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Form 990

Department of the Treasury  
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2012

Open to Public Inspection

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

☐ Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization  
DENTAL BENEFIT PLANS OF MINNESOTA

Doing Business As

Number and street (or P O box if mail is not delivered to street address)500 WASHINGTON AVENUE S SUITE 2060

Room/suite

City or town, state or country, and ZIP + 4  
MINNEAPOLIS, MN 55415

F Name and address of principal officer  
RODNEY A YOUNG  
500 WASHINGTON AVENUE S SUITE 2060  
MINNEAPOLIS, MN 55415

H(a) Is this a group return for affiliates?

☐ Yes☒ No

H(b) Are all affiliates included?

☐ Yes☐ No

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

H(c) Group exemption number

I Tax-exempt status

☐ 501(c)(3)☒ 501(c) ( 4 ) (insert no )☐ 4947(a)(1) or ☐ 527

J Website: WWW DELTADENTALMN ORG

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other

L Year of formation 1997

M State of legal domicile MN

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities  
TO PROVIDE DENTAL SERVICE BENEFITS AND ACCESS TO DENTAL SERVICES THROUGH ITS SUBSIDIARIES AND FOUNDATION

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	14
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	51
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

Revenue

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	1,022,811,063	1,025,757,404
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	191,018	346,134
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	745,989	0
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,023,748,070	1,026,103,538

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,412,061	846,647
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	4,759,028	5,916,508
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25)		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,008,755,596	1,002,488,169
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,016,926,685	1,009,251,324
19	Revenue less expenses Subtract line 18 from line 12	6,821,385	16,852,214

Net Assets or Fund Balances

	Beginning of Current Year	End of Year	
20	Total assets (Part X, line 16)	402,888,082	422,804,163
21	Total liabilities (Part X, line 26)	93,143,858	89,161,778
22	Net assets or fund balances Subtract line 21 from line 20	309,744,224	333,642,385

Part II Signature Block

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

Sign Here

Signature of officer

RODNEY A YOUNG PRESIDENT/CEO

2013-11-14

Date

Paid Preparer Use Only

Print/Type preparer's name  
TODD A JACKSON

Preparer's signature

Date

Check if self-employed

PTIN  
P00092672

Firm's name  
MCGLADREY LLP

Firm's EIN  
42-0714325

Firm's address  
801 NICOLLET MALL SUITE 1100  
MINNEAPOLIS, MN 55402

Phone no  
(612) 332-4300

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

Part III

Statement of Program Service Accomplishments

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

☐ Yes ☒ No

1

Briefly describe the organization’s mission

THE MISSION OF DENTAL BENEFIT PLANS OF MINNESOTA IS TO PROVIDE VARIOUS DENTAL SERVICE BENEFITS AND TO PROMOTE DENTAL AND ORAL HEALTH IN THE COMMUNITIES WE SERVE, THROUGH OUR SUBSIDIARIES SUCH AS, DELTA DENTAL OF MINNESOTA, DELTA DENTAL OF MINNESOTA FOUNDATION AND OTHER SUBSIDIARIES

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 \$ 949,749,379 including grants of \$ 846,647 ) (Revenue \$ 1,025,757,404 )

THE COMPANY IS THE PARENT OF DELTA DENTAL OF MINNESOTA AND DELTA DENTAL OF MINNESOTA FOUNDATION EACH OF WHICH ARE NOT FOR PROFIT SUBSIDIARIES ORGANIZED TO PROMOTE THE ORAL HEALTH OF THE COMMUNITIES WE SERVE

4b

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

4c

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

4d

Other program services (Describe in Schedule O )

