

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 private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
 ▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047
2013
Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization DELTA DENTAL OF KENTUCKY INC Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 10100 LINN STATION ROAD NO 700 City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40223 F Name and address of principal officer CLIFFORD T MAESAKA JR 10100 LINN STATION ROAD NO 700 LOUISVILLE, KY 40223	D Employer identification number 61-0659432 E Telephone number (502) 736-5000 G Gross receipts \$ 174,418,020
I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(4) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
J Website: ▶ WWW.DELTADENTALKY.COM		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1966 M State of legal domicile KY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities DELTA DENTAL OF KENTUCKY'S MISSION HAS ALWAYS BEEN TO BE THE LEADER IN OUR MARKETS, TO DELIVER UNMATCHED QUALITY AND VALUE IN OUR PROGRAMS AND SERVICES, AND TO VIGOROUSLY PROMOTE THE IMPORTANCE OF ORAL HEALTH AS AN ESSENTIAL PART OF OVERALL HEALTH. ITS OVERARCHING MISSION IS TO BE THE DENTAL BENEFITS COMPANY OF CHOICE IN THE MARKETS WE SERVE.		
	2 Check this box <input type="checkbox"/> 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	12
	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 2013 (Part V, line 2a)	5	92
	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)	159,274,037	166,279,098
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	308,551	992,631
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-247,256	-256,707
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	159,335,332	167,015,022
Expenses			
	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,062,204	33,557
	14 Benefits paid to or for members (Part IX, column (A), line 4)	136,870,410	141,704,577
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	7,322,060	8,909,898
	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)	9,727,598	10,812,676
	18 Total expenses—add lines 13–17 (must equal Part IX, column (A), line 25)	155,982,272	161,460,708
	19 Revenue less expenses—subtract line 18 from line 12	3,353,060	5,554,314
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	76,806,803	87,057,493
	21 Total liabilities (Part X, line 26)	17,758,849	19,014,341
	22 Net assets or fund balances—subtract line 21 from line 20	59,047,954	68,043,152

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including 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 RUSSELL W SKAGGS VP - FINANCE Type or print name and title
Paid Preparer Use Only	Ppnt/Type preparer's name DAVID LOWENTHAL CPA Preparer's signature
	Firm's name ▶ PLANTE & MORAN PLLC
	Firm's address ▶ 1111 MICHIGAN AVE EAST LANSING, MI 48823

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission
DELTA DENTAL OF KENTUCKY'S MISSION HAS ALWAYS BEEN TO BE THE LEADER IN OUR MARKETS, TO DELIVER UNMATCHED QUALITY AND VALUE IN OUR PROGRAMS AND SERVICES, AND TO VIGOROUSLY PROMOTE THE IMPORTANCE OF ORAL HEALTH AS AN ESSENTIAL PART OF OVERALL HEALTH ITS OVERARCHING MISSION IS TO BE THE DENTAL BENEFITS COMPANY OF CHOICE IN THE MARKETS WE SERVE

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 \$ 158,804,821 including grants of \$ 33,557) (Revenue \$ 166,279,098)
THE ORGANIZATION PROVIDES ACCESS TO ORAL HEALTH CARE PROVIDERS THROUGH DENTAL BENEFIT PROGRAMS AS A MEMBER OF THE DELTA DENTAL PLANS ASSOCIATION SERVICES BENEFITED APPROXIMATELY 647,000 INDIVIDUALS














