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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)	OMB No 1545-0047
	The organization may have to use a copy of this return to satisfy state reporting requirements	2012 Open to Public Inspection

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

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization DELTA DENTAL OF MISSOURI		D Employer identification number 43-0908349	
	Doing Business As			
	Number and street (or P O box if mail is not delivered to street address) 12399 GRAVOIS ROAD Suite	Room/suite	E Telephone number (314) 656-3000	
	City or town, state or country, and ZIP + 4 ST LOUIS, MO 631271702		G Gross receipts \$ 504,369,053	
	F Name and address of principal officer BARBARA BENTRUP 12399 GRAVOIS ROAD ST LOUIS, MO 631271702		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.DELTADENTALMO.COM				
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶			L Year of formation 1958	M State of legal domicile MO

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities THE ORGANIZATIONS PRIMARY PURPOSE IS TO IMPROVE THE DENTAL HEALTH OF THE PUBLIC BY PROMOTING PREVENTIVE DENTISTRY AND PROVIDING COMPREHENSIVE DENTAL CARE & MAINTENANCE ON A PREPAID BASIS		
	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	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	10
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	172
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-19,193
7b Net unrelated business taxable income from Form 990-T, line 34	7b	-19,193	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	441,642,197	468,807,175
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,234,351	3,890,723
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,480,906	-4,423,140
		445,357,454	468,274,758
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	691,007	761,009
	14 Benefits paid to or for members (Part IX, column (A), line 4)	405,880,043	426,044,340
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	15,071,148	15,640,211
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	15,988,273	18,449,242
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	437,630,471	460,894,802
	19 Revenue less expenses Subtract line 18 from line 12	7,726,983	7,379,956
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		115,132,995	123,683,805
21 Total liabilities (Part X, line 26)		44,393,926	44,463,760
22 Net assets or fund balances Subtract line 21 from line 20		70,739,069	79,220,045

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	*****				2013-11-15		
	Signature of officer					Date	
Paid Preparer Use Only	BARBARA BENTRUP CFO						
	Type or print name and title						
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	Firm's name ▶ BKD LLP					Firm's EIN ▶	
	Firm's address ▶ 312 WALNUT STREET SUITE 3000 CINCINNATI, OH 45202					Phone no (513) 621-8300	

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

Part III

Statement of Program Service Accomplishments

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

☐ Yes ☒ No

1 Briefly describe the organization’s mission

THE ORGANIZATIONS PRIMARY PURPOSE IS TO IMPROVE THE DENTAL HEALTH OF THE PUBLIC BY PROMOTING PREVENTIVE DENTISTRY AND PROVIDING COMPREHENSIVE DENTAL CARE & MAINTENANCE ON A PREPAID BASIS

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

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?

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 \$ 454,005,713 including grants of \$) (Revenue \$ 468,807,175)
	DELTA DENTAL OF MISSOURI IS A PREPAID DENTAL INSURANCE COMPANY IN 2012, DELTA DENTAL PROCESSED 2,451,692 CLAIMS FROM CLIENT COMPANIES

4b	(Code) (Expenses \$ 306,824 including grants of \$) (Revenue \$)
	SEE SCHEDULE O

4c	(Code) (Expenses \$ 346,790 including grants of \$) (Revenue \$)
	SEE SCHEDULE O

4d	Other program services (Describe in Schedule O)
	(Expenses \$ 99,374 including grants of \$) (Revenue \$)

4e	Total program service expenses	454,758,701
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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 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 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	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	Yes
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	Yes	
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	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, 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	Yes	
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	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
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.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	
b	If "Yes," enter the name of the foreign country: TK 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?		No
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?		No
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?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
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? Note. 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	13	
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	10	
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	Yes
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	Yes
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. ☐ Own website ☐ Another's website ☒ Upon request ☐ 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 BARBARA BENTRUP 12399 GRAVOIS ROAD ST LOUIS, MO (314) 656-3000	