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














4e

Total program service expenses

949,749,379

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	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the 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		No
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	Yes	
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.	132	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	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.	51	
b	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
b	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)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
c	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
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	<b>Sponsoring organizations maintaining donor advised funds.</b>		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	<b>Section 501(c)(7) organizations.</b> Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11	<b>Section 501(c)(12) organizations.</b> Enter		
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a	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.	13a	
b	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.	13b	
c	Enter the amount of reserves on hand.	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	14	
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			
1b	Enter the number of voting members included in line 1a, above, who are independent	13	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	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		
8a	The governing body?	8a	Yes
8b	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
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	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
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	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?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	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
16b	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 RODNEY A YOUNG 500 WASHINGTON AVENUE SOUTH SUITE MINNEAPOLIS, MN (612) 224-3282

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation 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

(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			
(1) RODNEY A YOUNG CEO AND PRESIDENT	25 00	X		X				382,540	0	43,771
(2) MICHAEL HOWE CHAIRMAN	3 20	X		X				58,175	0	729
(3) KATHLEEN PEPSKI TREASURER	1 70	X		X				30,700	0	0
(4) BERNARD BROMMER SECRETARY	2 00	X		X				35,750	0	0
(5) DOUGLAS ALGER DIRECTOR	2 10	X						37,450	0	333
(6) JOHN ANDERSON DIRECTOR	1 70	X						30,950	650	0
(7) SUSAN ANDERSON DIRECTOR	1 40	X						24,900	0	0
(8) JOHN BLUFORD DIRECTOR	1 30	X						22,700	270	520
(9) PAUL CARLSON DIRECTOR	60	X						11,350	0	0
(10) DEB KNUTSON DIRECTOR	70	X						12,600	0	0
(11) PHILIP SMITH DIRECTOR	1 30	X						22,950	0	1,358
(12) JAMES SWANSTROM DIRECTOR	1 40	X						25,300	650	0
(13) BRUCE R TEMPLETON DIRECTOR	1 30	X						23,600	650	0
(14) JAMES PETERS DIRECTOR	1 60	X						26,600	2,850	0
(15) RHONDA ALTOM DIRECTOR	90	X						15,875	0	0
(16) JOHN SOMROCK DIRECTOR	3 40	X						59,125	0	2,029
(17) JIM GEISER INTERIM CFO	25 00			X				0	0	0



## Part VII

<b>1b</b>	<b>Sub-Total . . . . .</b>	<b>▼</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>	<b>▼</b>			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	<b>▼</b>	2,110,601	5,070	192,342

**2**

**3** Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual . . . . .

4

5

## **Section B. Independent Contractors**

**1**

(A) Name and business address	(B) Description of services	(C) Compensation
DECARE DENTAL 3560 DELTA DENTAL DRIVE EAGAN MN 55122	MANAGEMENT FEES	65,606,623
PDG PA 2200 COUNTY RD C W SUITE 2210 ROSEVILLE MN 55113	DENTAL SERVICES	27,061,733
NORTHLAND DENTAL PARTNER PO BOX 505054 ST LOUIS MO 63150	DENTAL SERVICES	21,500,675
DENTAL SPECIALISTS OF MN 2200 COUNTY RD C WEST STE 2210 ROSEVILLE MN 55113	DENTAL SERVICES	3,174,402
AFFILIATED PEDIATRIC DEN 14050 NICOLLET AVE BURNSVILLE MN 55337	DENTAL SERVICES	2,920,318

2

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	SUBSCRIPTION REVENUE	Business Code				
			541900	1,005,709,185	1,005,709,185		
	b	ADMINISTRATIVE SERVICES	561000	20,048,219	20,048,219		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f . . . . .		1,025,757,404			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		312,768		312,768	
	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			
				33,366			
		b	Less cost or other basis and sales expenses		0		
		c	Gain or (loss)		33,366		
	d	Net gain or (loss) . . . . .		33,366		33,366	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a				
	b	Less direct expenses . . . . .	b				
	c	Net income or (loss) from fundraising events . . .					
	9a	Gross income from gaming activities See Part IV, line 19 . . . . .	a				
	b	Less direct expenses . . . . .	b				
	c	Net income or (loss) from gaming activities . . .					
	10a	Gross sales of inventory, less returns and allowances . .	a				
	b	Less cost of goods sold . . . . .	b				
	c	Net income or (loss) from sales of inventory . . .					
	Miscellaneous Revenue	Business Code					
11a							
b							
c							
d	All other revenue . . . . .						
e	Total. Add lines 11a-11d . . . . .						
12	Total revenue. See Instructions . . . . .		1,026,103,538	1,025,757,404	0	346,134	