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 158,804,821

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)? <i>If "Yes," complete Schedule A</i>		No
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		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? <i>If "Yes," complete Schedule C, Part II</i>		
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? <i>If "Yes," complete Schedule C, Part III</i>		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? <i>If "Yes," complete Schedule D, Part I</i> 		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? <i>If "Yes," complete Schedule D, Part II</i> 		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 		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? <i>If "Yes," complete Schedule D, Part IV</i> 		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 		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? <i>If "Yes," complete Schedule D, Part VI</i> 	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? <i>If "Yes," complete Schedule D, Part VII</i> 	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? <i>If "Yes," complete Schedule D, Part VIII</i> 		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? <i>If "Yes," complete Schedule D, Part IX</i> 	Yes	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 	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)? <i>If "Yes," complete Schedule D, Part X</i> 	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		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? <i>If "Yes," complete Schedule F, Parts I and IV</i>		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		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? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		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? <i>If "Yes," complete Schedule G, Part II</i>		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		No
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government 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 or 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 25a</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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, 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		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 or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 18,639		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 92		
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?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, 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
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).		
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?		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year. 7d		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders. 11a		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
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. 13a		
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. 13b		
13c	Enter the amount of reserves on hand. 13c		
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 or note to any line 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		
	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		
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?		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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	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?	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?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	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		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?		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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	Yes	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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	Yes	
15b	Other officers or key employees of the organization	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?	Yes	
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?	Yes	

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
 RUSSELL W SKAGGS VP - FINANCE 10100 LINN STATION ROAD STE 700 LOUISVILLE, KY 40223 (502) 736-5000

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

Check if Schedule O contains a response or note to any line 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) MICHAEL CHILDERS DMD CHAIR	2 00 0 00	X		X				21,600	0	0
(2) CLIFFORD T MAESAKA JR PRESIDENT, CEO	35 00 5 00	X		X				535,908	0	57,441
(3) CARRIE B BROWN DMD DIRECTOR	2 00 0 00	X						0	0	16,150
(4) MARY M CORBETT DIRECTOR	2 00 0 00	X						13,500	0	0
(5) OLIVIA F KIRTLEY DIRECTOR	2 00 5 00	X						0	17,900	15,650
(6) MICHAEL B MOUNTJOY DIRECTOR	2 00 5 50	X						0	26,950	15,500
(7) JOHN L G RICHARDS DIRECTOR- THRU MARCH 2013	2 00 0 00	X						3,250	0	0
(8) C RICHARD SEITZ DIRECTOR	2 00 11 00	X						14,000	23,000	0
(9) BRUCE R SMITH DIRECTOR	2 00 15 00	X						14,000	43,640	0
(10) JEFFREY C SMITH DIRECTOR	2 00 0 00	X						31,750	0	0
(11) J JUDE THOMPSON DIRECTOR	2 00 0 00	X						19,100	0	0
(12) JOHN N WILLIAMS JR DMD DIRECTOR	2 00 0 00	X						14,750	0	0
(13) J DAVID SMITH DIRECTOR	2 00 0 00	X						16,650	0	0
(14) STEPHEN C DAY VP/CMO	40 00 0 00			X				238,478	0	21,725
(15) JOHN L WEEKS III VP/CLO/SECRETARY	40 00 0 00			X				267,566	0	20,314
(16) ANGELA J NENNI VP	40 00 0 00			X				257,443	0	11,354
(17) TAMARA L YORK-DAY VP - OPERATIONS	40 00 0 00			X				289,215	0	12,495

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(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			
(18) RUSSELL W SKAGGS VP - FINANCE	40 00 0 00			X				176,912	0	18,421
(19) GORAN JURKOVIC CPA CFO	20 00 30 00			X				0	717,169	345,991
(20) RONALD E STORY DIRECTOR - IS	40 00 0 00					X		149,428	0	6,315
(21) LINA K STIRSMAN DIRECTOR - HR	40 00 0 00					X		129,119	0	6,519
(22) BRIAN E KRAINER DIRECTOR - SALES	40 00 0 00					X		202,127	0	6,105
(23) JEFF DUES SENIOR ACCOUNT EXECUTIVE	40 00 0 00					X		131,372	0	17,571
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,526,168	828,659	571,551