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) BRIAN BERGLUND DIRECTOR	4 0	X						24,150	0	0
(2) DEE JOYNER DIRECTOR	4 0	X						19,550	0	0
(3) EDWARD C ROBISON DDS DIRECTOR	4 0	X						16,500	0	0
(4) GUY P BATES JR DDS DIRECTOR	4 0	X						19,550	0	0
(5) H R REDOHL DIRECTOR	4 0	X						23,600	0	0
(6) OLLIE FISHER DMD DIRECTOR	4 0	X						19,550	0	0
(7) RICHARD HAFFNER DIRECTOR	4 0	X						43,100	0	0
(8) RICHARD W BRAUN DIRECTOR	8 0	X						25,600	0	0
(9) ROBERT TAIT DDS DIRECTOR	4 0	X						17,550	0	0
(10) SHANON KIRCHHOFF DIRECTOR	4 0	X						17,450	0	0
(11) WILLIAM TUNNEY JR DIRECTOR	4 0	X						19,550	0	0
(12) DAVID HAYNES PRESIDENT & CEO	60 0	X		X				718,454	0	168,725
(13) JAMES SANDFORT DIRECTOR	4 0	X						19,650	0	0
(14) BARBARA BENTRUP CFO AND CORPORATE COUNSEL	60 0			X				344,912	0	116,108
(15) EB ROB GOREN CHIEF ACTUARY AND VP SC MARKET	60 0			X				280,274	0	90,975
(16) RICHARD KLASSEN CHIEF SALES/MARKETING OFFICER	60 0			X				1,065,193	0	125,916
(17) PAMELA MARTIN CHIEF OPERATING OFFICER	60 0			X				973,103	0	93,076

Part VII

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: 32

Section B. Independent Contractors

Form **990** (2012)

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		0			
Program Service Revenue	2a	DENTAL PREMIUMS	Business Code 524114	468,807,175	468,807,175		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		468,807,175			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)	2,185,740			2,185,740
4		Income from investment of tax-exempt bond proceeds . . .	0				
5		Royalties	0				
6a		Gross rents	(i) Real	(ii) Personal			
			422,037				
			451,603				
			-29,566	0			
d		Net rental income or (loss)	-29,567		-19,193	-10,374	
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
			37,347,675				
			35,642,692				
			1,704,983				
d		Net gain or (loss)	1,704,983			1,704,983	
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 . . .	0				
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 . . .	0					
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 . . .	0					
	Miscellaneous Revenue	Business Code					
11a	MISCELLANEOUS INCOME	900099	65,653			65,653	
b	INVESTMENT IN SUBSIDIARY	900003	-4,459,226			-4,459,226	
c							
d	All other revenue						
e	Total. Add lines 11a-11d		-4,393,573				
12	Total revenue. See Instructions		468,274,758	468,807,175	-19,193	-513,224	

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.	431,735	431,735		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	329,274	329,274		
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	426,044,340	426,044,340		
5	Compensation of current officers, directors, trustees, and key employees.	5,074,395	4,161,004	913,391	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	6,646,278	5,449,948	1,196,330	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	2,011,768	1,649,650	362,118	
9	Other employee benefits.	1,148,488	941,760	206,728	
10	Payroll taxes.	759,282	622,611	136,671	
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	208,256	170,770	37,486	
c	Accounting.	296,588	243,202	53,386	
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	265,885	218,026	47,859	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,222,746	1,002,652	220,094	
12	Advertising and promotion.	1,513,001	1,240,661	272,340	
13	Office expenses.	2,500,444	2,050,364	450,080	
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	539,895	442,714	97,181	
17	Travel.	642,771	527,072	115,699	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	117,861	96,646	21,215	
20	Interest.	168,687	138,323	30,364	
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	574,406	471,013	103,393	
23	Insurance.	295,224	242,084	53,140	
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	BOARD AND BUREAU DUES	565,248	463,503	101,745	
b	SERVICE BUREAU FEES	7,632,860	6,258,945	1,373,915	
c	PUBLIC RELATIONS	777,022	637,158	139,864	
d	SERVICE AGREEMENTS	143,540	117,703	25,837	
e	All other expenses	984,808	807,543	177,265	
25	Total functional expenses. Add lines 1 through 24e.	460,894,802	454,758,701	6,136,101	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 ☐ 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		200	1	0
	2	Savings and temporary cash investments		13,948,429	2	19,982,848
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		24,571,438	4	25,979,592
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		0	5	0
	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		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		335,908	9	590,338
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 12,827,688	5,844,378	10c	5,737,392
	b	Less: accumulated depreciation	10b 7,090,296			
	11	Investments—publicly traded securities		46,861,056	11	51,037,135
	12	Investments—other securities. See Part IV, line 11		0	12	0
	13	Investments—program-related. See Part IV, line 11		20,200,126	13	17,490,900
	14	Intangible assets		0	14	0
	15	Other assets. See Part IV, line 11		3,371,460	15	2,865,600
	16	Total assets. Add lines 1 through 15 (must equal line 34)		115,132,995	16	123,683,805
Liabilities	17	Accounts payable and accrued expenses		10,090,609	17	10,896,034
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		0	21	0
	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		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		3,734,739	23	3,540,675
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		30,568,578	25	30,027,051
	26	Total liabilities. Add lines 17 through 25		44,393,926	26	44,463,760
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☐ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			27	
	28	Temporarily restricted net assets			28	
	29	Permanently restricted net assets			29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☒ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds		0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund		0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds		70,739,069	32	79,220,045
	33	Total net assets or fund balances		70,739,069	33	79,220,045
	34	Total liabilities and net assets/fund balances		115,132,995	34	123,683,805