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.	846,647	846,647		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	869,305	808,454	60,851	
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.	2,705,004	2,515,654	189,350	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	203,363	189,128	14,235	
9	Other employee benefits.	1,888,227	1,756,051	132,176	
10	Payroll taxes.	250,609	233,066	17,543	
11	Fees for services (non-employees):				
a	Management.	56,181,060		56,181,060	
b	Legal.	488,097		488,097	
c	Accounting.	155,894		155,894	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	43,556		43,556	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,854,789	1,854,789		
12	Advertising and promotion.	244,985		244,985	
13	Office expenses.				
14	Information technology.				
15	Royalties.				
16	Occupancy.	205,739	205,739		
17	Travel.	206,127		206,127	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.				
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	21,021	15,135	5,886	
23	Insurance.	323,331		323,331	
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	CLAIMS EXPENSE	950,361,451	950,361,451		
b	DUES AND SUBSCRIPTIONS	540,174		540,174	
c	DIRECTOR FEES/COMMISSIO	481,625		481,625	
d	BANK CHARGES	379,171		379,171	
e	All other expenses	-8,998,851	-9,036,735	37,884	
25	Total functional expenses. Add lines 1 through 24e.	1,009,251,324	949,749,379	59,501,945	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		22,865,316	2	18,321,937
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		78,405,643	4	80,012,247
	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			7	
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges		185,497	9	214,057
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a404,094			
	b	Less: accumulated depreciation	10b22,271	23,750	10c	381,823
	11	Investments—publicly traded securities			11	
	12	Investments—other securities. See Part IV, line 11.		299,978,835	12	322,061,917
	13	Investments—program-related. See Part IV, line 11.			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11.		1,429,041	15	1,812,182
	16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34).		402,888,082	16	422,804,163
Liabilities	17	Accounts payable and accrued expenses		92,246,418	17	87,672,581
	18	Grants payable			18	
	19	Deferred revenue		712,456	19	847,440
	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.		184,984	25	641,757
	26	<b>Total liabilities.</b> Add lines 17 through 25.		93,143,858	26	89,161,778
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 30 through 34.</b>					
	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		309,744,224	32	333,642,385
	33	<b>Total net assets or fund balances</b>		309,744,224	33	333,642,385
	34	<b>Total liabilities and net assets/fund balances</b>		402,888,082	34	422,804,163

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	1,026,103,538
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,009,251,324
3	Revenue less expenses Subtract line 2 from line 1	3	16,852,214
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	309,744,224
5	Net unrealized gains (losses) on investments	5	7,045,948
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	333,642,385

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  
DENTAL BENEFIT PLANS OF MINNESOTA

Employer identification number  
41-1852523

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?		<input type="checkbox"/> Yes <input type="checkbox"/> No
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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)  
☐ Preservation of land for public use (e g , recreation or 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

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

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

▶ \$ \_\_\_\_\_

**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

	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

☐ Yes

☐ No

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				
b Buildings				
c Leasehold improvements		63,074	1,564	61,510
d Equipment		233,978	12,487	221,491
e Other		107,042	8,220	98,822
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				381,823





**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
<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>	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>			
<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>		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .		<b>4c</b>	
<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>	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements . . . . .		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25			
<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>	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :			
<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>		
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .		<b>4c</b>	
<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>	

**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 HAS REVIEWED ITS TAX POSITIONS FOR ALL OPEN TAX YEARS AND HAS CONCLUDED THAT IT DOES NOT MEET THE THRESHOLD FOR FINANCIAL STATEMENT RECOGNITION OF AN UNCERTAIN INCOME TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN

Schedule I  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization  
DENTAL BENEFIT PLANS OF MINNESOTA