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 **10**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
DELTA DENTAL PLAN OF MICHIGAN PO BOX 30416 LANSING MI 48909	ADMINISTRATIVE SERVICES	1,086,083
BB&T INSURANCE SERVICES INC 414 GALLIMORE RD STE F GREENSBORO NC 27404	BENEFITS CONSULTING	900,789
REISERT & ASSOCIATES INC 700 UPS DRIVE STE 105 LOUISVILLE KY 40223	BENEFITS CONSULTING	482,013
ASSURED NEACE LUKENS INSURANCE AGENCY 4000 SMITH RD STE 400 CINCINNATI OH 45209	BENEFITS CONSULTING	451,193
MERCER HEALTH & BENEFITS LLC 4565 PAYSHERE CIRCLE CHICAGO IL 60674	BENEFITS CONSULTING	322,933

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **20**

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
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	SUBSCRIBER REVENUE	Business Code 524114	166,261,098	166,261,098		
	b	SUBSIDIARY MANAGEMENT	900099	18,000	18,000		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		166,279,098			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		811,115		811,115	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	535,684			
			(ii) Personal				
			b Less rental expenses	792,391			
			c Rental income or (loss)	-256,707			
	d	Net rental income or (loss)		-256,707		-256,707	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	6,792,123			
			(ii) Other				
			b Less cost or other basis and sales expenses	6,608,886	1,721		
			c Gain or (loss)	183,237	-1,721		
	d	Net gain or (loss)		181,516		181,516	
	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		167,015,022	166,279,098	0	735,924	

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 or note to any line 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	33,557	33,557		
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	141,704,577	141,704,577		
5	Compensation of current officers, directors, trustees, and key employees	2,103,172	459,389	1,643,783	
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	5,616,032	5,616,032		
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	41,267	41,267		
9	Other employee benefits	782,208	782,208		
10	Payroll taxes	367,219	282,759	84,460	
11	Fees for services (non-employees)				
a	Management	269,468		269,468	
b	Legal	27,651		27,651	
c	Accounting	78,243		78,243	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)				
12	Advertising and promotion	381,276	343,148	38,128	
13	Office expenses	247,272	160,717	86,555	
14	Information technology	561,470	561,470		
15	Royalties				
16	Occupancy	877,698	763,597	114,101	
17	Travel	474,047	237,024	237,023	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	44,212	26,527	17,685	
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	74,427	66,984	7,443	
23	Insurance	47,840		47,840	
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	BROKER COMMISSIONS	6,026,463	6,026,463		
b	PROCESSING FEES	1,006,254	1,006,254		
c	POSTAGE & SHIPPING	350,719	347,212	3,507	
d	DUES & ASSESSMENTS	197,143	197,143		
e	All other expenses	148,493	148,493		
25	Total functional expenses. Add lines 1 through 24e	161,460,708	158,804,821	2,655,887	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 or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash-non-interest-bearing	15,549,197	1	13,524,609
	2 Savings and temporary cash investments	366,804	2	79,352
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	7,868,422	4	11,351,645
	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	257,611	9	187
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 15,769,956		
	b Less accumulated depreciation	10b 5,016,924	9,223,217	10c 10,753,032
	11 Investments—publicly traded securities	18,708,957	11	19,562,161
	12 Investments—other securities See Part IV, line 11	19,493,874	12	23,144,768
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	5,338,721	15	8,641,739
16 Total assets. Add lines 1 through 15 (must equal line 34)	76,806,803	16	87,057,493	
Liabilities	17 Accounts payable and accrued expenses	2,850,201	17	3,977,176
	18 Grants payable		18	
	19 Deferred revenue	2,565,753	19	2,391,807
	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	12,342,895	25	12,645,358
	26 Total liabilities. Add lines 17 through 25	17,758,849	26	19,014,341
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	59,047,954	27	68,043,152
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	59,047,954	33	68,043,152	
34 Total liabilities and net assets/fund balances	76,806,803	34	87,057,493	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	167,015,022
2	Total expenses (must equal Part IX, column (A), line 25)	2	161,460,708
3	Revenue less expenses Subtract line 2 from line 1	3	5,554,314
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	59,047,954
5	Net unrealized gains (losses) on investments	5	3,113,263
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	327,621
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	68,043,152

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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		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	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	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?		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		

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b

Attach to Form 990. See separate instructions. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization DELTA DENTAL OF KENTUCKY INC

Employer identification number

61-0659432

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and questions about donor advised funds and grant purposes.

