

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization’s mission

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

2

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

☐ Yes

☒ No

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

3

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

☐ Yes

☒ No

If "Yes," describe these changes on Schedule O

4

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

4a

(Code) (Expenses \$ 4,522,338,551 including grants of \$) (Revenue \$ 4,700,497,944)

THE ORGANIZATION PROVIDED DENTAL BENEFIT COVERAGE FOR 18,412,000 BENEFICIARIES IN 2013, PRIMARILY THROUGH CONTRACTS WITH INDEPENDENT DENTISTS INCLUDED WERE 8,142,000 ENROLLEES IN MEDICAID, SCHIP AND OTHER PUBLICLY-SPONSORED DENTAL BENEFIT PROGRAMS ADMINISTERED BY THE ORGANIZATION, AS WELL AS 1,409,000 PERSONS VOLUNTARY ENROLLED IN THE TRDP PROGRAM FOR RETIRED MILITARY SERVICE PERSONNEL AND THEIR FAMILIES THAT THE ORGANIZATION UNDERWRITES PURSUANT TO A CONTRACT WITH THE DEPARTMENT OF DEFENSE THE ORGANIZATION PAID MORE THAN \$4,139,632,000 FOR DENTAL CARE DURING 2013

4b

(Code) (Expenses \$ 1,382,745 including grants of \$ 1,382,745) (Revenue \$)

THE ORGANIZATION MADE GRANTS DURING 2013 TO FOSTER IMPROVED ACCESSTO DENTAL HEALTH CARE TREATMENT, TO SUPPORT PROFESSIONAL DENTALEUCATION AND TO PROVIDE ORAL HEALTH INSTRUCTION FOR PATIENTS

4c

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

4d

Other program services (Describe in Schedule O)













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

4e

Total program service expenses ▶ 4,523,721,296

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	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? 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 other assistance to or for foreign individuals? 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 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	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 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	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	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	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	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.	116,292	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	2,099	
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" to line 3b, 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)?		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).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? 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 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	15	
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	11	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization MICHAEL J CASTRO CFO 100 FIRST STREET SAN FRANCISCO, CA 94105 (415) 972-8300

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

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

Form **990** (2013)

Part VII

1b	Sub-Total	▶
c	Total from continuation sheets to Part VII, Section A	▶
d	Total (add lines 1b and 1c)	▶

559

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

4 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? *If "Yes," complete Schedule J for such individual*

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*

Section B. Independent Contractors

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
ORACLE CORPORATION 12320 ORACLE BLVD COLORADO SPRINGS CO 80921	SOFTWARE MAINTENANCE SERVICES	8,568,098
HP ENTERPRISE SERVICES LLC PO BOX 848433 DALLAS TX 75284	CONSULTING SERVICES	8,077,534
CATALYST360 LLC 4 WALNUT GROVE DR HORSHAM PA 19044	CONSULTING SERVICES	5,072,372
KP CORPORATION DEPT LA 23670 PASADENA CA 91185	CONSULTING SERVICES	4,151,032
IBM PO BOX 676623 DALLAS TX 75267	SOFTWARE MAINTENANCE SERVICES	2,945,061

\$100,000 of compensation from the organization ■72

Part VIII

Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
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			Business Code			
	2a	PROFESSIONAL SERVICES		3,675,740,469	3,675,740,469	
	b	FEES & CONTRACTS FROM GOVERNMENT		1,041,908,044	1,041,908,044	
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		4,717,648,513		
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		17,241,921	17,241,921	
	4	Income from investment of tax-exempt bond proceeds				
	5	Royalties				
			(i) Real	(ii) Personal		
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss)				
			(i) Securities	(ii) Other		
	7a	Gross amount from sales of assets other than inventory	13,313,946			
	b	Less cost or other basis and sales expenses	13,474,619			
	c	Gain or (loss)	-160,673			
	d	Net gain or (loss)		-160,673	-160,673	
	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	INCOME/LOSS FROM SUBSIDIARIES		22,243,099	22,243,099		
b	MANAGEMENT FEE INCOME		2,020,274	2,020,274		
c	MISC INCOME		2,013,054	2,013,054		
d	All other revenue		-60,508,244	-60,508,244		
e	Total. Add lines 11a-11d		-34,231,817			
12	Total revenue. See Instructions		4,700,497,944	4,700,497,944	0	0