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

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

OMB No 1545-0047

2012

Open to Public  
Inspection

Employer identification number  
41-1852523

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.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

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

35

3

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

**Part III**

**Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
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 FUNDING REQUESTS AND GRANT APPLICATIONS ARE PRELIMINARILY AND PRIMARILY REVIEWED BY THE DIRECTOR OF COMMUNITY AFFAIRS, AND IF THEY ARE CONSISTENT WITH DELTA DENTAL'S MISSION, AND THE TRUST, PHILANTHROPY COMMITTEE AND COMMUNITY AFFAIRS' GUIDELINES THEY ARE REFERRED TO THE BOARD OF DIRECTORS AND/OR PRESIDENT/CEO FOR ACTION

Software ID:

Software Version:

EIN: 41-1852523

Name: DENTAL BENEFIT PLANS OF MINNESOTA

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOLDER OPTION2100 STEVENS AVE S MINNEAPOLIS,MN 55404	41-1909408	501(C)(3)	20,000				FITNESS, NUTRITION, AND ORAL HEALTH PILOT
AMERICA'S DENTISTS CARE FOUNDATION9110 E 35TH ST N WICHITA,KS 67226	26-2275291	501(C)(3)	13,500				AMERICA'S MISSION OF MERCY
BOYS AND GIRLS CLUB OF CENTRAL MINNESOTA345 30TH AVENUE N ST CLOUD,MN 56303	41-1245177	501(C)(3)	10,000				DELTA DENTAL'S HEALTHY SMILES HEALTHY KIDS PROGRAM
CENTER FOR VICTIMS OF TORTURE717 EAST RIVER PARKWAY MINNEAPOLIS,MN 55455	36-3383933	501(C)(3)	6,000				DELTA DENTAL FUND
CHILDREN'S DEFENSE FUND555 PARK STREET STE 410 ST PAUL,MN 55103	52-0895622	501(C)(3)	15,000				BEAT THE ODDS TWIN CITIES
CHILDREN'S DENTAL SERVICES636 BROADWAY STREET NE MINNEAPOLIS,MN 55413	41-0857929	501(C)(3)	67,500				SCHOOL-BASED SCREENING PROGRAM AND HEALTH FAIRS
COURAGE CENTER3915 GOLDEN VALLEY ROAD GOLDEN VALLEY,MN 55422	41-0706118	501(C)(3)	15,000				TELEMEDICINE PROJECT
COMMUNITY UNIVERSITY HEALTH CARE CENTERVARIETY CHILDREN'S CLINIC2001 BLOOMINGTON AVE S MINNEAPOLIS,MN 55422	41-6007513	501(C)(3)	10,000				DENTAL CARE FOR CHILDREN
DOORSTEP HEALTHCARE SERVICES5861 CEDAR LAKE ROAD S MINNEAPOLIS,MN 55416	68-0620960	501(C)(3)	25,000				MOBILE DENTAL PROJECT
GIRL SCOUTS OF MINNESOTA AND WISCONSIN RIVER VALLEYS400 ROBERT STREET SOUTH ST PAUL,MN 55107	41-0693910	501(C)(3)	10,000				CONNECTZ PROGRAM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GREATER TWIN CITIES UNITED WAY404 S EIGHTH ST MINNEAPOLIS,MN 55404	41-1973442	501(C)(3)	10,000				BRIGHT SMILES
