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Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization's mission

TO ADVANCE DENTAL HEALTH AND ACCESS THROUGH EXCEPTIONAL DENTAL BENEFITS, SERVICE, TECHNOLOGY, AND PROFESSIONAL SUPPORT

2

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

☐ Yes ☒ No

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

3

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

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code ) (Expenses \$ 589,377,714 including grants of \$ ) (Revenue \$ 610,244,658 )

THE ORGANIZATION PROVIDED DENTAL BENEFIT COVERAGE FOR 2,071,973 BENEFICIARIES IN 2012 PRIMARILY THROUGH CONTRACTS WITH INDEPENDENT DENTISTS SERVING 3,210 PURCHASING GROUPS THE ORGANIZATION PAID MORE THAN \$541 MILLION FOR DENTAL CARE DURING 2012

4b

(Code ) (Expenses \$ 401,628 including grants of \$ 401,628 ) (Revenue \$ )

THE ORGANIZATION MADE GRANTS DURING 2012 TO FOSTER IMPROVED ACCESSTO DENTAL HEALTH CARE TREATMENT, TO SUPPORT PROFESSIONAL DENTALEDUCATION, AND TO PROVIDE ORAL HEALTH INSTRUCTION FOR PATIENTS

4c

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

4d

Other program services (Describe in Schedule O )

















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

4e

Total program service expenses 589,779,342

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . .	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	3	No
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I  . . . . .	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II  . . . .	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III  . . . . .	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV  . . . . .	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V  . . . . .	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI  . . . . .	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII  . . . . .	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII  . . . . .	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX  . . . . .	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X  . . . . .	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X  . . . . .	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII  . . . . .	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional  . . . . .	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV  . . . . .	14b	Yes
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV  . . . . .	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV  . . . . .	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

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

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	82,625	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	873	
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	
b	If "Yes," enter the name of the foreign country: BB See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a18		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b16		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization JEANNE FOSTER VP FINANCE ONE DELTA DRIVE MECHANICSBURG, PA (717) 766-8500	

Check if Schedule O contains a response to any question in this Part VII . . . . . ☒

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

## Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
<b>1b Sub-Total . . . . .</b>										
<b>c Total from continuation sheets to Part VII, Section A . . . . .</b>										
<b>d Total (add lines 1b and 1c) . . . . .</b>								3,663,054	15,389,288	11,445,092

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶44

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

## **Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
AEROTECK PROFESSIONAL SERVICES 3689 COLLECTION CENTER DRIVE CHICAGO IL 60693	TEMP EMPLOYEES	524,356
ARMANINO MCKENNA LLP 12667 ALCOSTA BLVD SUITE 500 SAN RAMON CA 94583	AUDITING	381,025
NAUMAN SMITH SHISSLER & HALL LLP 200 NORTH THIRD STREET 18TH FLOOR HARRISBURG PA 17108	LEGAL	320,307
APPLE ONE EMPLOYMENT SERVICES INC PO BOX 29048 GLENDALE CA 91209	TEMP EMPLOYEES	108,656

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶4

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . . . .	1a				
	b	Membership dues . . . . .	1b				
	c	Fundraising events . . . . .	1c				
	d	Related organizations . . . . .	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f . . . . .					
Program Service Revenue	2a	DIRECT PREMIUMS	Business Code	599,848,010	599,848,010		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f . . . . .		599,848,010			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .	9,220,252	9,220,252		
4		Income from investment of tax-exempt bond proceeds . . . . .					
5		Royalties . . . . .					
6a		Gross rents	(i) Real	(ii) Personal			
		b	Less rental expenses				
		c	Rental income or (loss)				
		d	Net rental income or (loss) . . . . .				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		b	Less cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss) . . . . .	1,544,148	1,544,148		
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a				
		b	Less direct expenses . . . . .	b			
		c	Net income or (loss) from fundraising events . . . . .				
9a		Gross income from gaming activities See Part IV, line 19 . . . . .	a				
		b	Less direct expenses . . . . .	b			
		c	Net income or (loss) from gaming activities . . . . .				
10a		Gross sales of inventory, less returns and allowances . . . . .	a				
		b	Less cost of goods sold . . . . .	b			
		c	Net income or (loss) from sales of inventory . . . . .				
Miscellaneous Revenue		Business Code					
11a							
	b						
	c						
	d	All other revenue . . . . .		-367,752	-367,752		
	e	Total. Add lines 11a-11d . . . . .		-367,752			
12	Total revenue. See Instructions . . . . .		610,244,658	610,244,658	0	0	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	401,628	401,628		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.	541,122,008	541,122,008		
5	Compensation of current officers, directors, trustees, and key employees.	3,444,705		3,444,705	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	16,290,826	14,966,382	1,324,444	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,745,331	1,603,436	141,895	
9	Other employee benefits.	3,020,999	2,775,392	245,607	
10	Payroll taxes.	1,190,353	1,093,577	96,776	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	262,765		262,765	
c	Accounting.	608,981		608,981	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	177,651		177,651	
12	Advertising and promotion.	159,223	146,278	12,945	
13	Office expenses.	2,803,728	2,575,785	227,943	
14	Information technology.	7,276,889	6,685,278	591,611	
15	Royalties.				
16	Occupancy.	1,193,893	1,096,830	97,063	
17	Travel.	536,679	493,047	43,632	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	22,220	20,414	1,806	
20	Interest.	3,783	3,783		
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	670,030	615,557	54,473	
23	Insurance.	365,733	335,999	29,734	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	COMMISSIONS	9,113,652	9,113,652		
b	ADMINISTRATIVE FEES	6,122,816	5,625,031	497,785	
c	LICENSES, PERMITS, AND	491,159	451,228	39,931	
d	BANK CHARGES	437,772	402,181	35,591	
e	All other expenses	274,144	251,856	22,288	
25	Total functional expenses. Add lines 1 through 24e.	597,736,968	589,779,342	7,957,626	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			1	
	2	Savings and temporary cash investments		3,821,814	2	840,817
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		50,404,093	4	51,257,437
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net		3,360,000	7	3,360,000
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		1,219,145	9	1,121,375
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a34,577,910			
	b	Less accumulated depreciation	10b21,010,668	14,033,332	10c	13,567,242
	11	Investments—publicly traded securities		41,525,018	11	46,814,328
	12	Investments—other securities See Part IV, line 11		19,506,107	12	26,708,935
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		450,346	15	485,678
	16	Total assets. Add lines 1 through 15 (must equal line 34)		134,319,855	16	144,155,812
Liabilities	17	Accounts payable and accrued expenses		63,374,728	17	62,250,628
	18	Grants payable			18	
	19	Deferred revenue		3,985,222	19	3,624,712
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		2,211,594	25	2,170,660
	26	Total liabilities. Add lines 17 through 25		69,571,544	26	68,046,000
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund		0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds		64,748,311	32	76,109,812
	33	Total net assets or fund balances		64,748,311	33	76,109,812
	34	Total liabilities and net assets/fund balances		134,319,855	34	144,155,812