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	468,274,758
2	Total expenses (must equal Part IX, column (A), line 25)	2	460,894,802
3	Revenue less expenses Subtract line 2 from line 1	3	7,379,956
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	70,739,069
5	Net unrealized gains (losses) on investments	5	1,101,020
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	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	79,220,045

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? 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 ☐ Separate basis ☐ Consolidated basis ☐ 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 ☐ Separate basis ☒ Consolidated basis ☐ 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 MISSOURI

Employer identification number
43-0908349

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

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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? ☐ Yes ☐ No	

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

1

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

☐ Preservation of land for public use (e g , recreation or 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

	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		1,350,000		1,350,000
b Buildings		5,549,143	2,113,897	3,435,246
c Leasehold improvements		1,755,945	1,049,774	706,171
d Equipment		1,542,931	1,473,418	69,513
e Other		2,629,669	2,453,207	176,462
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				5,737,392

Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return					
1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)			5	
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return					
1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)			5	
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
FIN 48 FOOTNOTE	SCHEDULE D, PART X, TEXT OF FIN 48 FOOTNOTE	THE ORGANIZATION IS EXEMPT FROM INCOME TAXES UNDER SECTION 501 OF THE INTERNAL REVENUE CODE AND A SIMILAR PROVISION OF STATE LAW. ADVANTICA HOLDING COMPANY AND ITS WHOLLY-OWNED SUBSIDIARIES ARE SUBJECT TO BOTH FEDERAL AND STATE INCOME TAXES AND ACCOUNT FOR INCOME TAXES IN ACCORDANCE WITH INCOME TAX ACCOUNTING GUIDANCE (ASC 740 INCOME TAXES). THE INCOME TAX ACCOUNTING GUIDANCE RESULTS IN TWO COMPONENTS OF INCOME TAX EXPENSE: CURRENT AND DEFERRED. CURRENT INCOME TAX EXPENSE REFLECTS TAXES TO BE PAID OR REFUNDED FOR THE CURRENT PERIOD BY APPLYING THE PROVISIONS OF THE ENACTED TAX LAW TO THE TAXABLE INCOME OR EXCESS OF DEDUCTIONS OVER REVENUES. THE COMPANY DETERMINES DEFERRED INCOME TAXES USING THE LIABILITY (OR BALANCE SHEET) METHOD. UNDER THIS METHOD, THE NET DEFERRED TAX ASSET OR LIABILITY IS BASED ON THE TAX EFFECTS OF THE DIFFERENCES BETWEEN THE BOOK AND TAX BASES OF ASSETS AND LIABILITIES, AND ENACTED CHANGES IN TAX RATES AND LAWS ARE RECOGNIZED IN THE PERIOD IN WHICH THEY OCCUR. DEFERRED TAX ASSETS ARE REDUCED BY A VALUATION ALLOWANCE IF, BASED ON THE WEIGHT OF EVIDENCE AVAILABLE, IT IS MORE LIKELY THAN NOT THAT SOME PORTION OR ALL OF A DEFERRED TAX ASSET WILL NOT BE REALIZED. Uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to the managements judgment. The Company recognizes interest and penalties on income taxes as a component of income tax expense. On a consolidated basis, Advantica Holding Company and its subsidiaries had operating gains (losses) totaling \$(4,459,226) and \$1,489,630 as of December 31, 2012 and 2011, respectively. In 2011, the current income tax provision was offset by net operating loss carryforwards, and accordingly no income tax expense is reflected in the financial statements. At December 31, 2012 and 2011, Advantica Holding Company had net operating loss carryforwards of approximately \$15,953,000 and \$12,432,000, respectively, which expire in years through 2031. Advantica Holding and its subsidiaries had deferred tax assets of approximately \$5,233,600 and \$3,862,000 at December 31, 2012 and 2011, respectively, nearly all of which arise from these net operating loss carryforwards. Due to the remaining uncertainty regarding whether these will be realized, a full valuation allowance has been recorded against these deferred tax assets at December 31, 2012 and 2011. The Organization and its subsidiaries are currently open to examination under the statute of limitations by the Internal Revenue Service and states in which it files for the years ended December 31, 2009 through 2011.