Part IX

Statement of Functional Expenses

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

Check if Schedule O contains a response 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.	960,245	960,245		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	422,500	422,500		
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.	4,139,632,023	4,139,632,023		
5	Compensation of current officers, directors, trustees, and key employees.	28,697,385		28,697,385	
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.	174,183,740	127,280,215	46,903,525	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	16,937,923	16,937,923		
9	Other employee benefits.	38,490,028	36,135,722	2,354,306	
10	Payroll taxes.	11,287,412	10,121,603	1,165,809	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	2,742,110	917,190	1,824,920	
c	Accounting.	1,549,932	486,657	1,063,275	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	301,234	301,234		
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.	3,688,367	3,568,672	119,695	
13	Office expenses.	25,849,381	25,466,969	382,412	
14	Information technology.	36,061,321	36,019,919	41,402	
15	Royalties.	9,615,599	9,377,225	238,374	
16	Occupancy.	20,773,426	19,052,794	1,720,632	
17	Travel.	4,766,278	3,485,716	1,280,562	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	766,522	488,220	278,302	
20	Interest.	139,355	139,355		
21	Payments to affiliates.	2,171,162	2,157,812	13,350	
22	Depreciation, depletion, and amortization.	30,438,314	30,106,579	331,735	
23	Insurance.	928,759		928,759	
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 FEES	38,981,781	38,981,781		
b	CONSULTANT FEES	23,343,217	21,368,513	1,974,704	
c	OUTSIDE SERVICES	12,708,476	12,210,853	497,623	
d	ALL OTHER EXPENSES	-17,342,638	-11,898,424	-5,444,214	
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	4,608,093,852	4,523,721,296	84,372,556	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)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			278,492,524	1	183,621,640
	2	Savings and temporary cash investments			81,802,158	2	64,161,919
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			285,577,097	4	291,061,448
	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			55,750,000	7	65,750,000
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			14,937,697	9	18,216,631
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	519,354,414			
	b	Less: accumulated depreciation	10b	283,129,743	293,851,867	10c	236,224,671
	11	Investments—publicly traded securities			332,092,503	11	592,782,937
	12	Investments—other securities. See Part IV, line 11			57,440,855	12	79,683,953
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets			6,295,206	14	6,295,206
	15	Other assets. See Part IV, line 11			37,852,077	15	37,486,962
	16	Total assets. Add lines 1 through 15 (must equal line 34)			1,444,091,984	16	1,575,285,367
Liabilities	17	Accounts payable and accrued expenses			556,497,074	17	544,769,259
	18	Grants payable				18	
	19	Deferred revenue			32,028,619	19	66,180,204
	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			298,067,284	25	273,548,716
	26	Total liabilities. Add lines 17 through 25			886,592,977	26	884,498,179
		Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
Net Assets or Fund Balances	27	Unrestricted net assets				27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds			0	30	0
	31	Paid-in or capital surplus, or land, building or equipment fund			0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds			557,499,007	32	690,787,188
	33	Total net assets or fund balances			557,499,007	33	690,787,188
	34	Total liabilities and net assets/fund balances			1,444,091,984	34	1,575,285,367

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	4,700,497,944
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,608,093,852
3	Revenue less expenses Subtract line 2 from line 1	3	92,404,092
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	557,499,007
5	Net unrealized gains (losses) on investments	5	24,081,844
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	16,802,245
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	690,787,188

