20008                            | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 242,460 |
| MICHIGAN ORAL HEALTH COALITION 7215 WESTSHIRE DRIVE LANDSING,MI 48917                                        | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| MICHIGAN PRIMARY CARE ASSOCIATION 7215 WESTSHIRE DRIVE LANDSING,MI 48917                                     | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 99,999  |

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

| Recipient                                                                                                               | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|-------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                     |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                                    |                                                                                                           |                                |                                  |         |
| MISSISSIPPI DENTAL ASSOCIATION FOUNDATION MISSION OF MERCY 439 B KATHERINE DRIVE FLOWOOD,MS 39232                       | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 10,000  |
| MISSISSIPPI PRIMARY HEALTH CARE ASSOCIATION 6400 LAKEOVER RD SUITE A JACKSON,MS 39213                                   | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| MISSISSIPPI STATE DEPARTMENT OF HEALTH 570 E WOODROW WILSON O-450 JACKSON,MS 39215                                      | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| NATIONAL ASSOCIATION OF COMMUNITY HEALTH CENTERS (NACHC) 7501 WISCONSIN AVE SUITE 1100W BETHESDA,MD 20814               | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 158,222 |
| NATIONAL ASSOCIATION OF SCHOOL NURSES 8484 GEORGIA AVENUE SUITE 420 SILVER SPRING,MD 20910                              | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| NATIONAL CHILDRENS ORAL HEALTH FOUNDATION 4108 PARK ROAD SUITE 406 CHARLOTTE,NC 28209                                   | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 125,800 |
| NATIONAL COMMISSION ON CERTIFICATION OF PHYSICIAN ASSISTANTS FOUNDATION 12000 FINDLEY RD SUITE 100 JOHNS CREEK,GA 30097 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 228,000 |
| NATIONAL COMMISSION ON CERTIFICATION OF PHYSICIANS ASSISTANTS 12000 FINDLEY RD SUITE 100 JOHNS CREEK,GA 30097           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 58,000  |
| NATIONAL DENTAL ASSOCIATION 3517 16TH STREET NW WASHINGTON,DC 20010                                                     | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 50,000  |
| NATIONAL DENTAL HYGIENISTS ASSOCIATION 1111 5HT AVE NORTH COLUMBUS,MS 39701                                             | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 2,500   |
| NORTH DAKOTA DEPARTMENT OF HEALTH 600 E BOUKLEVARD AVE DEPT 301 BISMARCK,ND 58505                                       | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| NORTH END WATERFRONT HEALTH 332 HANOVER STREET BOSTON,MA 02113                                                          | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| NORTH FLORIDA MEDICAL CENTERS INC 535 JOHN KNOX ROAD TALLAHASSEE,FL 32303                                               | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 59,070  |
| OHIO ASSOCIATION OF COMMUNITY HEALTH CENTERS 4150 INDIANOLA AVE COLUMBUS,OH 43214                                       | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| ORAL HEALTH AMERICA 410 MICHIGAN AVE SUITE 352 CHICAGO,IL 60611                                                         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 196,270 |

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

| Recipient                                                                                                                | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                      |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                                     |                                                                                                           |                                |                                  |         |
| ORAL HEALTH COLORADO 1985 UNION STREET LAKEWOOD,CO 80215                                                                 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| OREGON ORAL HEALTH COALITION PO BOX 3132 WILSONVILLE,OR 97070                                                            | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 149,928 |
| OREGON PRIMARY CARE ASSOCIATION 310 SW4TH AVE SUITE 200 PORTLAND,OR 97204                                                | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| PENNSYLVANIA ASSOCIATION OF COMMUNITY HEALTH CENTERS 1035 MUMMA RD SUITE 1 WORMLEYSBURG,PA 17043                         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000 |
| PENNSYLVANIA CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS 1400 N PROVIDENCE ROAD BUILDING 2 SUITE 3007 MEDIA,PA 19063   | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| PEW CHARITABLE TRUSTS 2005 MARKET SQUARE STREET STE 1700 PHILADELPHIA,PA 19103                                           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 76,000  |
| PITTSBURGH COMMUNITY IMPROVEMENT ASSOCIATION INC PO BOX 11348 ATLANTA,GA 30310                                           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 125,000 |
| PROTEUS FUND 15 RESEARCH DRIVE SUITE B AMHERST,MA 01002                                                                  | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 35,000  |
| RHODE ISLAND KIDS COUNT INC 1 UNION STATION PROVIDENCE,RI 02903                                                          | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| RHODE ISLAND MISSION OF MERCY 1438 PARK AVENUE WOONSOCKET,RI 02895                                                       | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 10,000  |
| SOUTH CAROLINA RESEARCH FOUNDATION 901 SUMTER STREET 5TH FLOOR COLUMBIA,SC 29208                                         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000 |
| SOUTHERN MARYLAND MISSION OF MERCY (FISCAL AGENT UNITED WAY CHARLES COUNTY PO BOX 2141 LA PLATA,MD 20646                 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 10,000  |
| STATE UNIVERSITY OF IOWA FOUNDATION PO BOX 4550 IOWA CITY,IA 52244                                                       | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 180,431 |
| STUDENT HEALTH SUPPORT SVCS DBA LOS ANGELES TRUST FOR CHILDRENS HEALTH 333 S BEAUDRY AVE 29TH FLOOR LOS ANGELES,CA 90017 | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 124,401 |
| THE AMERICAN ACADEMY OF PEDIATRICS 141 NORTHWEST POINT BLVD ELK GROVE VILLAGE,IL 60007                                   | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 2,750   |