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

Table with 2 columns: Description, Held at the End of the Year. Rows include Purpose(s) of conservation easements, Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06, and other details.

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.

Table with 2 columns: Description, Amount. Rows include questions about reporting works of art, historical treasures, or other similar assets held for public exhibition, education, or research.

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 Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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	(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

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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		830,000		830,000
b Buildings		11,312,800	2,183,942	9,128,858
c Leasehold improvements		543,152	156,853	386,299
d Equipment		1,728,647	1,320,772	407,875
e Other		1,355,357	1,355,357	0
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				10,753,032

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	15,664,402	F
(3) Other (A) INVESTMENT - DENTAL CHOICE, INC	7,480,366	F
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	23,144,768	

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) ACCRUED INVESTMENT INCOME	314,081
(2) 457(B) PLAN	623,947
(3) INVESTMENT - RHC	6,653,711
(4) SURPLUS NOTE RECEIVABLE	1,050,000
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	8,641,739

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
CLAIMS CHECKS OUTSTANDING	5,544,888
ESTIMATED CLAIMS LIABILITY	7,100,470
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	12,645,358

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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

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

Return Reference	Explanation
PART X, LINE 2	AS OF DECEMBER 31, 2013 AND 2012, THE ENTERPRISE'S UNRECOGNIZED TAX BENEFITS WERE NOT SIGNIFICANT THERE WERE NO SIGNIFICANT PENALTIES OR INTEREST RECOGNIZED DURING THE YEAR OR ACCRUED DURING 2013 AND 2012 THE ENTERPRISE IS NO LONGER SUBJECT TO TAX EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE DECEMBER 31, 2010

Schedule I (Form 990)

OMB No 1545-0047

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

2013

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

Attach to Form 990

Open to Public Inspection

Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization DELTA DENTAL OF KENTUCKY INC

Employer identification number

61-0659432

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?
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.

Table with 8 columns: (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, (g) Description of non-cash assistance, (h) Purpose of grant or assistance. Row 1: (1) FAMILY & CHILDREN'S PLACE INC, 61-0549561, 501(C)(3), 5,000, CASH, N/A, GENERAL DONATION TO FAMILY & CHILDREN'S PLACE INITIATIVES.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1
3 Enter total number of other organizations listed in the line 1 table 0

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. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
PART I, LINE 2	DELTA DENTAL OF KENTUCKY HAS FORMED A SUBCOMMITTEE WHICH IS MADE UP OF VARIOUS BOARD OF DIRECTORS THIS GROUP MEETS ANNUALLY TO REVIEW AND APPROVE GRANTS FOR THE FOLLOWING YEAR

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

Open to Public Inspection

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

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

▶ **Attach to Form 990. ▶ See separate instructions.**

▶ **Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
DELTA DENTAL OF KENTUCKY INC

Employer identification number

61-0659432

Part I Questions Regarding Compensation

- 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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

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?
 - b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
 - 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