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		

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
RICK R DOERING	40 00									
SR VICE PRES	10 00			X				714,253	0	87,172
MICHAEL HANKINSON	40 00									
SR VICE PRES /LEGAL OFFICER	10 00			X				359,320	175,125	63,959
PATRICK HENRY	50 00									
SR VICE PRES	0 00			X				495,926	0	51,931
KEVIN JACKSON	40 00									
GRP VICE PRES	10 00			X				518,644	0	73,392
STEPHEN ADAMSON	40 00									
VICE PRES	10 00			X				412,564	0	46,320
JEFFREY M ALBUM	40 00									
VICE PRES	10 00			X				390,742	0	73,496
TERRI ANDERSON	40 00									
VICE PRES	10 00			X				361,144	0	119,503
DANIEL CROLEY	40 00									
VICE PRES	10 00			X				343,892	0	50,914
EVA HOFFMAN	40 00									
VICE PRES	10 00			X				347,804	0	48,887
J DOUGLAS KONOVALOFF	50 00									
VICE PRES	0 00			X				268,242	0	229,895
GARRETT LEAF	40 00									
VICE PRES	10 00			X				439,121	0	67,828
THOMAS LEIBOWITZ	40 00									
VICE PRES	10 00			X				340,663	0	51,972
HARI MAKKALA	40 00									
VICE PRES	10 00			X				460,206	0	30,494
JAMAL NASR	40 00									
VICE PRES	10 00			X				370,125	0	68,352
MOHAMMADREZA NAVID	50 00									
VICE PRES	0 00			X				434,831	0	44,872
DUANE PROFEIT	40 00									
VICE PRES	10 00			X				338,309	0	124,169
TOM WONG	40 00									
VICE PRES	10 00			X				428,753	0	79,629
JOHN YAMAMOTO	40 00									
VICE PRES	10 00			X				321,855	0	47,479
JOSEPH RUIZ	50 00									
VICE PRES	0 00			X				123,739	0	10,728
CARLA ANGULO	50 00									
SALES ACCOUNT EXECUTIVE	0 00					X		279,025	0	64,489
ELISE POMERANTZ-WATZKA	40 00									
DIRECTOR COMPENSATION & BENEFITS	0 00					X		258,833	0	85,522
MELISSA GEE	40 00									
DIRECTOR & CORPORATE COUNSELING - MANAGING	0 00					X		258,446	0	43,549
ROSEMARIE MCKAY	50 00									
SALES ACCOUNT EXECUTIVE	0 00					X		261,814	0	57,333
STEPHEN LOWRY	50 00									
DIRECTOR SALES	0 00					X		308,725	0	71,182
ROBERT G BECKER	50 00									
CONSULTANT/FORMER OFFICER	0 00						X	230,250	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MICHAEL B KAUFMANN CONSULTANT/FORMER OFFICER	50 00 0 00						X	328,268	0	0

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ 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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization DELTA DENTAL OF CALIFORNIA	Employer identification number 94-1461312
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Part I

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

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

Part II

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

1

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

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

2

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

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

3

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

4

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

5

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

☐ Yes ☐ No

6

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

7

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

8

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

☐ Yes ☐ No

9

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

Part III

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

1a

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

b

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2

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

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

Part III

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

- 3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

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

☐ Yes

☐ No

Part IV

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

- 1a

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

☐ Yes

☐ No
- b

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

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

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

☐ Yes

☐ No
- b

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

☐

Part V

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

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

- 2

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

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

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				
b Buildings				
c Leasehold improvements		28,369,163	23,938,074	4,431,089
d Equipment		461,836,019	234,197,586	227,638,433
e Other		29,149,232	24,994,083	4,155,149
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				236,224,671

Schedule D (Form 990) 2013

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	2,745,742,944
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	2e	0
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	0
3	Subtract line 2e from line 1	3	2,745,742,944
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1	4c	1,954,755,000
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	1,954,755,000
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	4,700,497,944

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	2,653,338,852
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	2e	0
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	0
3	Subtract line 2e from line 1	3	2,653,338,852
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	4c	1,954,755,000
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	1,954,755,000
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	4,608,093,852

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

[illegible]