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	610,244,658
2	Total expenses (must equal Part IX, column (A), line 25)	2	597,736,968
3	Revenue less expenses Subtract line 2 from line 1	3	12,507,690
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	64,748,311
5	Net unrealized gains (losses) on investments	5	-1,146,189
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	76,109,812

Part XII Financial Statements and Reporting

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

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

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
DELTA DENTAL OF PENNSYLVANIA

Employer identification number  
23-1667011

Part I

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>	

Part II

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶\_\_\_\_\_

4

Number of states where property subject to conservation easement is located ▶\_\_\_\_\_

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

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

Part III

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

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

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

▶\$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

▶\$ \_\_\_\_\_

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶\$ \_\_\_\_\_

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

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

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII

☐

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance . . . . .					
b Contributions . . . . .					
c Net investment earnings, gains, and losses					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

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

(i) unrelated organizations . . . . .

3a(i)

Yes

No

(ii) related organizations . . . . .

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

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

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

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .		1,620,279		1,620,279
b Buildings . . . . .		12,747,016	5,334,272	7,412,744
c Leasehold improvements . . . . .		1,763,355	1,746,682	16,673
d Equipment . . . . .		5,540,866	4,804,972	735,894
e Other . . . . .		12,906,394	9,124,742	3,781,652
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				13,567,242

Schedule D (Form 990) 2012



<b>Part XI    Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b>					
<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .			<b>1</b>	239,558,698
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12			<b>2e</b>	0
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>			
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>			
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>			
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>			
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .			<b>2e</b>	0
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .			<b>3</b>	239,558,698
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>			<b>4c</b>	370,685,960
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>			
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	370,685,960		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .			<b>4c</b>	370,685,960
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .			<b>5</b>	610,244,658
<b>Part XII    Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b>					
<b>1</b>	Total expenses and losses per audited financial statements . . . . .			<b>1</b>	227,051,008
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25			<b>2e</b>	0
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>			
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>			
<b>c</b>	Other losses . . . . .	<b>2c</b>			
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>			
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .			<b>2e</b>	0
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .			<b>3</b>	227,051,008
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :			<b>4c</b>	370,685,960
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>			
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	370,685,960		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .			<b>4c</b>	370,685,960
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .			<b>5</b>	597,736,968

**Part XIII    Supplemental Information**

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

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	THE COMPANY IS A TAX-EXEMPT ORGANIZATION ORGANIZED UNDER SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE AND, AS SUCH, NO PROVISION FOR INCOME TAXES HAS BEEN MADE IN THE FINANCIAL STATEMENTS. CURRENT ACCOUNTING GUIDANCE CLARIFIES HOW UNCERTAINTIES IN TAX POSITIONS ARE RECOGNIZED IN AN ENTITY'S FINANCIAL STATEMENTS. THE GUIDANCE PRESCRIBES A FINANCIAL STATEMENT RECOGNITION THRESHOLD AND MEASUREMENT PROCESS FOR TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. POSITIONS INCLUDE THOSE WITH RESPECT TO THE COMPANY'S TAX EXEMPT STATUS AND WITH RESPECT TO INCOME TAXES ON UNRELATED BUSINESS INCOME. THE COMPANY EVALUATED THE IMPACT OF THE ACCOUNTING PRONOUNCEMENT AND DETERMINED THAT IT HAD NO IMPACT ON THE COMPANY'S FINANCIAL STATEMENTS.
PART XI, LINE 4B - OTHER ADJUSTMENTS		ADMINISTRATIVE SERVICE CONTRACTS CLAIM REIMBURSEMENT REVENUE
PART XII, LINE 4B - OTHER ADJUSTMENTS		CLAIMS ACCRUED FOR ADMINISTRATIVE SERVICE CONTRACTS

SCHEDULE F  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public  
Inspection

Name of the organization  
DELTA DENTAL OF PENNSYLVANIA

Employer identification number  
23-1667011

Part I

General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☒ Yes ☐ No
- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.
- 3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed )