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?
 - b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
 - b** Any related organization?
- If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
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) CLIFFORD T MAESAKA JR PRESIDENT, CEO	(i)	267,257	166,713	101,938	43,872	13,569	593,349	0
	(ii)	0	0	0	0	0	0	0
(2) STEPHEN C DAY VP/CMO	(i)	157,064	77,379	4,035	0	21,725	260,203	0
	(ii)	0	0	0	0	0	0	0
(3) JOHN L WEEKS III VP/CLO/SECRETARY	(i)	178,795	83,602	5,169	0	20,314	287,880	0
	(ii)	0	0	0	0	0	0	0
(4) ANGELA J NENNI VP	(i)	157,134	99,385	924	0	11,354	268,797	0
	(ii)	0	0	0	0	0	0	0
(5) TAMARA LYORK- DAY VP - OPERATIONS	(i)	177,577	110,732	906	0	12,495	301,710	0
	(ii)	0	0	0	0	0	0	0
(6) RUSSELL W SKAGGS VP - FINANCE	(i)	129,884	46,367	661	0	18,421	195,333	0
	(ii)	0	0	0	0	0	0	0
(7) GORAN JURKOVIC CPA CFO	(i)	0	0	0	0	0	0	0
	(ii)	344,396	358,443	14,330	323,985	22,006	1,063,160	0
(8) RONALD E STORY DIRECTOR - IS	(i)	117,370	31,391	667	0	6,315	155,743	0
	(ii)	0	0	0	0	0	0	0
(9) BRIAN E KRAINER DIRECTOR - SALES	(i)	93,218	108,465	444	0	6,105	208,232	0
	(ii)	0	0	0	0	0	0	0

Part III Supplemental Information

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

Return Reference	Explanation
PART I, LINE 1A	FOR THE ANNUAL RHSC CONFERENCE THE BOARD MEMBERS ARE ALLOWED TO HAVE COMPANION TRAVEL WITH THEM THIS IS TAXABLE TO THE BOARD MEMBER
PART I, LINE 4B	DELTA DENTAL OF KENTUCKY, HAS A 457(F) SERP, A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN ONLY ONE POSITION, THE CEO, IS ELIGIBLE FOR THE SERP IN 2013, THE ACCRUAL FOR CLIFFORD MAESKA'S SERP TOTALLED \$48,320

Additional Data

Software ID:
Software Version:
EIN: 61-0659432
Name: DELTA DENTAL OF KENTUCKY INC

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				
CLIFFORD T MAESAKA JR PRESIDENT, CEO	(i)	267,257	166,713	101,938	43,872	13,569	593,349	0
	(ii)	0	0	0	0	0	0	0
STEPHEN C DAY VP/CMO	(i)	157,064	77,379	4,035	0	21,725	260,203	0
	(ii)	0	0	0	0	0	0	0
JOHN L WEEKS III VP/CLO/SECRETARY	(i)	178,795	83,602	5,169	0	20,314	287,880	0
	(ii)	0	0	0	0	0	0	0
ANGELA J NENNI VP	(i)	157,134	99,385	924	0	11,354	268,797	0
	(ii)	0	0	0	0	0	0	0
TAMARA L YORK-DAY VP - OPERATIONS	(i)	177,577	110,732	906	0	12,495	301,710	0
	(ii)	0	0	0	0	0	0	0
RUSSELL W SKAGGS VP - FINANCE	(i)	129,884	46,367	661	0	18,421	195,333	0
	(ii)	0	0	0	0	0	0	0
GORAN JURKOVIC CPA CFO	(i)	0	0	0	0	0	0	0
	(ii)	344,396	358,443	14,330	323,985	22,006	1,063,160	0
RONALD E STORY DIRECTOR - IS	(i)	117,370	31,391	667	0	6,315	155,743	0
	(ii)	0	0	0	0	0	0	0
BRIAN E KRAINER DIRECTOR - SALES	(i)	93,218	108,465	444	0	6,105	208,232	0
	(ii)	0	0	0	0	0	0	0

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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2013

Open to Public Inspection

Name of the organization
DELTA DENTAL OF KENTUCKY INC

Employer identification number

61-0659432

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	EFFECTIVE JULY 1, 2009 RENAISSANCE HEALTH SERVICE CORPORATION BECAME THE SOLE CORPORATE MEMBER OF DELTA DENTAL OF KENTUCKY