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

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

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization
DELTA DENTAL OF CALIFORNIA

Employer identification number
94-1461312

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

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) STUDENT LEADERSHIP AWARDS	65	212,500			
(2) HISPANIC SCHOLARSHIP	21	210,000			

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

Additional Data

Software ID:
Software Version:
EIN: 94-1461312
Name: DELTA DENTAL OF CALIFORNIA

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 CANCER SOCIETY 1710 WEBSTER STREET OAKLAND,CA 94619	94-1170350	501(C)(3)	25,000				DONATION TO SUPPORT RELAY FOR LIFE EVENTS

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 RED CROSS 85 SECOND ST 8TH FL SAN FRANCISCO, CA 94105	53-0196605	501(C)(3)	10,000				CONTRIBUTION FOR TYPHOON HAIYAN

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
AMERICA'S DENTISTS CARE FOUNDATION 9110 E 35TH ST N WICHITA,KS 67226	26-2275291	501(C)(3)	46,000				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
AMERICA'S DENTISTS CARE FOUNDATION 9110 E 35TH ST N WICHITA,KS 67226	26-2275291	501(C)(3)	9,000				MISSION OF MERCY PROJECT

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
CADP ONE CAPITOL MALL SUITE 320 SACRAMENTO, CA 95814	33-0385553	501(C)(6)	7,400				LEGISLATIVE/REGULARTORY CONF

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
CAF OPERATION REBOUND AKA CHALLENGED ATHELETES INC 9591 WAPLES ST SAN DIEGO,CA 92121	33-0739596	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
CALAVERAS CHILDREN'S DENTAL PROJECT PO BOX 2762 MURPHYS, CA 95247	94-1638758		15,000				HEALTH, EDUCATION & RESEARCH GRANT

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
CALIFORNIA ACADEMY OF GENERAL DENTISTRY 2063 MAIN STREET 418 OAKLEY, CA 945613302	94-2557207	501(C)(3)	20,000				SPONSORSHIP FOR 11/23/13 COURSE

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
CDLS FOUNDATION 302 WEST MAIN STREET STE 100 AVON, CT 060013681	06-1057497	501(C)(3)	10,000				TO BENEFIT GONELLA 10K & GENERAL GIFT TO FOUNDATION TO COMBAT CDLS

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
CHILDREN'S ORAL HEALTH INSTITUTE 9199 REISTERTOWN RD 203A OWINGS MILLS,MD 21117	52-2048036		10,000				"LESSONS IN A LUNCH BOX" GRANT

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
CITY OF SAN JOSE 200 E SANTA CLARA STREET SAN JOSE, CA 95113	94-6000419		7,500				CONTRIBUTION TOWARDS CITY'S WELLNESS EFFORT 2011-2013

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
COMMUNITY COLLEGE OF PHILADELPHIA FOUNDATION 1700 SPRING GARDEN ST ANNEX 7TH FL PHILADELPHIA, PA 191303991	23-2612698	501(C)(3)	26,423				HEALTH EDUCATION & RESEARCH GRANT FOR DENTAL CLINIC REFURBISHMENT

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
DELTA DENTAL COMMUNITY CARE FOUNDATION 100 FIRST ST SAN FRANCISCO, CA 94105	37-1570764	501(C)(3)	302,000				CONTRIBUTION

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
HARRISBURG SMILES AKA THE FOUNDATION FOR ENCHANCING COMMUNITIES 1902 BRIDGE ST NEW CUMBERLAND, PA 17070	01-0564355	501(C)(3)	10,000				HEALTH, EDUCATION & RESEARCH FUND GRANT

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
INDIAN DENTAL ASSOCIATION OF CA 4195 CHINO HILLS PKWY STE 522 CHINO HILLS,CA 91709	95-4124621	501(C)(3)	7,500				SPONSORSHIP OF 02/01/13 COURS