GREATER MINNEAPOLIS CRISIS NURSERY5400 GLENWOOD AVE GOLDEN VALLEY,MN 55422	41-1379021	501(C)(3)	10,000				PEDIATRIC ASSESSMENT & MEDICAL MANAGEMENT PROGRAM
HOMEWARD BOUND12805 HIGHWAY 55 STE 400 PPLYMOUTH,MN 55441	41-1223085	501(C)(3)	6,500				2013 CAMP EXPERIENCE PROGRAM AND ANNUAL BENEFIT
MINNESOTA ALLIANCE WITH YOUTHC/O DULUTH PUBLIC SCHOOLS 215 N 1ST AVE E DULUTH,MN 55802	45-3774063	501(C)(3)	33,000				SERVE-A-SMILE
NEIGHBORHOOD HEALTH SOURCE3300 FREEMONT AVE N MINNEAPOLIS,MN 55412	41-1235064	501(C)(3)	9,000				OPTIMIZING CARE FOR UNDERSERVED COMMUNITIES
NEIGHBORHOOD INVOLVEMENT PROGRAM 2431 HENNEPIN AVENUE MINNEAPOLIS,MN 55404	41-0956858	501(C)(3)	15,000				DENTAL CLINIC
MINNESOTA COUNCIL OF FOUNDATIONS100 PORTLAND AVE S STE 225 MINNEAPOLIS,MN 55401	41-1269275	501(C)(3)	7,000				ANNUAL MEETING OF MEMBERS AND ANNUAL MEMBERSHIP CELEBRATION
MINNESOTA DENTAL FOUNDATION1335 INDUSTRIAL BLVD MINNEAPOLIS,MN 55413	41-1927049	501(C)(3)	78,000				DONATED DENTAL SERVICES
OPEN DOOR HEALTH CENTER309 HOLLY LANE MANKATO,MN 56001	41-1461726	501(C)(3)	15,000				SCHOOL-BASED ORAL HEALTH OUTREACH
MISSISSIPPI HEADWATERS AREA DENTAL HEALTH CENTER1405 ANNE ST NW BEMIDJI,MN 56601	84-1711812	501(C)(3)	10,000				CRITICAL EQUIPMENT REPLACEMENT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PORTICO HEALTHNET2610 UNIVERSITY AVE W STE 550 ST PAUL,MN 55114	41-1814659	501(C)(3)	10,000				PUBLIC PROGRAM APPLICATION AND ENTROLLMENT ASSISTANCE
PREVENT CHILD ABUSE MINNESOTA709 UNIVERSITY AVE W STE 234 ST PAUL,MN 55104	41-1354842	501(C)(3)	12,500				BUILD A HEALTH AND WELLNESS PREVENTION MODEL AND ANNUAL BENEFIT
NORTHERN VOICES1660 COUNTY RD B W ROSEVILLE,MN 55113	41-1930941	501(C)(3)	7,000				ORAL HEALTH FOR ORAL DEAF CHILDREN
RONALD MCDONALD HOUSE CHARITIES UPPER MIDWEST818 FULTON ST SE MINNEAPOLIS,MN 55414	41-1313107	501(C)(3)	51,000				RONALD MCDONALD CARE MOBILE AND ANNUAL BENEFIT
SPECIAL OLYMPICS MINNESOTA100 WASHINGTON AVE S STE 550 MINNEAPOLIS,MN 55401	41-1228157	501(C)(3)	20,000				SPECIAL SMILES
NORTHLAND FOUNDATION 202 WEST SUPERIOR ST STE 610 DULUTH,MN 55802	41-1554455	501(C)(3)	10,000				KIDS PLUS PROGRAM
OPEN CITIES HEALTH CENTER409 DUNLAP ST N ST PAUL,MN 55104	36-3381598	501(C)(3)	20,000				ORAL HEALTH OUTREACH PROGRAM
PROJECT FOR PRIDE IN LIVING INC1035 EAST FRANKLIN AVE MINNEAPOLIS,MN 55404	23-7232208	501(C)(3)	10,000				HEALTH & WELLNESS PROGRAM
WEST SIDE COMMUNITY HEALTH SERVICES153 CESAR CHAVEZ STREET ST PAUL,MN 55107	23-7156236	501(C)(3)	11,000				BRIGHT SMILES PROGRAM
WOMEN'S HEALTH LEADERSHIP TRUST3893 DANBURY TRAIL EAGAN,MN 55123	41-1402148	501(C)(3)	12,500				TRUST FORUM