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	RHSC IS THE SOLE VOTING MEMBER OF DDKY HOWEVER, UNDER THE TERMS OF THE AFFILIATION AGREEMENT THE PARTIES AGREED THAT THE DELTA DENTAL OF KENTUCKY (DDKY) BOARD SELECTS DIRECTOR CANDIDATES AND SUBMITS THEM TO RENAISSANCE HEALTH SERVICE CORP (RHSC) RHSC THEN APPROVES THE CANDIDATES RHSC CAN REJECT PROPOSED CANDIDATES FOR "JUST CAUSE" AS DEFINED IN THE AGREEMENT OTHERWISE, RHSC MUST APPROVE ALL THE CANDIDATES PROPOSED BY THE DDKY BOARD RHSC HAS THE RIGHT TO ELECT A NUMBER OF DIRECTORS TO THE DDKY BOARD PROPORTIONAL TO THE NUMBER OF DIRECTORS THAT DDKY MAY NOMINATE TO THE RHSC BOARD CURRENTLY, RHSC APPOINTS TWO MEMBERS OF THE 12 MEMBER DDKY BOARD

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	THE RIGHTS OF THE DDKY BOARD ARE TO APPROVE THE ANNUAL BUDGETS FOR OPERATIONS, ELECT OFFICERS OF THE DDKY BOARD OF DIRECTORS, APPROVE THE TRANSFER OF ANY OF ITS ASSETS, APPROVE THE INCURRENCE OR GUARANTY OF DEBT AND APPROVE THE MANAGEMENT OF ITS INVESTMENTS RHSC MUST APPROVE ANY TRANSFER OF ASSETS, INVESTMENTS, LOANS, GUARANTIES OR EXPENDITURES WHICH EXCEED TEN PERCENT OF DDKY'S NET ASSETS RHSC MUST APPROVE THE FOLLOWING CHANGES TO THE DDKY BYLAWS THE IDENTITY , QUALIFICATION OR RIGHTS OF DDKY'S VOTING MEMBER, THE QUALIFICATIONS, CLASSIFICATIONS, TERMS OF OFFICE OR PERMISSIBLE NUMBER OF DIRECTORS ON DDKY'S BOARD OR ANY LIMITATION ON THE RIGHTS OR AUTHORITY OF THE DDKY BOARD CONTAINED IN DDKY'S ORGANIZATIONAL DOCUMENTS

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS FIRST REVIEWED INTERNALLY BY THE VP-FINANCE, THE IN-HOUSE LEGAL COUNSEL, CEO AND THEN A DRAFT IS PRESENTED TO THE AUDIT AND FINANCE COMMITTEE FOR REVIEW PRIOR TO FILING, A COPY OF THE FINAL FORM 990 IS DISTRIBUTED TO THE ENTIRE GOVERNING BODY

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	OFFICERS, DIRECTORS AND KEY EMPLOYEES MUST COMPLETE AND SUBMIT A CONFLICT OF INTEREST DISCLOSURE ANNUALLY THESE FORMS ARE REVIEWED BY THE CEO, THE CORPORATE COMPLIANCE OFFICER, AND A REPORT IS MADE TO THE AUDIT AND FINANCE COMMITTEE OF THE BOARD OF DIRECTORS THE AUDIT COMMITTEE REVIEWS ALL POTENTIAL CONFLICTS TO DETERMINE IF THE CONFLICTS REPRESENT MATERIAL FINANCIAL RISK TO THE COMPANY AND TAKES ANY ACTION NECESSARY TO RESOLVE OR MITIGATE THE EFFECT OF THE CONFLICTS WHEN A CONFLICT EXISTS AMONG THE VOTING BOARD MEMBERS, THAT BOARD MEMBER WILL ABSTAIN FROM VOTING ON THE CONFLICTED ISSUE ALL EMPLOYEES AND DIRECTORS ARE ADVISED ANNUALLY OF THE REQUIREMENT TO REPORT ANY POTENTIAL CONFLICTS OF INTEREST AS THEY OCCUR EMPLOYEES AND DIRECTORS MAY ALSO MAKE ANONYMOUS REPORTS OF ANY VIOLATIONS OF CORPORATE POLICIES THROUGH A DEDICATED WHISTLEBLOWER SYSTEM ADMINISTERED BY A THIRD PARTY