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
INTERAGENCY INSTITUTE FOR FEDERAL HEALTH CARE EXECUTIVES 5325 MACARTHUR BLVD NW WASHINGTON,DC 20016	07-7421512		15,000				CONTINUING EDUCATION PROGRAMS & DINNER EVENTS

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
LOUISIANA MISSION OF MERCY (ADCF) AKA LOUISIANA DENTAL ASSOCIATION INC PO BOX 15965 LITTLE ROCK,AR 72231	72-0428263	501(C)(6)	10,000				MISSION OF MERCY SPONSORSHIP EVENT 11-2-13

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
NATIONAL GUARD YOUTH FOUNDATION 1001 N FAIRFAX ST STE 205 ALEXANDRIA, VA 22314	54-1940978	501(C)(3)	6,000				SILVER SPONSORSHIP, EVENT ON 2-25-14

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
NATIONAL MILITARY FAMILY ASSOCIATION 2500 NORTH VAN DORN ST STE 102 ALEXANDRIA,VA 22302	52-0899384	501(C)(3)	10,000				FAMILY PATRON SPONSOR 2013 LEADERSHIP LUNCH

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
PENN DENTAL MEDICINE 240 S 40TH STREET PHILADELPHIA,PA 19104	23-1352685	501(C)(3)	10,000				SPONSOR CE COURSE "CUTTING EDGE RESEARCH" & ORAL CANCER WALK 4/20/13

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
SMILE KEEPERS DENTAL PROJECT 175 S FAIRVIEW LANE SONORA, CA 95370	94-6050189		15,000				HEALTH, EDUCATION & RESEARCH GRANT

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
UC REGENTS 513 PARNASSUS AVE MED SCI 619C SAN FRANCISCO, CA 94143	95-2226406	501(C)(3)	20,000				SPONSOR RESEARCH/CLINICAL DAY - 10/11/13

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
UC REGENTS 513 PARNASSUS AVE RM S619A SAN FRANCISCO, CA 94143	95-2226406	501(C)(3)	6,000				GRANT FOR SUNNER DENTAL STUDENT FELLOWSHIP

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
UNITED WAY CALIFORNIA CAPITAL REGION 10389 OLD PLACERVILLE RD SACRAMENTO, CA 958272506	23-7079003	501(C)(3)	33,480				UNITED WAY COMPANY MATCH CK FOR RANCHO CORDOVA

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
UNITED WAY OF THE BAY AREA 550 KEARNY STREET 1000 SAN FRANCISCO,CA 94108	94-1312348	501(C)(3)	138,749				UNITED WAY COMPANY MATCH CK FOR SAN FRANCISCO

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
UNIVERSITY OF THE PACIFIC 2155 WEBSTER ST SAN FRANCISCO, CA 941152333	94-1156266	501(C)(3)	8,000				CONTINUING ED GRANT FOR COURSE ON 4-20-13

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
UNIVERSITY OF THE PACIFIC 2155 WEBSTER ST SAN FRANCISCO,CA 94115	94-1156266	501(C)(3)	12,500				SPONSORSHIP OF UOP'S KIDS IN THE KLINIC GOLF CLASSIC

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
UNLV SCHOOL OF DENTAL MEDICINE 1001 SHADOW LANE MS 7420 LAS VEGAS, NV 891064124	88-6000024		12,000				COURSE SPONSORSHIP DENTISTRY UPDATES, 6-7-13

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

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USC SCHOOL OF DENTISTRY 925 W 34TH STREET LOS ANGELES, CA 900890641	95-1642394	501(C)(3)	15,000				SPONSORSHIP FOR CE COURSE ON 03-08-13

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

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MISCELLANEOUS ITEMS LESS THAN 5000			136,693				TO PROVIDE DENTAL EDUCATION

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, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
DELTA DENTAL OF CALIFORNIA

Employer identification number
94-1461312

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			
	<input checked="" type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use		
	<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence		
	<input type="checkbox"/> Tax idemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees		
	<input type="checkbox"/> Discretionary spending account	<input checked="" type="checkbox"/> 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	1b	Yes	
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?	2	Yes	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract		
	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study		
	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> 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?	4a		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		No
	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?	5a		No
b	Any related organization?	5b		No
	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?	6a		No
b	Any related organization?	6b		No
	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	7	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