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

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                  |           |
| TIDES CENTER THE CHILDRENS PARTNERSHIP 1351 3RD STREET PROMENADE SUITE 2016 SANTA MONICA,CA 90401                      | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 199,125   |
| TOBACCO FREE MASS 30 SPEEN STREET FRAMINGHAM,MA 01701                                                                  | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 5,000     |
| TRUSTEES OF TUFTS COLLEGE TUFTS UNIVERSITY SCHOOL OF DENTAL MEDICINE ONE KNEELAND STREET BOSTON,MA 02111               | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 192,255   |
| US NATIONAL ORAL HEALTH ALLIANCE 465 MEDFORD ST BOSTON,MA 02155                                                        | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 380,000   |
| UNITED SIKHS JAF POB 7203 NEWYORK,NY 10116                                                                             | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 123,481   |
| UNIVERSITY OF ALABAMA 1919 7TH AVE SOUTH BIRMINGHAM,AL 35294                                                           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000   |
| UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 99118                         | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 65,746    |
| UNIVERSITY OF THE PACIFIC 3601 PACIFIC AVE STOCKTON,CA 95211                                                           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 100,000   |
| VIRGINIA ORAL HEALTH COALITION 3460 MARYLAND COURT STE 110 RICHMOND,VA 23233                                           | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 149,949   |
| VISTA COMMUNITY CLINIC 1000 VALE TERRACE DRIVE VISTA,CA 92084                                                          | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 125,000   |
| WEST VIRGINIA DEPARTMENT OF HEALTH AND HUMAN RESOURCES 1 DAVIS SQUARE SUITE 100 CHARLESTON,WV 25301                    | N/A                                                                                                       | 509(A)                         | TO IMPROVE ORAL HEALTH           | 150,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 9,518,845 |

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

Schedule of Contributors  
  
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047  
  
2012

|                                                       |                                              |
|-------------------------------------------------------|----------------------------------------------|
| Name of the organization<br>DENTAQUEST FOUNDATION INC | Employer identification number<br>04-3265080 |
|-------------------------------------------------------|----------------------------------------------|

Organization type (check one)

|                    |                                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| Filers of:         | Section:                                                                                                  |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization                                            |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |
|                    | <input type="checkbox"/> 527 political organization                                                       |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                                   |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation            |
|                    | <input type="checkbox"/> 501(c)(3) taxable private foundation                                             |

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

|                                                          |                                                     |
|----------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>DENTAQUEST FOUNDATION INC | <b>Employer identification number</b><br>04-3265080 |
|----------------------------------------------------------|-----------------------------------------------------|