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
DELTA DENTAL OF MISSOURI

Employer identification number
43-0908349

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

15

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
(1) DENTAL SCHOLARSHIPS	4	329,274			

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
PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE U S	PART I, LINE 2	DELTA DENTAL MAINTAINS RECORDS TO SUBSTANTIATE THE AMOUNT OF ASSISTANCE THAT IT PROVIDES TO THE COMMUNITY ORGANIZATIONS DELTA DENTAL WORKS WITH THE INDIVIDUAL ORGANIZATIONS TO UNDERSTAND THEIR MISSIONS AND TO DETERMINE THE BENEFITS OF DELTA'S PARTICIPATION

Software ID:

Software Version:

EIN: 43-0908349

Name: DELTA DENTAL OF MISSOURI

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
RONALD MCDONALD HOUSE949 E PRIMROSE ST SPRINGFIELD,MO 65807	43-0494640	501(C)(3)	10,000				DONATION
CENTRAL CATHOLIC SCHOOL1106 N JEFFERSON AVE ST LOUIS,MO 63106	43-1530670	501(C)(3)	10,000				DONATION

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

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SUNNYHILL INC11140 S TOWNE SQUARE ST LOUIS,MO 63123	43-1150250	501(C)(3)	30,000				DONATION
MAKE A WISH FOUNDATION8251 MARYLAND AVENUE ST LOUIS,MO 63105	43-1550697	501(C)(3)	6,000				DONATION

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
USC EDUCATION1600 HAMPTON ST SUITE 73 COLUMBIA,SC 29208	57-6017985	501(C)(3)	100,000				DONATION
FAMILY RESOURCE CENTER 3309 S KINGSHIGHWAY BLVD ST LOUIS,MO 63139	43-1071300	501(C)(3)	6,500				DONATION

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
MDAKDA HEART OF AMERICA3340 AMERICAN AVE JEFFERSON CITY,MO 65109	44-0535233	501(C)(3)	100,000				
SOUTH CAROLINA DENTAL ASSOCIATION120 STONEMARK LANE COLUMBIA,SC 29210	57-0399460	501(C)(3)	67,500				

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
DENTAL LIFELINE NETWORK - MISSOURIPO BOX 8598 KANSAS CITY,MO 64114	90-0293508	501(C)(3)	25,000				
SOUTH CAROLINA GOOD C/O SOUTH CAROLINA CHAMBER OF COMME COLUMBIA,SC 29211	57-0799139	501(C)(3)	10,500				

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
AMERICAN COLLEGE OF DENTIST839J QUINCE ORCHARD BLVD GAITHERSBURG,MD 20878	52-1415952	501(C)(3)	10,000				
PALMETTO HEALTH FOUNDATION1600 MARION ST COLUMBIA,SC 29201	57-0725699	501(C)(3)	10,000				

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
HERITAGE CLASSIC71 Lighthouse Rd Suite 4200 Hilton Head Island, SC 29928	57-0835114	501(C)(3)	6,000				
UPSTATE SOUTH CAROLINAPO BOX 60750 Charlotte,NC 28260	57-1095229	501(C)(3)	6,000				

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
GIVE KIDS A SMILE340 MID RIVERS MALL DR - STE A ST PETERS, MO 63376	20-1287939	501(C)(3)	5,300				

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
DELTA DENTAL OF MISSOURI

Employer identification number
43-0908349

Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☒ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	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?	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 ☒ Compensation committee ☒ Independent compensation consultant ☐ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a Receive a severance payment or change-of-control payment?		No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	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		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?		No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III		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?		No
b Any related organization? If "Yes," to line 6a or 6b, describe in Part III		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		No
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		No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