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN	0	0	INVESTMENT IN DELTA REINSURANCE CORPORATION		23,653,797
3a Sub-total	0	0			23,653,797
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			23,653,797

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . ▶

3 Enter total number of other organizations or entities . . . . . ►

**Part III** **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

[illegible]

**Part IV Foreign Forms**

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)*

☐ Yes

☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)*

☒ Yes

☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)*

☐ Yes

☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)*

☐ Yes

☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).*

☐ Yes

☒ No

**Supplemental Information**  
Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

[illegible]

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

# 2012

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

Name of the organization  
DELTA DENTAL OF PENNSYLVANIA

**Employer identification number**  
23-1667011

## Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II** **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

- |          |   |   |           |
|----------|---|---|-----------|
| <b>2</b> | Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . . . | ▶ | <u>21</u> |
| <b>3</b> | Enter total number of other organizations listed in the line 1 table . . . . .                            | ▶ |           |

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information.  
Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 THE ORGANIZATION AWARDS GRANTS FOR PROGRAMS THAT FOSTER DENTAL HEALTH AND EDUCATION THROUGH THESE GRANTS THE ORGANIZATION HELPS FINANCE HEALTH, EDUCATION, AND RESEARCH PROJECTS IN DENTISTRY, HEALTH AND HUMAN SERVICES, AND CIVIC AND COMMUNITY AFFAIRS THE TWO GRANTS ARE (1)THE DENTAL HEALTH AND EDUCATION CONTRIBUTION, WHICH SUPPORTS DENTAL HEALTH AND AWARENESS PROGRAMS AND (2) THE STANDARD DENTAL RESEARCH GRANT, WHICH SUPPORTS PROFESSIONAL RESEARCH RELATED TO DENTAL HEALTH GRANTS ARE AWARDED TO GROUPS THAT (1) PROVIDE DENTISTRY FOR INDIGENTS, (2) PROVIDE DENTISTRY FOR GROUPS THAT ARE DENTALLY UNDERSERVED, (3) PROVIDE EDUCATION TO ADVANCE THE AWARENESS OR THE SCIENCE OF DENTISTRY, (4) PROMOTE PUBLIC DENTAL HEALTH, AND (5) ARE INVOLVED IN COMMUNITY ACTIVITIES RELATED TO DENTAL CARE GRANT GUIDELINES PRIORITY WILL GO TO PROJECTS THAT FOCUS ON ISSUES RELATED TO THE DELIVERY OF ORAL HEALTH CARE, INCLUDING THOSE WITH SIGNIFICANT POTENTIAL FOR IMPROVING ORAL HEALTH AND REDUCING TREATMENT COSTS PRIORITY CONSIDERATION WILL GO TO RESEARCHERS FROM THE DENTAL SCHOOLS IN THE ENTERPRISE STATES, BUT WILL NOT BE LIMITED TO THESE INSTITUTIONS PRIORITY WILL GO TO TWO TYPES OF STUDIES (1) PILOT OR FEASIBILITY STUDIES LIKELY TO ENHANCE THE INVESTIGATOR'S CHANCE FOR LONG-TERM FUNDING FROM OTHER SOURCES, AND (2) COMPLETE PROJECTS CONSIDERED TO BE OF INTEREST TO THE HEALTH, EDUCATION, AND RESEARCH FUND, FOR WHICH OTHER SOURCES OF FUNDS ARE TRADITIONALLY UNAVAILABLE OR INSUFFICIENT PRIORITY WILL GO TO STUDIES THAT EVALUATE THE OUTCOME OF PREVENTATIVE AND TREATMENT PROCEDURES RETROSPECTIVE STUDIES OR THOSE INVOLVING ANALYSIS OF EXISTING DATA SHOULD BE CONSIDERED, RATHER THAN LONG-TERM FOLLOW-UP STUDIES, IN ORDER TO REDUCE THE YEARS REQUIRED TO OBTAIN DATA OVERHEAD CHARGES WITHIN EACH ELIGIBLE GRANT WILL BE LIMITED TO EIGHT PERCENT THE FUND WILL NORMALLY MAKE ONE TO TWO STANDARD RESEARCH GRANTS PER YEAR INDIVIDUAL GRANTS WILL GENERALLY NOT EXCEED \$40,000 GRANTS WILL BE LIMITED TO ONE-YEAR PROJECTS, SUBJECT TO RENEWAL EXCEPT IN SPECIAL CASES, AN ORGANIZATION/ENTITY WILL NOT BE ELIGIBLE FOR MORE THAN ONE GRANT DURING ANY YEAR A SCREENING COMMITTEE REVIEWS ALL APPLICATIONS, WITH FINAL GRANT DECISIONS MADE BY THE FUND'S ADMINISTRATIVE COMMITTEE

Schedule J (Form 990)  <div>Department of the Treasury Internal Revenue Service</div>	Compensation Information  For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  ▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.  ▶ Attach to Form 990. ▶ See separate instructions.	OMB No 1545-0047
		2012
		Open to Public Inspection

Name of the organization DELTA DENTAL OF PENNSYLVANIA	Employer identification number  23-1667011
--	--

Part I	Questions Regarding Compensation		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	<div><div><input checked="" type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div> <div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Health or social club dues or initiation fees</div><div><input checked="" type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>			
1b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
	<div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div> <div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div>			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c		No
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		No
b	Any related organization? If "Yes," to line 5a or 5b, describe in Part III.	5b		No
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		No
b	Any related organization? If "Yes," to line 6a or 6b, describe in Part III.	6b		No
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.	7	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