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	CEO AND OTHER OFFICERS COMPENSATION ARE REVIEWED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. THE PROCESS IS PERFORMED, AT A MINIMUM, ANNUALLY. COMPENSATION WAS LAST REVIEWED BY DELTA DENTAL OF KENTUCKY'S P&C COMMITTEE IN FEBRUARY 2014. THE COMMITTEE IS MADE UP OF INDEPENDENT BOARD MEMBERS. THE COMMITTEE UTILIZES CERTAIN COMPENSATION SURVEYS AND OUTSIDE CONSULTANTS ARE ENGAGED AS NEEDED. COMPENSATION WAS ALSO REVIEWED UNDER DELTA DENTAL PLAN OF MICHIGAN'S HR EXECUTIVE COMPENSATION PROCESS DURING 2012. THE REPORT BASED ON THIS REVIEW WAS THEN ISSUED BY THE CONSULTANTS IN APRIL OF 2013.

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE FILED WITH THE KENTUCKY DEPARTMENT OF INSURANCE AND ARE AVAILABLE FOR INSPECTION BY THE PUBLIC THROUGH THAT AGENCY. ADDITIONALLY, THE COMPANY MAKES ORGANIZATIONAL DOCUMENTS, CONFLICT OF INTEREST POLICIES, AND FINANCIAL STATEMENTS AVAILABLE AT NO COST UPON RECEIPT OF A WRITTEN REQUEST.

Return Reference**Explanation**

FORM 990, PART XI, LINE 9

EQUITY IN SUBSIDIARY 327,621

Return Reference**Explanation**

FORM 990, PART XII, LINE 2C

PROCESS IS THE SAME AS THE PRIOR YEAR

Return Reference	Explanation
FORM 990, PART IV, LINE 12A	THE ORGANIZATION ISSUES INDEPENDENT AUDITED FINANCIAL STATEMENTS ON THE STATUTORY BASIS OF ACCOUNTING THE ORGANIZATION IS ALSO PART OF A CONSOLIDATED GAAP BASIS FINANCIAL STATEMENT

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

**Open to Public
Inspection**

- ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization
DELTA DENTAL OF KENTUCKY INC

Employer identification number

61-0659432

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on 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) DENTAL CHOICE PROPERTIES LLC 10100 LINN STATION RD SUITE LOUISVILLE, KY 40223 61-0659432	REAL ESTATE HOLDING COMPANY	KY	0	0	DELTA DENTAL OF KENTUCKY

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) DENTAL CHOICE INC 10100 LINN STATION RD SUITE 700 LOUISVILLE, KY 40223 61-1105118	REAL ESTATE HOLDING COMPANY	KY	N/A	C	226,752	7,477,544	100 000 %	Yes	
(2) DENTAL CHOICE AGENCY INC 10100 LINN STATION RD SUITE 700 LOUISVILLE, KY 40223 61-1336003	PRIMARY GENERAL AGENCY FOR DDKY & DENTAL CHOICE	KY	N/A	C	2,450		100 000 %	Yes	
(3) RENAISSANCE HOLDING COMPANY PO BOX 30381 LANSING, MI 48909 41-2177193	HOLDING COMPANY	MI	RENAISSANCE HEALTH SERVICE CORPORATION	C		6,877,881	5 900 %	Yes	
(4) RENAISSANCE LIFE & HEALTH INSURANCE COMPANY OF AMERICA PO BOX 30416 LANSING, MI 489097916 47-0397286	INSURANCE	IN	RENAISSANCE HOLDING COMPANY	C				Yes	
(5) RENAISSANCE HEALTH INSURANCE COMPANY OF NEW YORK PO BOX 30416 LANSING, MI 48909 13-4098096	INSURANCE	NY	RENAISSANCE HOLDING COMPANY	C				Yes	
(6) FORE HOLDING CORPORATION 240 VENTURE CIRCLE NASHVILLE, TN 37228 20-4116122	EMPLOYEE BENEFITS	TN	DELTA DENTAL OF TENNESSEE	C				Yes	
(7) OMEGA ADMINISTRATORS INC 1513 COUNTRY CLUB ROAD SHERWOOD, AR 72120 04-3740469	PROVIDE THIRD-PARTY ADMINISTRATIVE SERVICES	AR	DELTA DENTAL OF ARKANSAS	C				Yes	