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
INFORMATION REGARDING BENEFITS PROVIDED	PART I, QUESTION 1A	HEALTH CLUB DUES WERE PAID FOR THE FOLLOWING EMPLOYEES HAYNES, GOREN, KLASSEN, MUDRA. THESE AMOUNTS ARE TREATED AS TAXABLE COMPENSATION.
NAMES, AMOUNTS, AND DETAILS OF ARRANGEMENTS	PART 1, QUESTION 4	THE ORGANIZATION HAS A NONQUALIFIED SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN FOR THE BENEFIT OF CERTAIN EMPLOYEES TO RECEIVE CONTRIBUTIONS IN EXCESS OF THE LIMITATIONS IMPOSED BY THE INTERNAL REVENUE CODE ON STANDARD EMPLOYEE PENSION PLANS. AMOUNTS PAID DURING 2012 FOR THE FOLLOWING INDIVIDUALS WERE: - DAVID HAYNES \$ 43,224 - BARBARA BENTRUP \$ 2,520 - E B ROB GOREN \$ 1,049 - RICHARD KLASSEN \$ 8,692 - KARL MUDRA \$ 4,806 ----- TOTAL \$ 60,291. The organization has an unfunded nonqualified, defined benefit deferred compensation plan (DBDCP) for its senior level executives, with vesting over 10 to 15 years of service to the organization. The actuarially determined liability is based upon assumptions for remaining years of service until retirement, projected salaries for the final three years of service, and a predetermined benefit percentage based upon the participant's position. Individuals who participated in this plan during 2012 were the following: David Haynes, Barbara Bentrup, E B Rob Goren, Richard Klassen, Janice Lees, Pamela Martin, and Karl Mudra. During 2012, Richard Klassen, Pamela Martin, and Janice Lees all met the age and service requirements as defined by the DBDCP and as participants in the DBDCP, all became vested in the plan benefit. In a not-for-profit company, a vesting event in a non-qualified plan creates a taxable occurrence for any participant; any benefit that could be payable should the person retire must be currently taxed to the participant. This vesting created the following taxable event for these three participants in 2012: 2012 Taxable DCP Benefit: Richard Klassen \$ 711,291; Pamela Martin \$ 698,522; Janice Lees \$ 237,920. All increases in the projected benefit accruals for this DBDCP are reported annually in the Form 990 for each officer. Consequently, the increased value of the benefit accrual for the DBDCP has been reported annually in the Form 990s within the compensation amounts reported for Richard Klassen and Pamela Martin. It is important to note that the participants were not previously vested in this benefit (prior to meeting the age and service requirements in 2012), yet the increase in value of the company's accrual had to be reported annually as compensation in the Form 990 for each of the officer participants when there was no benefit value to them personally - if participants leave prior to meeting the age and service requirements, there is no benefit payable. Schedule J, Part II, Column F reflects the value of the DBDCP benefit accrual previously reported as compensation due to this required benefit accrual disclosure.

Software ID:

Software Version:

EIN: 43-0908349

Name: DELTA DENTAL OF MISSOURI

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				
DAVID HAYNES	(i)	479,326	176,000	63,128	0	0	718,454	0
	(ii)	0	0	0	0	0	0	0
BARBARA BENTRUP	(i)	254,472	73,500	16,940	0	0	344,912	0
	(ii)	0	0	0	0	0	0	0
EB ROB GOREN	(i)	199,161	64,980	16,133	0	0	280,274	0
	(ii)	0	0	0	0	0	0	0
RICHARD KLASSEN	(i)	246,052	82,924	736,217	0	0	1,065,193	620,211
	(ii)	0	0	0	0	0	0	0
PAMELA MARTIN	(i)	190,986	63,891	718,226	74,675	0	1,047,778	621,439
	(ii)	0	0	0	0	0	0	0
KARL MUDRA	(i)	213,951	72,682	24,762	0	0	311,395	0
	(ii)	0	0	0	0	0	0	0
JEANNE AUBUCHON	(i)	84,221	123,224	8,146	0	0	215,591	0
	(ii)	0	0	0	0	0	0	0
ROBERT WOZNIAK	(i)	69,625	82,575	7,415	0	0	159,615	0
	(ii)	0	0	0	0	0	0	0
PAMELA SUMMERS	(i)	128,943	36,883	3,947	0	0	169,773	0
	(ii)	0	0	0	0	0	0	0
JANE STANHAUS	(i)	122,114	38,681	353	0	0	161,148	0
	(ii)	0	0	0	0	0	0	0
JAN LEES	(i)	102,565	36,287	257,685	0	0	396,537	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 MISSOURI	Employer identification number 43-0908349
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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) FINNANE-ROBISON DENTAL	BOARD MEMBER AS OWNER	150,120	DENTAL SERVICES PROVIDED		No
(2) FISHER DENTAL CENTER	BOARD MEMBER AS OWNER	106,955	DENTAL SERVICES PROVIDED		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
BUSINESS TRANSACTIONS	PART IV, LINE 1	BOARD MEMBER EDWARD ROBISON DDS HAS A REPORTABLE INTEREST IN FINNANCE-ROBISON DENTAL WHICH PROVIDES DENTAL SERVICES TO SUBSCRIBERS AND DEPENDENTS OF BENEFIT PLANS INSURED OR ADMINISTERED BY THE ORGANIZATION
BUSINESS TRANSACTIONS	PART IV, LINE 2	BOARD MEMBER OLLIE FISHER DMD HAS A REPORTABLE INTEREST IN FISHER DENTAL CENTER WHICH PROVIDES DENTAL SERVICES TO SUBSCRIBERS AND DEPENDENTS OF BENEFIT PLANS INSURED OR ADMINISTERED BY THE ORGANIZATION

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 MISSOURI**Employer identification number**