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

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

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

Part III Supplemental Information

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	FIRST CLASS BUSINESS TRAVEL IS REIMBURSED TO THE EXECUTIVE VICE PRESIDENTS, SENIOR VICE PRESIDENTS, AND GROUP VICE PRESIDENTS. FIRST CLASS BUSINESS TRAVEL IS NOT TREATED AS TAXABLE COMPENSATION. TRAVEL FOR COMPANIONS WAS PROVIDED TO NINE BOARD MEMBERS AND ONE SENIOR OFFICER WITH RESPECT TO THEIR REQUIRED ATTENDANCE AT THE ANNUAL BOARD MEETING. THE COST OF THIS BENEFIT WAS INCLUDED IN TAXABLE COMPENSATION. A HOUSING ALLOWANCE IS PROVIDED TO ONE SENIOR EXECUTIVE AS A RESULT OF A 2013 RELOCATION TO CALIFORNIA. THE HOUSING ALLOWANCE HAS CONTINUED WHILE THE PREVIOUS HOME IS BEING MARKETING FOR SALE. THE COST OF THIS BENEFIT IS INCLUDED IN TAXABLE COMPENSATION. THE PRESIDENT AND EXECUTIVE VICE PRESIDENTS MAY BE REIMBURSED FOR ONE HEALTH OR SOCIAL CLUB UPON APPROVAL BY THE PRESIDENT. TWO SENIOR EXECUTIVES RECEIVED THIS BENEFIT IN 2013. THE COST OF THIS BENEFIT IS INCLUDED IN TAXABLE COMPENSATION. FINANCIAL AND TAX PLANNING EXPENSES ARE REIMBURSED TO EMPLOYEES AT THE DIRECTOR OR ABOVE LEVELS OF MANAGEMENT. A COMPANY POLICY OUTLINES THE MAXIMUM REIMBURSEMENT ALLOWED FOR EACH MANAGEMENT LEVEL. THESE REIMBURSEMENTS ARE INCLUDED IN THE TAXABLE COMPENSATION OF THE REIMBURSED EMPLOYEES.
PART I, LINE 4B	THE ORGANIZATION PROVIDES A SUPPLEMENTAL NON-QUALIFIED RETIREMENT PLAN TO CERTAIN OF ITS SENIOR EXECUTIVES AS SELECTED BY THE BOARD OF DIRECTORS. THE SUPPLEMENTAL RETIREMENT BENEFIT IS BASED ON EACH EXECUTIVE'S COMPENSATION AND YEARS OF SERVICE TO THE ENTERPRISE. THE BENEFIT IS SUBJECT TO THE RISK OF FORFEITURE IF REQUIRED YEARS OF SERVICE ARE NOT MET. ANNUAL DEFERRED COMPENSATION RELATED TO THIS PLAN IS REPORTED IN SCHEDULE J, PART II, COLUMN C FOR EACH PARTICIPANT AND REFLECTS THE CURRENT YEAR INCREASE OR DECREASE IN THE ORGANIZATION'S PENSION BENEFIT OBLIGATION ("PBO"), CALCULATED PURSUANT TO GENERALLY ACCEPTED ACCOUNTING PRINCIPLES. THE PBO INCREASE OR DECREASE INCLUDES CHANGES IN ACTUARIAL ASSUMPTIONS (E.G., APPLICABLE DISCOUNT RATE), AS WELL AS CHANGES IN COMPENSATION AND YEARS OF SERVICE. IN 2013, SEVEN EXECUTIVES PARTICIPATED IN THE PLAN - ANTHONY BARTH, MICHAEL CASTRO, KATHY JONZZON, DOUGLAS KONOVALOFF, BELINDA MARTINEZ, GARY RADINE, AND PATRICK STEELE.
PART I, LINE 7	THE PRESIDENT OF THE ORGANIZATION, WITH BOARD OF DIRECTORS APPROVAL, MAY GRANT AN ANNUAL BONUS TO ALL MANAGEMENT EMPLOYEES. THESE AMOUNTS ARE INCLUDED IN TAXABLE COMPENSATION.