| <b>Part I</b> <b>Contributors</b> (see instructions) Use duplicate copies of Part I if additional space is needed |                                                                                       |                            |                                                                                                                                                                                     |
|-------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)<br>No.                                                                                                        | (b)<br>Name, address, and ZIP + 4                                                     | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                         |
| <u>1</u>                                                                                                          | DENTAL SERVICES OF MASSACHUSETTS IN<br>465 MEDFORD STREET<br><br>BOSTON, MA 02129     | \$ 25,500,000              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is<br>a noncash contribution ) |
| <u>2</u>                                                                                                          | WASHINGTON DENTAL SERVICE FOUNDATIO<br>9706 FOURTH AVENUE NE<br><br>SEATTLE, WA 98115 | \$ 100,000                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is<br>a noncash contribution ) |
| <u>3</u>                                                                                                          | CONNECTICUT HEALTH FOUNDATION<br>100 PEARL STREET<br><br>HARTFORD, CT 06103           | \$ 25,000                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is<br>a noncash contribution ) |
| <u>  </u>                                                                                                         | <br><br><br><br>                                                                      | \$<br>                     | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is<br>a noncash contribution )            |
| <u>  </u>                                                                                                         | <br><br><br><br>                                                                      | \$<br>                     | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is<br>a noncash contribution )            |
| <u>  </u>                                                                                                         | <br><br><br><br>                                                                      | \$<br>                     | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br><br>(Complete Part II if there is<br>a noncash contribution )            |

|                                                          |                                                         |
|----------------------------------------------------------|---------------------------------------------------------|
| <b>Name of organization</b><br>DENTAQUEST FOUNDATION INC | <b>Employer identification number</b><br><br>04-3265080 |
|----------------------------------------------------------|---------------------------------------------------------|

| Part II                   | Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed |                                                |                      |
|---------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------|----------------------|
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |

|                                                          |                                                     |
|----------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>DENTAQUEST FOUNDATION INC | <b>Employer identification number</b><br>04-3265080 |
|----------------------------------------------------------|-----------------------------------------------------|

Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                   | (c) Use of gift                     | (d) Description of how gift is held      |
|---------------------------|---------------------------------------|-------------------------------------|------------------------------------------|
| —                         | <div></div> <div></div> <div></div>   | <div></div> <div></div> <div></div> | <div></div> <div></div> <div></div>      |
|                           | (e) Transfer of gift                  |                                     |                                          |
|                           | Transferee's name, address, and ZIP 4 |                                     | Relationship of transferor to transferee |
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| (a) No.<br>from<br>Part I | (b) Purpose of gift                   | (c) Use of gift                     | (d) Description of how gift is held      |
|---------------------------|---------------------------------------|-------------------------------------|------------------------------------------|
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|                           | (e) Transfer of gift                  |                                     |                                          |
|                           | Transferee's name, address, and ZIP 4 |                                     | Relationship of transferor to transferee |
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| (a) No.<br>from<br>Part I | (b) Purpose of gift                   | (c) Use of gift                     | (d) Description of how gift is held      |
|---------------------------|---------------------------------------|-------------------------------------|------------------------------------------|
| —                         | <div></div> <div></div> <div></div>   | <div></div> <div></div> <div></div> | <div></div> <div></div> <div></div>      |
|                           | (e) Transfer of gift                  |                                     |                                          |
|                           | Transferee's name, address, and ZIP 4 |                                     | Relationship of transferor to transferee |
| <div></div> <div></div>   |                                       | <div></div> <div></div> <div></div> |                                          |

| (a) No.<br>from<br>Part I | (b) Purpose of gift                   | (c) Use of gift                     | (d) Description of how gift is held      |
|---------------------------|---------------------------------------|-------------------------------------|------------------------------------------|
| —                         | <div></div> <div></div> <div></div>   | <div></div> <div></div> <div></div> | <div></div> <div></div> <div></div>      |
|                           | (e) Transfer of gift                  |                                     |                                          |
|                           | Transferee's name, address, and ZIP 4 |                                     | Relationship of transferor to transferee |
| <div></div> <div></div>   |                                       | <div></div> <div></div> <div></div> |                                          |

## TY 2012 Accounting Fees Schedule

**Name:** DENTAQUEST FOUNDATION INC

**EIN:** 04-3265080

| Category           | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------|--------|--------------------------|------------------------|---------------------------------------------|
| ACCOUNTING EXPENSE | 20,979 | 0                        |                        | 20,979                                      |

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** DENTAQUEST FOUNDATION INC**EIN:** 04-3265080

| <b>Name of Bond</b>                     | <b>End of Year Book<br/>Value</b> | <b>End of Year Fair<br/>Market Value</b> |
|-----------------------------------------|-----------------------------------|------------------------------------------|
| SSGA PASSIVE BOND MKT CTF               | 9,524,887                         | 9,524,887                                |
| COLCHESTER GLOBAL BOND FUND             | 2,971,422                         | 2,971,422                                |
| ING GLOBAL REAL ESTATE                  | 2,984,624                         | 2,984,624                                |
| VANGUARD                                | 5,943,316                         | 5,943,316                                |
| TAP FUND LTD                            | 1,583,615                         | 1,583,615                                |
| VAN ECK HARD ASSETS CLASS I MUTUAL FUND | 1,639,083                         | 1,639,083                                |