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RUM RIVER HEALTH SERVICES101 18TH AVE N PRINCETON,MN 55371	36-3526744	501(C)(3)	15,000				RUM RIVER HEALTH & DENTAL SERVICES
SALVATION ARMY20 NE 1ST AVE ROCHESTER,MN 55906	41-0698597	501(C)(3)	45,300				GOOD SAMARITAN DENTAL CLINIC AND TASTE OF THE TOWN
SOUTHSIDE COMMUNITY HEALTH SERVICES INC 4243 4TH AVE S MINNEAPOLIS,MN 55409	23-7113799	501(C)(3)	15,000				DENTAL X-RAY SENSOR REPLACEMENT PROJECT
THE FAMILY PARTNERSHIP 414 8TH ST MINNEAPOLIS,MN 55404	41-0693858	501(C)(3)	7,000				PREESCHOOL DENTAL HEALTH EDUCATION PROJECT
THE SAINT PAUL FOUNDATION55 E FIFTH ST STE 600 ST PAUL,MN 55101	41-6031510	501(C)(3)	6,000				COMMUNITY SHARING FUND/DELTA DENTAL ORAL HEALTH FUND

Schedule J  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
DENTAL BENEFIT PLANS OF MINNESOTA

Employer identification number  
41-1852523

Part I

Questions Regarding Compensation

	Yes	No
<div>1a</div> <div>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><div><input 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><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 type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
<div>b</div> <div>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</div>	1b	
<div>2</div> <div>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?</div>	2	
<div>3</div> <div>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><div><input checked="" type="checkbox"/> Compensation committee</div><div><input checked="" type="checkbox"/> Independent compensation consultant</div><div><input checked="" type="checkbox"/> Form 990 of other organizations</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>		
<div>4</div> <div>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</div>		
<div>a</div> <div>Receive a severance payment or change-of-control payment?</div>	4a	No
<div>b</div> <div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div>	4b	No
<div>c</div> <div>Participate in, or receive payment from, an equity-based compensation arrangement?</div> <div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</div>	4c	No
<div></div> <div>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</div>		
<div>5</div> <div>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</div>		
<div>a</div> <div>The organization?</div>	5a	No
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 5a or 5b, describe in Part III</div>	5b	No
<div>6</div> <div>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</div>		
<div>a</div> <div>The organization?</div>	6a	Yes
<div>b</div> <div>Any related organization?</div> <div>If "Yes," to line 6a or 6b, describe in Part III</div>	6b	Yes
<div>7</div> <div>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</div>	7	No
<div>8</div> <div>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</div>	8	No
<div>9</div> <div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</div>	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				
(1)RODNEY A YOUNG CEO AND PRESIDENT	(i)	379,085	0	3,455	15,000	28,771	426,311	0
	(ii)	0	0	0	0	0	0	0
(2)CHRISTOPHER N EARL VP SALES	(i)	250,852	124,075	2,604	15,000	19,708	412,239	0
	(ii)	0	0	0	0	0	0	0
(3)JOSEPH P LALLY VP STRATEGIC PLANNING	(i)	171,391	42,581	1,480	13,103	9,324	237,879	0
	(ii)	0	0	0	0	0	0	0
(4)SCOTT W JOHNSON VP LEGAL	(i)	153,619	37,500	2,092	12,007	31,579	236,797	0
	(ii)	0	0	0	0	0	0	0
(5)CHARLES G CLABOTS SVP INFORMATION TECHNOLOGY	(i)	182,417	0	9,129	5,611	16,964	214,121	0
	(ii)	0	0	0	0	0	0	0
(6)ANN K JOHNSON EXECUTIVE DIRECTOR	(i)	152,655	24,495	1,209	10,879	9,427	198,665	0
	(ii)	0	0	0	0	0	0	0
(7)DAVID MORSE FORMER OFFICER	(i)	0	133,937	0	0	0	133,937	0
	(ii)	0	0	0	0	0	0	0