43-0908349

Identifier	Return Reference	Explanation
DESCRIPTION OF OTHER PROGRAM SERVICES	PART III, LINE 4B	DELTA DENTAL HEALTH THEATRE CO-SPONSORS/COALITIONS INVOLVED ST LOUIS DENTAL SOCIETY AND VARIOUS CHARITABLE CORPORATE DONORS (E G , CARDINALS CARE, MISSOURI FOUNDATION FOR HEALTH, AND OTHERS) PROGRAM DESCRIPTION THE DELTA DENTAL HEALTH THEATRE (PREVIOUSLY NAMED DENTAL HEALTH THEATRE) HAS BEEN PROVIDING ORAL HEALTH EDUCATION AND ENTERTAINMENT TO YOUNG CHILDREN IN THE ST LOUIS METROPOLITAN AREA FOR MORE THAN 30 YEARS, SINCE ITS INCEPTION IN 1977 APPROXIMATELY 20,000 VISITORS, PRIMARILY FROM SCHOOL FIELD TRIPS, VISITED THE THEATRE IN 2012 IN 2002 DELTA DENTAL OF MISSOURI BECAME THE PRIMARY , PERMANENT SPONSOR OF THE DELTA DENTAL HEALTH THEATRE, AND WE BEGAN WORKING WITH THE THEATRE'S BOARD OF DIRECTORS TO MAKE PROGRAM AND FACILITY IMPROVEMENTS A FEATURE PRESENTATION NOW INCLUDES A VIDEO OF DDMO'S AWARD-WINNING LAND OF SMILES PROGRAM, A PUPPET VIDEO OF A VISIT TO "HEALTHY HOLLOW" INTRODUCING A CAST OF FANTASY CHARACTERS WHO EACH TEACH SOMETHING ABOUT GOOD ORAL HEALTH AND A HEALTHY LIFESTYLE, AND AN ANIMATRONIC TOUCAN THAT LEADS DISCUSSIONS OF CONFIDENCE THROUGH A "YOU CAN" THEME A MAJOR RECONSTRUCTION IN 2011 ENHANCED THE LEARNING EXPERIENCE BY OPENING UP SPACE, CREATING ATTRACTIVE MURALS AND ADDING INTERACTIVE EXHIBITS WE WILL CONTINUE TO EXPAND THE PROGRAMMING TO INTEGRATE EDUCATION ON OVERALL HEALTH AND WELLNESS, FITNESS AND NUTRITION ALONG WITH ORAL HEALTH INFORMATION TO RAISE AWARENESS FOR THE IMPORTANCE OF ORAL HEALTH AND OF THE LINK BETWEEN ORAL HEALTH AND OVERALL HEALTH THE THEATRE IS ALSO EXPANDING OUTREACH BY PARTICIPATING IN CIVIC EVENTS AND HEALTH FAIRS, SUCH AS WINTER ZOO AND BOO AT THE ZOO AT THE ST LOUIS ZOO, BABY KIDS EXPO, WHERE THE THEATRE PROVIDES EDUCATIONAL PROGRAMS, PAMPHLETS, AND DENTAL CARE SUPPLIES, AND THE DDHT CANDY EXCHANGE WHERE THE THEATRE ACCEPTS EXCESS HALLOWEEN CANDY IN EXCHANGE FOR A CARNIVAL FOR THE KIDS LONGEVITY THEATRE HAS BEEN OPERATING FOR THIRTY-Five YEARS DELTA DENTAL HAS BEEN A PRIMARY , PERMANENT SPONSOR FOR eleven YEARS, SINCE 2002