Additional Data

Software ID:
Software Version:
EIN: 94-1461312
Name: DELTA DENTAL OF CALIFORNIA

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
GARY D RADINE PRESIDENT/CEO	(i) (ii)	1,250,004 0	2,500,000 0	2,308,060 0	75,867 0	16,511 0	6,150,442 0	0 0
ANTHONY S BARTH EXE VICE PRES /COO	(i) (ii)	824,004 0	906,000 0	41,838 0	582,670 0	24,521 0	2,379,033 0	0 0
MICHAEL J CASTRO EXE VICE PRES /CFO	(i) (ii)	566,496 0	624,000 0	73,861 0	520,154 0	22,851 0	1,807,362 0	0 0
PATRICK S STEELE EXE VICE PRES /CIO	(i) (ii)	540,756 0	595,000 0	42,517 0	1,186,651 0	17,703 0	2,382,627 0	0 0
CHARLES LAMONT EXE VICE PRES /CLO	(i) (ii)	467,065 0	650,000 0	138,704 0	47,100 0	17,703 0	1,320,572 0	0 0
BELINDA MARTINEZ SR VICE PRES	(i) (ii)	450,000 0	370,000 0	43,468 0	149,220 0	17,403 0	1,030,091 0	0 0
NILESH C PATEL SR VICE PRES	(i) (ii)	399,996 0	400,000 0	18,220 0	27,895 0	8,887 0	854,998 0	0 0
ALICIA WEBER SR VICE PRES	(i) (ii)	373,200 0	329,000 0	24,296 0	91,383 0	24,130 0	842,009 0	0 0
RICK R DOERING SR VICE PRES	(i) (ii)	367,548 0	320,000 0	26,705 0	62,951 0	24,221 0	801,425 0	0 0
MICHAEL HANKINSON SR VICE PRES /LEGAL OFFICER	(i) (ii)	262,500 74,442	0 98,000	96,820 2,683	16,463 24,997	19,083 3,416	394,866 203,538	0 0
PATRICK HENRY SR VICE PRES	(i) (ii)	259,891 0	210,000 0	26,035 0	36,913 0	15,018 0	547,857 0	0 0
KEVIN JACKSON GRP VICE PRES	(i) (ii)	293,556 0	190,000 0	35,088 0	49,321 0	24,071 0	592,036 0	0 0
STEPHEN ADAMSON VICE PRES	(i) (ii)	254,124 0	123,758 0	34,682 0	24,500 0	21,820 0	458,884 0	0 0
JEFFREY M ALBUM VICE PRES	(i) (ii)	247,224 0	125,000 0	18,518 0	51,095 0	22,401 0	464,238 0	0 0
TERRI ANDERSON VICE PRES	(i) (ii)	261,624 0	86,335 0	13,185 0	104,222 0	15,281 0	480,647 0	0 0
DANIEL CROLEY VICE PRES	(i) (ii)	244,973 0	90,000 0	8,919 0	28,513 0	22,401 0	394,806 0	0 0
EVA HOFFMAN VICE PRES	(i) (ii)	261,920 0	81,945 0	3,939 0	24,144 0	24,743 0	396,691 0	0 0
J DOUGLAS KONOVALOFF VICE PRES	(i) (ii)	196,464 0	49,000 0	22,778 0	208,597 0	21,298 0	498,137 0	0 0
GARRETT LEAF VICE PRES	(i) (ii)	283,752 0	143,862 0	11,507 0	44,807 0	23,021 0	506,949 0	0 0
THOMAS LEIBOWITZ VICE PRES	(i) (ii)	249,996 0	82,500 0	8,167 0	43,686 0	8,286 0	392,635 0	0 0