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

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	FIRST CLASS BUSINESS TRAVEL IS REIMBURSED TO THE EXECUTIVE VICE PRESIDENTS, SENIOR VICE PRESIDENTS, AND GROUP VICE PRESIDENTS. FIRST CLASS BUSINESS TRAVEL IS NOT TREATED AS TAXABLE COMPENSATION. THE PRESIDENT AND EXECUTIVE VICE PRESIDENTS MAY BE REIMBURSED FOR ONE HEALTH OR SOCIAL CLUB UPON APPROVAL BY THE PRESIDENT. TWO SENIOR EXECUTIVES RECEIVED THIS BENEFIT IN 2012. THE COST OF THIS BENEFIT IS INCLUDED IN TAXABLE COMPENSATION. FINANCIAL AND TAX PLANNING EXPENSES ARE REIMBURSED TO EMPLOYEES AT THE DIRECTOR OR ABOVE LEVELS OF MANAGEMENT. A COMPANY POLICY OUTLINES THE MAXIMUM REIMBURSEMENT ALLOWED FOR EACH MANAGEMENT LEVEL. THESE REIMBURSEMENTS ARE INCLUDED IN THE TAXABLE COMPENSATION OF THE REIMBURSED EMPLOYEES.
	PART I, LINE 4B	CERTAIN EXECUTIVES PAID BY A RELATED ORGANIZATION PARTICIPATE IN A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PROGRAM. THE RELATED ORGANIZATION PROVIDES A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN TO CERTAIN OF ITS SENIOR EXECUTIVES AS SELECTED BY THE BOARD OF DIRECTORS. THE SUPPLEMENTAL RETIREMENT BENEFIT IS BASED ON EACH EXECUTIVE'S COMPENSATION AND YEARS OF SERVICE TO THE ENTERPRISE. THE BENEFIT IS SUBJECT TO THE RISK OF FORFEITURE IF REQUIRED YEARS OF SERVICE ARE NOT MET. ANNUAL DEFERRED COMPENSATION RELATED TO THIS PLAN IS REPORTED IN SCHEDULE J, PART II, COLUMN (C) FOR EACH PARTICIPANT AND REFLECTS THE CURRENT YEAR INCREASE OR DECREASE IN THE RELATED ORGANIZATION'S PENSION BENEFIT OBLIGATION ("PBO"), CALCULATED PURSUANT TO GENERALLY ACCEPTED ACCOUNTING PRINCIPLES. THE PBO INCREASE OR DECREASE INCLUDES CHANGES IN ACTUARIAL ASSUMPTIONS (E.G., APPLICABLE DISCOUNT RATE), AS WELL AS CHANGES IN COMPENSATION AND YEARS OF SERVICE. IN 2012, ANTHONY BARTH, MICHAEL CASTRO, GARY RADINE, PATRICK STEELE, AND CHARLES LAMONT PARTICIPATED IN THE PLAN. SEE ADDITIONAL NOTE IN SCHEDULE O REGARDING PAYMENTS RECEIVED BY PLAN PARTICIPANTS IN 2012.
	PART I, LINE 7	THE PRESIDENT OF THE ORGANIZATION, WITH BOARD OF DIRECTORS APPROVAL, MAY GRANT AN ANNUAL BONUS TO ALL MANAGEMENT EMPLOYEES. THESE AMOUNTS ARE INCLUDED IN TAXABLE COMPENSATION.
SUPPLEMENTAL INFORMATION	PART III	PART II, LINE (II). SIX OF THE ORGANIZATION'S OFFICERS ARE PAID BY A RELATED ORGANIZATION. ACCORDINGLY, THEIR COMPENSATION IS REPORTED IN LINE (II).

Software ID:  
Software Version:  
EIN: 23-1667011  
Name: DELTA DENTAL OF PENNSYLVANIA