Identifier	Return Reference	Explanation
DESCRIPTION OF OTHER PROGRAM SERVICES	PART III, LINE 4C	LAND OF SMILES TOURING THEATRICAL EDUCATION PROGRAM DESCRIPTION LAND OF SMILES IS A TOURING, THEATRICAL PROGRAM THAT FEATURES TOOTH WIZARD, HIS FUN-LOVING SIDEKICK P A N D A AND THEIR ARCH ENEMY PLAQUEMAN THE SHOW TRAVELED TO 300 SCHOOLS (K-3RD GRADE CLASSROOMS) THROUGHOUT THE STATE OF MISSOURI IN 2012, TEACHING CHILDREN THE IMPORTANCE OF ORAL HEALTH AN ASSEMBLY-STYLE LIVE PERFORMANCE WITH AUDIENCE PARTICIPATION, THE PROGRAM CAPTURES EACH STUDENT'S ATTENTION THROUGH FUN, KID-FOCUSED ENTERTAINMENT THE THREE CHARACTERS EXPLAIN PROPER BRUSHING TECHNIQUES, HOW TO FLOSS, GOOD AND BAD FOODS FOR THE TEETH AND WHY IT IS IMPORTANT TO VISIT THE DENTIST TWICE A YEAR EACH CHILD IS GIVEN A TAKE-HOME "SMILE BAG" FILLED WITH A TOOTHBRUSH, TOOTHPASTE, FLOSS, A COLORING SHEET, AND A REMINDER DECAL STUDENTS WHO COMPLETE THE PROGRAM ALSO EARN HEALTHY SMILE "CERTTOOTHICATES " TO REINFORCE THE MESSAGES OF THE PROGRAM AFTER THE PERFORMANCE, DDMO DISTRIBUTES A CURRICULUM KIT THAT INCLUDES A DVD, A LARGE MODEL OF A MOUTH, A LARGE TOOTHBRUSH, AND AUDIO VISUAL EDUCATIONAL TOOLS FOR USE IN THE CLASSROOM, AS WELL AS BOOKS FOR THE LIBRARY A KIDS' WEBSITE, WWW.LANDOFSMILESVIDEO.COM, PROVIDES ANOTHER SOURCE TO VIEW THE DVD ONLINE THIS PROGRAM REACHES OVER 70,000 CHILDREN EACH YEAR TEACHERS AND SCHOOL NURSES CONSISTENTLY RATE THE PROGRAM AS EXCELLENT, AND TYPICALLY FOLLOW UP EACH SHOW WITH A REQUEST TO BE ADDED TO THE LIST IN THE TWO-YEAR CYCLE IN ADDITION TO THE SCHOOL TOUR, THE LAND OF SMILES PROGRAM IS PERFORMED AT THE GIVE KIDS A SMILE CLINICS IN ST LOUIS AND AT MORE THAN 20 AREA HEALTH FAIRS, WITH NEARLY 50,000 KIDS AND FAMILIES ATTENDING THROUGH THE YEAR LONGEVITY eleven YEARS

Identifier	Return Reference	Explanation
DESCRIPTION OF OTHER PROGRAM SERVICES	PART III, LINE 4D	GIVE KIDS A SMILE IN ST LOUIS CO-SPONSORS/COALITIONS INVOLVED GREATER ST LOUIS DENTAL SOCIETY (GSLDS) PROGRAM DESCRIPTION ONE OF OUR MOST SUCCESSFUL OUTREACH INITIATIVES, GKAS WAS LAUNCHED IN ST LOUIS, MISSOURI, IN FEBRUARY OF 2002 IN PARTNERSHIP WITH GSLDS IN 2012, GKAS IN ST LOUIS PROVIDED 3,669 CHILDREN WITH MORE THAN \$1 MILLION WORTH OF FREE DENTAL CARE AND ORAL HEALTH EDUCATION AT ITS TWO CLINICS AND OTHER COMMUNITY PROGRAMS AT THE TWO-DAY CLINICS, SEVERAL HUNDRED LOCAL DENTISTS, HYGIENISTS AND ASSISTANTS, SUPPORTED BY LAY VOLUNTEERS AND SPONSORS, SUCH AS DELTA DENTAL, PROVIDE CHILDREN WITH FREE, COMPREHENSIVE DENTAL CARE, INCLUDING EXAMS, SEALANTS, X-RAYS, PROFESSIONAL CLEANINGS, FLUORIDE TREATMENTS, RESTORATIONS AND MORE ON-SITE ENTERTAINMENT SUCH AS FACE PAINTING, STORY TELLING, BALLOONISTS, DELTA DENTAL'S TOOTH WIZARD, PANDA AND TOOTH FAIRY CHARACTERS, EDUCATIONAL VIDEOS, DENTAL CARE KITS, FREE TOYS AND BOOKS AND SACK LUNCHES ENSURE THAT THE CHILDRENS VISIT TO THE DENTIST IS ASSOCIATED WITH A FUN AND EDUCATIONAL EXPERIENCE FOR EACH CLINIC, DELTA DENTAL OF MISSOURI PROVIDES BUS TRANSPORTATION FOR GROUPS OF CHILDREN AND FUNDS ALL PUBLIC RELATIONS AND MARKETING ACTIVITIES, FACILITY LIABILITY COVERAGE, VOLUNTEER T-SHIRTS, EVENT SIGNAGE, DECORATIONS, GIVEAWAYS, AND ENTERTAINERS IN 2003, GIVE KIDS A SMILE WAS ADOPTED BY THE AMERICAN DENTAL ASSOCIATION AS A NATIONAL CAMPAIGN IN 2006, GIVE KIDS A SMILE WAS RECOGNIZED BY CONGRESS AS AN EXEMPLARY GRASSROOTS EFFORT LONGEVITY eleven YEARS