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on 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	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l	Yes	
1m	Yes	
1n		No
1o	Yes	
1p	Yes	
1q	Yes	
1r		No
1s		No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) DENTAL CHOICE INC	L	396,284	ACTUAL COST
(2) DELTA DENTAL OF NORTH CAROLINA	D	1,050,000	ACTUAL COST
(3) DELTA DENTAL PLAN OF MICHIGAN	M	1,603,823	ACTUAL COST
(4) RENAISSANCE HEALTH SERVICES CORPORATION	B	3,000,000	ACTUAL COST

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference**Explanation**

Additional Data

Software ID:
Software Version:
EIN: 61-0659432
Name: DELTA DENTAL OF KENTUCKY INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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) RENAISSANCE HEALTH SERVICE CORPORATION PO BOX 30416 LANSING, MI 489097916 38-1675667	PROMOTING DENTAL CARE	MI	501(C)(4)	N/A	N/A		No
(1) DELTA DENTAL PLAN OF MICHIGAN INC 4100 OKEMOS ROAD OKEMOS, MI 48864 38-1791480	PROVIDE DENTAL SERVICE PLANS	MI	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(2) DELTA DENTAL OF TENNESSEE INC PO BOX 30416 LANSING, MI 489097916 62-0812197	PROVIDE DENTAL SERVICE PLANS	TN	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(3) DELTA DENTAL PLAN OF NEW MEXICO INC PO BOX 30416 LANSING, MI 489097916 85-0224562	PROVIDE DENTAL SERVICE PLANS	NM	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(4) DELTA DENTAL OF NORTH CAROLINA PO BOX 30416 LANSING, MI 489097916 56-1018068	PROVIDE DENTAL SERVICE PLANS	NC	501(C)(4)	N/A	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(5) DELTA DENTAL PLAN OF OHIO INC PO BOX 30416 LANSING, MI 489097916 31-0685339	PROVIDE DENTAL SERVICE PLANS	OH	501(C)(4)	N/A	DELTA DENTAL PLAN OF MICHIGAN INC	Yes	
(6) DELTA DENTAL PLAN OF INDIANA INC PO BOX 30416 LANSING, MI 489097916 35-1545647	PROVIDE DENTAL SERVICE PLANS	IN	501(C)(4)	N/A	DELTA DENTAL PLAN OF MICHIGAN INC	Yes	
(7) DELTA DENTAL FUND PO BOX 30416 LANSING, MI 489097916 38-2337000	SUPPORT DENTAL EDUCATION AND RESEARCH PROGRAMS	MI	501(C)(3)	11A TYPE II	DELTA DENTAL PLAN OF MICHIGAN INC	Yes	
(8) DELTA DENTAL PLAN OF ARKANSAS PO BOX 30416 LANSING, MI 489097916 71-0561140	PROVIDE DENTAL SERVICE PLANS	AR	501(C)(4)	NA	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(9) DELTA DENTAL OF ARKANSAS FOUNDATION PO BOX 30416 LANSING, MI 489097916 26-1569324	PROVIDE DENTAL SERVICE PLANS	AR	501(C)(3)	PF	RENAISSANCE HEALTH SERVICE CORPORATION	Yes	
(10) RENAISSANCE FAMILY FOUNDATION INC 4100 OKEMOS ROAD OKEMOS, MI 48864 46-1376165	EMPHASIZE DENTAL HEALTH IN COMMUNITIES	IN	501(C)(3)	PF	RENAISSANCE HOLDING COMPANY	Yes	