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
GARY D RADINE	(i)	0	0	0	0	0	0	0
	(ii)	1,250,004	2,500,000	253,186	148,842	14,876	4,166,908	0
ANTHONY S BARTH	(i)	0	0	0	0	0	0	0
	(ii)	824,004	800,000	36,823	5,008,436	22,050	6,691,313	0
MICHAEL J CASTRO	(i)	0	0	0	0	0	0	0
	(ii)	566,496	550,000	60,238	1,946,904	20,576	3,144,214	0
PATRICK S STEELE	(i)	0	0	0	0	0	0	0
	(ii)	540,756	656,250	39,797	3,437,238	15,927	4,689,968	0
CHARLES LAMONT	(i)	0	0	0	0	0	0	0
	(ii)	463,500	450,000	5,720,839	142,397	15,927	6,792,663	3,279,320
ALICIA WEBER	(i)	0	0	0	0	0	0	0
	(ii)	381,200	271,750	24,445	38,326	21,681	737,402	0
ROY M HILLIARD	(i)	59,978	103,325	6,793	4,899	4,330	179,325	0
	(ii)	0	0	0	0	0	0	0
RENEE A FISHER	(i)	219,777	67,432	11,080	65,874	14,254	378,417	0
	(ii)	0	0	0	0	0	0	0
PHILIP N ENGLE	(i)	316,816	65,500	9,821	54,463	15,410	462,010	0
	(ii)	0	0	0	0	0	0	0
JEANNE M FOSTER	(i)	240,818	68,540	12,580	47,466	16,574	385,978	0
	(ii)	0	0	0	0	0	0	0
RICHARD C GRAYBILL	(i)	204,864	60,000	8,049	45,944	6,474	325,331	0
	(ii)	0	0	0	0	0	0	0
KAREN L ROBINSON	(i)	112,368	22,081	-957	21,740	6,992	162,224	0
	(ii)	0	0	0	0	0	0	0
WHITNEY H SHERBOCKER	(i)	154,417	29,979	7,386	35,624	15,363	242,769	0
	(ii)	0	0	0	0	0	0	0
MICHAEL G HANKINSON	(i)	243,755	36,050	7,252	26,328	14,220	327,605	0
	(ii)	0	0	0	0	0	0	0
RICHARD SCHON	(i)	71,045	91,102	63,515	5,016	9,496	240,174	0
	(ii)	0	0	0	0	0	0	0
ROBERT D COOVER	(i)	120,160	193,650	20,281	42,373	14,900	391,364	0
	(ii)	0	0	0	0	0	0	0
MARTY A SHEETZ	(i)	130,424	109,000	4,310	37,949	12,559	294,242	0
	(ii)	0	0	0	0	0	0	0
CHERYL A LERNER	(i)	178,521	23,000	13,456	28,835	14,583	258,395	0
	(ii)	0	0	0	0	0	0	0
MICHAEL P ROHRBAUGH	(i)	61,569	254,715	12,756	33,700	16,546	379,286	0
	(ii)	0	0	0	0	0	0	0
DONALD R GORDON DDS	(i)	14,188	0	0	0	0	14,188	0
	(ii)	0	0	0	0	0	0	0
MICHAEL B LOUGHRAN	(i)	12,600	0	0	0	0	12,600	0
	(ii)	0	0	0	0	0	0	0

Schedule L  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047  

2012

Open to Public Inspection

Name of the organization  
DELTA DENTAL OF PENNSYLVANIA

Employer identification number  
  
23-1667011

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

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Part III Grants or Assistance Benefitting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

**Part IV Business Transactions Involving Interested Persons.**

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) ERIC N HODGES DMD	PARTICIPATING PROVIDER	156,788	DENTAL CLAIM PAYMENTS		No
(2) BRUCE R TERRY DMD ENDODONTIC SPE	PARTICIPATING PROVIDER	214,351	DENTAL CLAIM PAYMENTS		No

**Part V Supplemental Information**

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

Identifier	Return Reference	Explanation
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SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public  
Inspection

Name of the organization DELTA DENTAL OF PENNSYLVANIA	Employer identification number 23-1667011
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 4	THE ORGANIZATION'S BY LAWS WERE AMENDED IN 2012 TO (I) DELETE THE PROVISION FOR ALTERNATE DIRECTORS AND (II) INCREASE THE PROFESSIONAL LIABILITY INSURANCE LIMITS FOR PARTICIPATING DENTISTS PURSUANT TO A CHANGE IN PENNSYLVANIA LAW

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS ONE CLASS OF MEMBERS, DESIGNATED CORPORATE MEMBERS, WHO ARE DIRECTORS OF DENTEGRA GROUP, INC , THE ORGANIZATION'S PARENT HOLDING COMPANY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE ORGANIZATION'S DIRECTORS VOTE ON PERSONS NOMINATED AS DIRECTORS FOR ENDORSEMENT TO THE CORPORATE MEMBERS, WHO ELECT THE DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	THE CORPORATE MEMBERS MUST APPROVE ANY CHANGES TO SPECIFIED BY LAWS PROVISIONS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	THE ORGANIZATION'S CFO AND LEGAL COUNSEL OVERSEE THE COMPLETION OF THE FORM 990 AND, PRIOR TO FILING, REVIEW IT WITH THE PRESIDENT/CEO AND WITH THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	EACH DIRECTOR IS REQUIRED TO COMPLETE A CONFLICT OF INTEREST DISCLOSURE STATEMENT ANNUALLY , AND BETWEEN ANNUAL STATEMENTS IS REQUIRED TO DISCLOSE ANY NEW POSITION OR RELATIONSHIP FORMED THAT POTENTIALLY RAISES A CONFLICT OF INTEREST LEGAL COUNSEL REVIEWS THESE DISCLOSURES AND REPORTS THE INFORMATION TO THE FULL BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION PAID TO THE CEO, WHO IS AN EMPLOYEE OF DENTEGRA GROUP, INC ("DGI"), IS REVIEWED AND APPROVED BY THE DGI DIRECTORS. EXECUTIVE VICE PRESIDENTS' COMPENSATION IS EITHER APPROVED BY THE PRESIDENT OR IN ACCORDANCE WITH THE PROCEDURE OF DELTA DENTAL OF CALIFORNIA (BY WHOM THEY ARE EMPLOYED). ALL COMPENSATION FOR THE ENSUING YEAR IS ONLY APPROVED AFTER REVIEWING COMPARABILITY DATA PRESENTED BY AN OUTSIDE COMPENSATION CONSULTANT, AN ASSESSMENT OF EACH OFFICER'S PERFORMANCE OVER THE PRECEDING YEAR, AND THE ORGANIZATION'S PROGRAM ACCOMPLISHMENTS FOR THE YEAR. THIS PROCESS WAS FOLLOWED FOR 2012 COMPENSATION.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION ANNUALLY INCLUDES MAJOR PORTIONS OF ITS FINANCIAL STATEMENT IN A PUBLISHED ANNUAL REPORT THAT IS MADE AVAILABLE TO PERSONS OR ENTITIES KNOWN TO HAVE AN INTEREST IN THE ORGANIZATION, AND IS AVAILABLE TO THE LARGER PUBLIC UPON REQUEST STATUTORY FINANCIAL STATEMENTS ARE INCLUDED IN QUARTERLY AND ANNUAL RETURNS TO STATE DEPARTMENTS OF INSURANCE REGULATING THE ORGANIZATION WHICH RETURNS ARE AVAILABLE TO THE PUBLIC THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS OR CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC

Identifier	Return Reference	Explanation
	FORM 990, PART VII, SCHEDULE J, SCHEDULE R	THE ORGANIZATION, REGULATED BY THE PENNSYLVANIA INSURANCE DEPARTMENT, IS A MEMBER OF THE DELTA DENTAL OF CALIFORNIA ENTERPRISE COMPANIES, WHICH INCLUDE DELTA DENTAL OF CALIFORNIA, DELTA DENTAL OF PENNSYLVANIA AND AFFILIATED COMPANIES OPERATING IN 15 STATES, THE DISTRICT OF COLUMBIA, PUERTO RICO AND THE U.S. VIRGIN ISLANDS. THE ENTERPRISE COMPANIES COMPRISE ONE OF THE NATION'S LARGEST DENTAL BENEFITS DELIVERY SYSTEMS COVERING 26 MILLION ENROLLEES AND HANDLING 37 MILLION CLAIMS. TOTAL REVENUE FOR THE ENTERPRISE EXCEEDED \$7.2 BILLION IN 2012. THE ORGANIZATION AND ITS SUBSIDIARIES REPRESENT APPROXIMATELY 9% OF TOTAL ENTERPRISE REVENUES.

Identifier	Return Reference	Explanation
	FORM 990, PT VII, SEC A, COL (D), SCH J, PT II, LINE 1, COL (B)(III)	<p>A ONE-TIME, LUMP SUM PENSION BENEFIT PAYMENT WAS RECEIVED BY THE ORGANIZATION'S EXECUTIVE VICE PRESIDENT/CLO IN 2012, PURSUANT TO THE TERMS OF THE ORGANIZATION'S SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN. THIS PLAN IS DESIGNED FOR THE LONG-TERM RETENTION OF SENIOR EXECUTIVES (E.G., THE EXECUTIVE VICE PRESIDENT/CLO HAS BEEN WITH THE ORGANIZATION FOR MORE THAN 27 YEARS) AND IS BASED ON A PERCENTAGE OF HIS AVERAGE ANNUAL COMPENSATION RECEIVED FOR THE THREE YEARS PRIOR TO AGE 65 OR RETIREMENT, WHICHEVER COMES FIRST, AND ON HIS LIFE EXPECTANCY AS DETERMINED PURSUANT TO THE INTERNAL REVENUE CODE. THE EXECUTIVE VICE PRESIDENT/CLO'S ANNUAL COMPENSATION, UPON WHICH THE PENSION BENEFIT PAYMENT IS BASED, HAS BEEN ESTABLISHED IN ACCORDANCE WITH THE PROCESS OUTLINED IN TREASURY REGULATION SECTION 53.4958-6 FOR ESTABLISHING THE REBUTTABLE PRESUMPTION OF REASONABLENESS. THIS PROCESS INVOLVES REVIEW AND APPROVAL OF COMPENSATION BY THE ORGANIZATION'S BOARD OF DIRECTORS, RELIANCE ON COMPARABILITY DATA PROVIDED BY AN INDEPENDENT COMPENSATION CONSULTANT, AND CONTEMPORANEOUS DOCUMENTATION OF DELIBERATIONS AND DECISIONS REGARDING COMPENSATION. FEDERAL TAX LAW APPLICABLE TO THE ORGANIZATION'S SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN DOES NOT PERMIT A PARTICIPANT TO RECEIVE AND PAY TAX ON ANNUAL PAYMENTS RECEIVED FROM THE PLAN OVER THE COURSE OF A PARTICIPANT'S RETIREMENT. INSTEAD, THE ENTIRE VALUE OF THE BENEFIT BECOMES TAXABLE WHEN THE PARTICIPANT RETIRES OR REACHES AGE 65, WHICHEVER COMES FIRST. THE LUMP SUM PAYMENT SHOWN IN SCHEDULE J, PART II, LINE 1, COLUMN (B)(III) (AND CARRIED TO FORM 990, PART VII, SECTION A, COLUMN (D)) WAS THEREFORE TRIGGERED IN 2012 WHEN THE ORGANIZATION'S EXECUTIVE VICE PRESIDENT/CLO TURNED 65, AND THE ENTIRE VALUE OF THE RETIREMENT BENEFIT WAS TAXABLE IN THAT YEAR. SEE RELATED NOTE IN SCHEDULE J, PART III, WHICH DESCRIBES THE ORGANIZATION'S SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN.</p>

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
DELTA DENTAL OF PENNSYLVANIA