**TY 2012 Investments Corporate  
Stock Schedule****Name:** DENTAQUEST FOUNDATION INC**EIN:** 04-3265080

| <b>Name of Stock</b>                                | <b>End of Year Book<br/>Value</b> | <b>End of Year Fair<br/>Market Value</b> |
|-----------------------------------------------------|-----------------------------------|------------------------------------------|
| RUSSELL 3000 INDEX NON-LENDING STRATEGY             | 21,175,673                        | 21,175,673                               |
| SSGA MSCI ACWI EX USA INDEX NON-LENDING QP STRATEGY | 9,976,580                         | 9,976,580                                |

# TY 2012 Investments Government Obligations Schedule

**Name:** DENTAQUEST FOUNDATION INC

**EIN:** 04-3265080

**US Government Securities - End of  
Year Book Value:**

3,760,743

**US Government Securities - End of  
Year Fair Market Value:**

3,760,743

**State & Local Government  
Securities - End of Year Book  
Value:**

0

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

0

**TY 2012 Investments - Other Schedule****Name:** DENTAQUEST FOUNDATION INC**EIN:** 04-3265080

| Category/ Item                     | Listed at Cost or<br>FMV | Book Value | End of Year Fair<br>Market Value |
|------------------------------------|--------------------------|------------|----------------------------------|
| WEATHERLOW OFFSHORE FUND           | FMV                      | 2,344,023  | 2,344,023                        |
| TIFF ABSOLUTE RETURN POOL II       | FMV                      | 2,425,520  | 2,425,520                        |
| TIFF PRIVATE EQUITY PARTNERS       | FMV                      | 439,995    | 439,995                          |
| DRAKE CAPITAL OFFSHORE PARTNERS LP | FMV                      | 1,639,866  | 1,639,866                        |

TY 2012 Other Assets Schedule

**Name:** DENTAQUEST FOUNDATION INC

**EIN:** 04-3265080

| Description        | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|--------------------|--------------------------------|--------------------------|---------------------------------|
| DUE FROM AFFILIATE |                                | 326,248                  | 326,248                         |

**TY 2012 Other Expenses Schedule****Name:** DENTAQUEST FOUNDATION INC**EIN:** 04-3265080

| Description            | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|------------------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| SUPPLIES               | 20,902                            | 0                        |                     | 20,902                                   |
| SUBSCRIPTIONS AND DUES | 69,183                            | 0                        |                     | 69,183                                   |
| TELEPHONE              | 8,271                             | 0                        |                     | 8,271                                    |
| CORPORATE SPONSORSHIPS | 2,600                             | 0                        |                     | 2,600                                    |
| PUBLIC RELATIONS       | 35,710                            | 0                        |                     | 35,710                                   |

**TY 2012 Other Income Schedule****Name:** DENTAQUEST FOUNDATION INC**EIN:** 04-3265080

| Description                           | Revenue And<br>Expenses Per Books | Net Investment<br>Income | Adjusted Net Income |
|---------------------------------------|-----------------------------------|--------------------------|---------------------|
| PROGRAM DUES                          | 73,000                            |                          | 73,000              |
| PASSTHROUGH INCOME FROM VARIOUS K-1'S | 1,239,335                         | 1,239,335                | 1,239,335           |

TY 2012 Other Increases Schedule

**Name:** DENTAQUEST FOUNDATION INC

**EIN:** 04-3265080

| Description                     | Amount    |
|---------------------------------|-----------|
| UNREALIZED GAINS ON INVESTMENTS | 4,486,716 |

**TY 2012 Other Professional Fees Schedule****Name:** DENTAQUEST FOUNDATION INC**EIN:** 04-3265080

| Category                      | Amount    | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-------------------------------|-----------|--------------------------|------------------------|---------------------------------------------|
| CONSULTING EXPENSE            | 1,420,483 | 0                        |                        | 1,420,483                                   |
| INVESTMENT MANAGEMENT<br>FEES | 159,414   | 159,414                  |                        | 0                                           |

**TY 2012 Taxes Schedule****Name:** DENTAQUEST FOUNDATION INC**EIN:** 04-3265080

| Category             | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|----------------------|--------|--------------------------|------------------------|---------------------------------------------|
| FEDERAL EXCISE TAXES | 19,000 | 0                        |                        | 0                                           |