Identifier	Return Reference	Explanation
CLASSES OF MEMBERS OR STOCKHOLDERS	PART VI, LINE 6	THE MEMBERS OF THE ORGANIZATION ARE COMPRISED OF LICENSED DENTISTS IN THE STATES OF MISSOURI AND SOUTH CAROLINA WHO HAVE SIGNED A PARTICIPATING DENTIST AGREEMENT WITH THE ORGANIZATION THE MEMBERS MEET ANNUALLY

Identifier	Return Reference	Explanation
MEMBERS OR STOCKHOLDERS WHO CAN ELECT MEMBERS OF THE GOVERNING BODY	PART VI, LINE 7A	THE ORGANIZATION HAS MEMBERS WHO ELECT THE INDIVIDUALS TO SERVE ON THE ORGANIZATION'S BOARD OF DIRECTORS. THE MEMBERS OF THE ORGANIZATION ARE COMPRISED OF LICENSED DENTISTS IN THE STATES OF MISSOURI AND SOUTH CAROLINA WHO HAVE SIGNED A PARTICIPATING DENTIST AGREEMENT WITH THE ORGANIZATION. THE MEMBERS MEET ANNUALLY.

Identifier	Return Reference	Explanation
MEMBERS OR STOCKHOLDERS	PART VI, LINE 7B	RECOMMENDED CHANGES TO THE CORPORATE BYLAWS BY THE BOARD ARE SUBJECT TO APPROVAL BY THE MEMBERS

Identifier	Return Reference	Explanation
PROCESS TO REVIEW THE FORM 990	PART VI, QUESTION 11B	A COPY OF THE FORM 990 WAS REVIEWED IN DETAIL BY THE ORGANIZATION'S CFO AND PROVIDED TO THE BOARD OF DIRECTORS PRIOR TO THE ELECTRONIC FILING OF THE FORM 990

Identifier	Return Reference	Explanation
PROCESS FOR MONITORING COMPLIANCE WITH CONFLICT OF INTEREST POLICY	PART VI, LINE 12C	DELTA DENTAL OF MISSOURI REGULARLY REQUIRES ITS OFFICERS, DIRECTORS, AND KEY EMPLOYEES TO COMPLETE A CONFLICT OF INTEREST STATEMENT THE REVIEW OF THE STATEMENTS IS PART OF THE FINANCE AND AUDIT COMMITTEE'S RESPONSIBILITIES

Identifier	Return Reference	Explanation
POLICIES	PART VI, QUESTION 15A & 15B	DELTA DENTAL OF MISSOURI HAS ESTABLISHED A COMPENSATION COMMITTEE (A SUBSET OF THE BOARD OF DIRECTORS) COMPOSED ENTIRELY OF PERSONS WITH NO CONFLICT OF INTEREST THAT REVIEWS AND SETS OFFICER COMPENSATION IN ACCORDANCE WITH THE PROCESS OUTLINED IN TREASURY REGULATION SECTION 53.4958-6 FOR ESTABLISHING THE REBUTTABLE PRESUMPTION OF REASONABLENESS OF THE COMPENSATION OF THE CEO AND ALL OTHER OFFICERS. THIS PROCESS INCLUDES EMPLOYING INDEPENDENT COMPENSATION CONSULTANTS, UTILIZING RELEVANT COMPENSATION SURVEYS AND STUDIES, CONTEMPORANEOUSLY DOCUMENTING AND RECORDING THE DELIBERATIONS AND DECISIONS REGARDING THE COMPENSATION ARRANGEMENT, AND SEEKING APPROVAL ON FINALIZED COMPENSATION PROPOSALS BY THE COMMITTEE AND BOARD OF DIRECTORS.

Identifier	Return Reference	Explanation
DISCLOSURE	PART VI, LINE 19	THE ORGANIZATION'S CONFLICT OF INTEREST POLICY , GOVERNING DOCUMENTS, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST

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 MISSOURI

Employer identification number
43-0908349

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 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

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) Dispropportionate 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) ADVANTICA HOLDING COMPANY 12399 GRAVOIS ROAD ST LOUIS, MO 63127 26-1323283	HOLDING COMPANY	MO	NA	C-corp	91,138,043	26,553,568	100 000 %		

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

Yes

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

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
(1) ADVANTICA HOLDING COMPANY	B	1,750,000	FMV
(2) ADVANTICA HOLDING COMPANY	L	554,000	ALLOCATIONS
(3) ADVANTICA HOLDING COMPANY	M	6,076,111	EXPENSE BASED

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]

Software ID:

Software Version:

EIN: 43-0908349

Name: DELTA DENTAL OF MISSOURI

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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