Employer identification number  
23-1667011

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part III Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) DELTA DENTAL OF DELAWARE INC  ONE DELTA DRIVE  MECHANICSBURG, PA 17055 51-0228088	DENTAL INSURANCE	DE	501(C)(4)		DENTEGRA GROUP INC		No
(2) DELTA DENTAL OF WEST VIRGINIA INC  ONE DELTA DRIVE  MECHANICSBURG, PA 17055 55-0523124	DENTAL INSURANCE	WV	501(C)(4)		DENTEGRA GROUP INC		No
(3) DELTA DENTAL OF THE DISTRICT OF COLUMBIA  ONE DELTA DRIVE  MECHANICSBURG, PA 17055 52-1479587	DENTAL INSURANCE	DC	501(C)(4)		DENTEGRA GROUP INC		No
(4) DELTA DENTAL COMMUNITY CARE FOUNDATION  100 FIRST STREET  SAN FRANCISCO, CA 94105 37-1570764	CHARITABLE ORGANIZATION	CA	501(C)(3)	PF	DENTEGRA GROUP INC		No
(5) DELTA DENTAL OF CALIFORNIA  100 FIRST STREET  SAN FRANCISCO, CA 94105 94-1461312	DENTAL INSURANCE	CA	501(C)(4)		DENTEGRA GROUP INC		No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) PACA MANAGEMENT LLC  ONE DELTA DRIVE MECHANICSBURG, PA 17055 94-3277375	INSURANCE MANAGEMENT	DE	DELTA DENTAL OF CALIFORNIA	RELATED				No			No	50 000 %

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

Part V

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

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

1

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

a

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

b

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

c

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

d

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

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

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

k

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

l

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

m

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

n

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

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

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

s

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

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

Yes

1m

Yes

1n

No

1o

No

1p

Yes

1q

Yes

1r

No

1s

No

2

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

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Schedule R (Form 990) 2012

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

[illegible]

**Part VII**   **Supplemental Information**

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

Identifier	Return Reference	Explanation
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Software ID:

Software Version:

EIN: 23-1667011

Name: DELTA DENTAL OF PENNSYLVANIA

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, S or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
DELTA REINSURANCE CORPORATION  CGI TOWER 2ND FLOOR WARRENS,ST MICHAEL BB 98-0096711	REINSURANCE	BB	DELTA DENTAL OF PENNSYLVANIA	C			87 090 %		No
DENTEGRA GROUP INC  100 FIRST STREET SAN FRANCISCO, CA 94105 94-3386049	HOLDING COMPANY	DE	N/A	C					No
DENTEGRA INSURANCE COMPANY  100 FIRST STREET SAN FRANCISCO, CA 94105 75-1233841	INSURANCE COMPANY	DE	DDC INSURANCE HOLDINGS INC	C			20 000 %		No
DENTEGRA INSURANCE CO OF NEW ENGLAND  100 FIRST STREET SAN FRANCISCO, CA 94105 04-2890218	INSURANCE COMPANY	MA	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF NEVADA INC  100 FIRST STREET SAN FRANCISCO, CA 94105 88-0244893	INSURANCE COMPANY	NV	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF UTAH INC  100 FIRST STREET SAN FRANCISCO, CA 94105 86-0672505	INSURANCE COMPANY	UT	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL PROGRAMS INC  100 FIRST STREET SAN FRANCISCO, CA 94105 74-2447512	INSURANCE COMPANY	TX	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF ALABAMA INC  100 FIRST STREET SAN FRANCISCO, CA 94105 63-0796079	INSURANCE COMPANY	AL	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF NEW MEXICO INC  100 FIRST STREET SAN FRANCISCO, CA 94105 33-0279230	INSURANCE COMPANY	NM	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF ARIZONA INC  100 FIRST STREET SAN FRANCISCO, CA 94105 93-0939835	INSURANCE COMPANY	AZ	DDC INSURANCE HOLDINGS INC	C					No
DENTEGRA SEGUROS DENTALES SA  INSURGENTES SUR 826 PISO 15 COL DEL VALLE,FC DF 01300 MX	INSURANCE COMPANY	MX	DENTEGRA INSURANCE COMPANY	C					No
DELTA DENTAL OF PUERTO RICO  14 CALLE 2 SUITE 200 GUAYNABO 00968 RQ 66-0436769	INSURANCE COMPANY	RQ	DELTA DENTAL OF CALIFORNIA	C					No
SERVICIOS DENTALES DENTEGRA SA DE CV  INSURGENTES SUR 826 PISO 15 COL DEL VALLE,FC DF 01300 MX	INSURANCE ADMINISTRATION	MX	DENTEGRA INSURANCE COMPANY	C					No
DELTA DENTAL INSURANCE COMPANY  100 FIRST STREET SAN FRANCISCO, CA 94105 94-2761537	INSURANCE COMPANY	DE	DDC INSURANCE HOLDINGS INC	C					No
DDC INSURANCE HOLDINGS INC  100 FIRST STREET SAN FRANCISCO, CA 94105 27-4251930	HOLDING COMPANY	DE	DENTEGRA GROUP INC	C					No

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
DELTA DENTAL OF DELAWARE INC	L	1,845,386	
PACA MANAGEMENT LLC	Q	36,165,850	
DELTA DENTAL OF WEST VIRGINIA INC	L	1,493,491	
PACA MANAGEMENT LLC	M	7,469,434	
DELTA DENTAL INSURANCE COMPANY	M	170,491	
DELTA DENTAL OF CALIFORNIA	L	12,501,777	
DELTA DENTAL OF CALIFORNIA	M	11,357,070	
DELTA DENTAL OF CALIFORNIA	P	7,017,814	
DELTA DENTAL OF CALIFORNIA	Q	169,574	

**TY 2012 Itemized Other Current Assets Schedule****Name:** DELTA DENTAL OF PENNSYLVANIA**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
DELTA REINSURANCE CORPORATION	98-0096711	ACCRUED INTEREST	39,123	54,675
		PREPAID EXPENSES	6,735	6,288