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 5	
	PART I, LINE 6	AN EMPLOYMENT INCENTIVE PLAN IS AVAILABLE TO ALL EMPLOYEES AND IS APPROVED BY THE HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE. THE 2012 PLAN ALLOWS PAYMENT PROVIDED FIRST, THE COMPANY REACHED AN OPERATING GAIN OF 75% OF THE BUDGETED OPERATING GAIN. NO INCENTIVE PAYMENTS ARE MADE IF LESS THAN 75%. IF THE COMPANY MEETS THE 75% LEVEL OR HIGHER, INDIVIDUAL PERFORMANCE CAN BE USED. IN 2012 THE COMPANY ACHIEVED THE THRESHOLD AND ALL EMPLOYEES RECEIVED AN INCENTIVE PAYMENT.

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 DENTAL BENEFIT PLANS OF MINNESOTA	Employer identification number 41-1852523
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS TWO CLASSES OF MEMBERS THE INDIVIDUALS AND COMPANIES INCLUDED IN THESE TWO CLASSES OF MEMBERSHIP ARE PROVIDED CERTAIN RIGHTS, AS OUTLINED IN THE ORGANIZATION'S BYLAWS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE ORGANIZATION HAS TWO CLASSES OF MEMBERS THE INDIVIDUALS AND COMPANIES INCLUDED IN THESE TWO CLASSES OF MEMBERSHIP ARE PROVIDED CERTAIN RIGHTS, AS OUTLINED IN THE ORGANIZATION'S BYLAWS, TO PARTICIPATE IN THE PROCESS OF ELECTING INDIVIDUALS TO THE BOARD OF DIRECTORS AT THE ANNUAL MEETING

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	THE ORGANIZATION HAS TWO CLASSES OF MEMBERS AS OUTLINED IN THE ORGANIZATION'S BYLAWS. MEMBERS HAVE CERTAIN RIGHTS TO APPROVE CERTAIN ACTIONS OF THE BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	TAX FORM 990 WAS PREPARED, REVIEWED AND FILED BY MCGLADREY , LLP THE EXTERNAL AUDITORS OF DENTAL BENEFIT PLANS OF MINNESOTA THE COMPANY PROVIDED ALL INFORMATION TO MCGLADREY , LLP INCLUDING OFFICER AND DIRECTOR COMPENSATION DISCLOSURES COMPANY MANAGEMENT ALSO REVIEWED THE RETURN THE COMPANY HAS ENGAGED OUTSIDE LEGAL EXPERTISE FROM TIME TO TIME IN PRIOR YEARS TO VALIDATE FULL DISCLOSURE AS PART OF ITS PREPARATION PROCESS A COPY OF THE RETURN WAS PROVIDED TO THE CHAIRMAN OF THE BOARD AND THE CHAIRMAN OF THE BOARD'S HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE THE HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE REVIEWS AND DISCUSSES THE RETURN, AND PRESENTS ITS REVIEW TO THE FULL BOARD OF DIRECTORS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	ON AN ANNUAL BASIS ALL MANAGEMENT PERSONNEL MUST COMPLETE AND SIGN A CONFLICT OF INTEREST POLICY WHICH ARE SUBMITTED TO THE CHAIR OF THE AUDIT COMMITTEE FOR REVIEW AND DISCUSSION AT A MEETING OF THE FULL AUDIT COMMITTEE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE DENTAL BENEFIT PLANS OF MINNESOTA BOARD OF DIRECTORS OVERSIGHT COMMITTEE AUTHORIZES THE HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE OF THE OVERSIGHT COMMITTEE TO ESTABLISH THE EXECUTIVE TOTAL COMPENSATION POLICY FOR THE PRESIDENT AND KEY SENIOR EXECUTIVES. THESE ACTIVITIES INCLUDE APPROVING THE DESIGN FOR THE COMPONENTS OF A TOTAL COMPENSATION PACKAGE THAT INCLUDES BASE SALARY, INCENTIVE, AND BENEFITS, AFTER REVIEWING THOROUGHLY RESEARCHED AND DOCUMENTED STUDIES CONDUCTED BY AN EXTERNAL CONSULTANT. AN INDEPENDENT COMPENSATION CONSULTING FIRM IS THE EXTERNAL CONSULTANT THAT IS USED FOR THE EXECUTIVE COMPENSATION STUDY. THE EXTERNAL CONSULTANT PRESENTS THEIR FINDINGS TO THE HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE. THE NATIONAL COMPENSATION SURVEYS USE DATA FROM OTHER DELTA DENTAL PLANS AND FROM NOT-FOR-PROFIT ORGANIZATIONS. THE COMPENSATION STRATEGY IS COMPLETED AFTER APPROVAL BY THE SUBCOMMITTEE.



Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICIES AND GAAP BASIS FINANCIALS ARE AVAILABLE UPON REQUEST

Identifier	Return Reference	Explanation
HOURS FOR RELATED ORGANIZATIONS	FORM 990, PART VII	RODNEY YOUNG, PRESIDENT/CEO OF DENTAL BENEFIT PLANS OF MINNESOTA (DBPM) ALSO ACTS AS PRESIDENT/CEO OF DELTA DENTAL OF MINNESOTA (DDMN), A RELATED ORGANIZATION THE 25 HOURS REPORTED IN PART VII REPRESENTS THE AVERAGE HOURS PER WEEK FOR THE FILING ORGANIZATION ONLY ALL COMPENSATION FOR SERVICES IS PAID BY DBPM JIM GEISER, INTERIM CFO OF DELTA DENTAL OF MINNESOTA (DDMN) ALSO ACTS AS INTERIM CFO OF DENTAL BENEFIT PLANS OF MINNESOTA (DBPM), A RELATED ORGANIZATION THE 25 HOURS REPORTED IN PART VII REPRESENTS THE AVERAGE HOURS PER WEEK FOR THE FILING ORGANIZATION ONLY MR GEISER IS EMPLOYED BY AN INDEPENDENT BUSINESS CONSULTING ORGANIZATION DIRECTORS OF DBPM MAY ALSO SERVE AS A DIRECTOR OF DDMN AND DELTA DENTAL OF MINNESOTA FOUNDATION, RELATED ORGANIZATIONS ALL COMPENSATION FOR THE TOTAL HOURS SERVED AS A DIRECTOR IS PAID BY DBPM THE HOURS REFLECTED IN PART VII REPRESENT THE AVERAGE HOURS PER WEEK FOR THE FILING ORGANIZATION ONLY

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  
DENTAL BENEFIT PLANS OF MINNESOTA

Employer identification number  
41-1852523

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
(1) DDMN ASO LLC 500 WASHINGTON AVENUE S SUITE 2060 MINNEAPOLIS, MN 55415 41-1905554	ADMIN OF DENTAL SERVICE PLANS	MN	1,005,798,870	113,928,668	DENTAL BENEFIT PLANS OF MINNESOTA

Part II 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 MINNESOTA  500 WASHINGTON AVENUE S SUITE 2060  MINNEAPOLIS, MN 55415 41-0952670	DENTAL SERVICE PLANS	MN	501(C)(4)	N/A	DENTAL BENEFIT PLANS OF MINNESOTA	Yes	
(2) DELTA DENTAL OF MINNESOTA FOUNDATION  500 WASHINGTON AVENUE S SUITE 2060  MINNEAPOLIS, MN 55415 26-4482509	FOUNDATION	MN	501(C)(3)	170(B)(1) (A)(VI)	DENTAL BENEFIT PLANS OF MINNESOTA	Yes	

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) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" 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
(1) HEALTH VENTURES NETWORK  500 WASHINGTON AVENUE S SUITE 2060 MINNEAPOLIS, MN 55415 41-1539439	VISION COVERAGE	MN	DENTAL BENEFIT PLANS OF MINNESOTA	C	22,782	794,831	100 000 %	Yes	

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

No

1m

No

1n

No

1o

No

1p

No

1q

No

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

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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:** 41-1852523  
**Name:** DENTAL BENEFIT PLANS OF MINNESOTA