**TY 2012 Other Deductions Schedule****Name:** DELTA DENTAL OF PENNSYLVANIA**EIN:** 23-1667011

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
CLAIMS INCURRED ASSUMED	121,713,171	121,713,171
EXCISE TAXES	1,309,702	1,309,702
BANK CHARGES	29,657	29,657
AUDIT FEES	11,000	11,000
OTHER INCOME	67,289	67,289

**TY 2012 Itemized Other Investments Schedule****Name:** DELTA DENTAL OF PENNSYLVANIA**EIN:** 23-1667011

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
DELTA REINSURANCE CORPORATION	98-0096711	MUTUAL FUNDS		2,771,052
		BONDS		4,627,007
		CERTIFICATES OF DEPOSIT		250,000

## TY 2012 Other Income Statement

**Name:** DELTA DENTAL OF PENNSYLVANIA

**EIN:** 23-1667011

Description	Foreign Amount	Amount
MANAGEMENT FEE INCOME	5,689,213	5,689,213
BAD DEBT	96,999	96,999

**TY 2012 Paid-In or Capital Surplus Reconciliation Statement****Name:** DELTA DENTAL OF PENNSYLVANIA**EIN:** 23-1667011

Description	Beginning Amount	Ending Amount
PAID-IN CAPITAL	5,925,000	5,925,000

Additional Data

Software ID:

Software Version:

EIN: 23-1667011

Name: DELTA DENTAL OF PENNSYLVANIA

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH P BECK JR TREASURER	1 00	X						15,600	0	0
RICHARD W BLOOMINGDALE DIRECTOR	1 00	X						12,600	0	0
KENNETH G MILLER DDS DIRECTOR	1 00	X						13,200	0	0
JOHN H RHODES DIRECTOR	1 00	X						13,800	0	0
JOHN J CHARLETTA DMD DIRECTOR	1 00	X						13,200	0	0
WILLIAM A DELVECCHIO DMD DIRECTOR	1 00	X						13,200	0	0
RONALD HELMINSKI DMD DIRECTOR	1 00	X						13,603	0	0
ERIC N HODGES DMD DIRECTOR	1 00	X						13,634	0	0
HARRY MEYERS DDS SECRETARY	1 00	X						0	0	0
RICHARD J CLARK DDS DIRECTOR	1 00	X						13,200	0	0
GLENN F BERGERT CPA CHAIRMAN	2 00	X						25,984	0	0
JANICE R BLACK VICE CHAIRMAN	1 00	X						14,634	0	0
LOUIS GREGORIO DIRECTOR	1 00	X						13,200	0	0
PATRICIA A MCVICKER DIRECTOR	1 00	X						12,600	0	0
SCOTT Q LITTLE DDS DIRECTOR	1 00	X						7,600	0	0
JAMES SMELTZER DIRECTOR	1 00	X						10,403	0	0
BRUCE TERRY DMD DIRECTOR	1 00	X						7,600	0	0
PHILIP WENGER DIRECTOR	1 00	X						7,000	0	0
GARY D RADINE PRESIDENT/CEO	5 00 55 00			X				0	4,003,190	163,718
ANTHONY S BARTH EXEC VICE PRES /COO	4 00 46 00			X				0	1,660,827	5,030,486
MICHAEL J CASTRO EXEC VICE PRES /CFO	4 00 46 00			X				0	1,176,734	1,967,480
PATRICK S STEELE EXEC VICE PRES /CIO	4 00 46 00			X				0	1,236,803	3,453,165
CHARLES LAMONT EXEC VICE PRES /CLO	4 00 46 00			X				0	6,634,339	158,324
ALICIA WEBER SENIOR VICE PRES /CONTROLL	4 00 46 00			X				0	677,395	60,007
ROY M HILLIARD VICE PRESIDENT, SALES	47 00 3 00			X				170,096	0	9,229

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
RENEE A FISHER VP, QUALITY ASSURANCE & TR	47 00 3 00			X				298,289	0	80,128
PHILIP N ENGLE VP, INFORMATION TECHNOLOGY	47 00 3 00			X				392,137	0	69,873
JEANNE M FOSTER VICE PRESIDENT, FINANCE	47 00 3 00			X				321,938	0	64,040
RICHARD C GRAYBILL VP, UNDERWRITING & ACTUARI	48 00 2 00			X				272,913	0	52,418
KAREN L ROBINSON DIRECTOR, OFFICE OF CORPORATE SECRETARY	47 00 3 00			X				133,492	0	28,732
WHITNEY H SHERBOCKER ASSISTANT SECRETARY	47 00 3 00			X				191,782	0	50,987
MICHAEL G HANKINSON VP, COMPLIANCE & REGULATORY	47 00 3 00			X				287,057	0	40,548
RICHARD SCHON DIRECTOR, SALES	40 00					X		225,662	0	14,512
ROBERT D COOVER DIRECTOR, SALES	40 00					X		334,091	0	57,273
MARTY A SHEETZ DIRECTOR, NATIONAL AND SPECIAL ACCOUNTS	40 00					X		243,734	0	50,508
CHERYL A LERNER DENTAL DIRECTOR	40 00					X		214,977	0	43,418
MICHAEL P ROHRBAUGH SALES ACCOUNT EXECUTIVE	40 00					X		329,040	0	50,246
DONALD R GORDON DDS FORMER CHAIRMAN	1 00						X	14,188	0	0
MICHAEL B LOUGHRAN FORMER DIRECTOR	1 00						X	12,600	0	0