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				
HARI MAKKALA VICE PRES	(i) (ii)	300,000 0	135,000 0	25,206 0	22,950 0	7,544 0	490,700 0	0 0
JAMAL NASR VICE PRES	(i) (ii)	251,223 0	107,000 0	11,902 0	47,620 0	20,732 0	438,477 0	0 0
MOHAMMADREZA NAVID VICE PRES	(i) (ii)	269,065 0	148,675 0	17,091 0	36,135 0	8,737 0	479,703 0	0 0
DUANE PROFEIT VICE PRES	(i) (ii)	239,796 0	86,500 0	12,013 0	107,578 0	16,591 0	462,478 0	0 0
TOM WONG VICE PRES	(i) (ii)	290,004 0	120,000 0	18,749 0	57,228 0	22,401 0	508,382 0	0 0
JOHN YAMAMOTO VICE PRES	(i) (ii)	233,972 0	81,000 0	6,883 0	23,408 0	24,071 0	369,334 0	0 0
CARLA ANGULO SALES ACCOUNT EXECUTIVE	(i) (ii)	89,326 0	179,354 0	10,345 0	55,842 0	8,647 0	343,514 0	0 0
ELISE POMERANTZ-WATZKA DIRECTOR COMPENSATION & BENEFITS	(i) (ii)	202,800 0	48,000 0	8,033 0	68,359 0	17,163 0	344,355 0	0 0
MELISSA GEE DIRECTOR & CORPORATE COUNSELING - MA	(i) (ii)	214,615 0	43,000 0	831 0	36,124 0	7,425 0	301,995 0	0 0
ROSEMARIE MCKAY SALES ACCOUNT EXECUTIVE	(i) (ii)	78,484 0	175,638 0	7,692 0	35,022 0	22,311 0	319,147 0	0 0
STEPHEN LOWRY DIRECTOR SALES	(i) (ii)	165,648 0	129,642 0	13,435 0	68,348 0	2,834 0	379,907 0	0 0
ROBERT G BECKER CONSULTANT/FORMER OFFICER	(i) (ii)	230,250 0	0 0	0 0	0 0	0 0	230,250 0	0 0
MICHAEL B KAUFMANN CONSULTANT/FORMER OFFICER	(i) (ii)	328,268 0	0 0	0 0	0 0	0 0	328,268 0	0 0

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2013

Open to Public Inspection

▶ 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.

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

Name of the organization
DELTA DENTAL OF CALIFORNIA

Employer identification number
94-1461312

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) GREGORY D KAPLAN DDS	PARTICIPATING PROVIDER	737,644	DENTAL CLAIM PAYMENTS		No
(2) CORAGENE I SAVIO DDS	PARTICIPATING PROVIDER	235,887	DENTAL CLAIM PAYMENTS		No
(3) COPOWER MANAGEMENT AND LISI	ORGANIZATION DIRECTOR, BECKY PATEL, WAS CEO/PRESIDENT OF COPOWER MANAGEMENT	1,353,027	BROKER ADMINISTRATION		No
(4) STEPHEN R PICKERING DDS	PARTICIPATING PROVIDER	173,521	DENTAL CLAIM PAYMENTS		No
(5) DEVANG GANDHI DDS	PARTICIPATING PROVIDER	100,598	DENTAL CLAIM PAYMENTS		No

Part V Supplemental Information

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

Return Reference	Explanation
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SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization DELTA DENTAL OF CALIFORNIA	Employer identification number 94-1461312
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Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION'S BYLAWS NAME TWO CLASSES OF "MEMBERS," "CORPORATE MEMBERS" AND "DENTIST MEMBERS " ALL CORPORATE MEMBERS ARE ALSO DIRECTORS OF THE ORGANIZATION AND SO ARE NOT "MEMBERS" AS DEFINED IN THE INSTRUCTIONS TO FORM 990, PART VI, QUESTION 6 HOWEVER, THE ORGANIZATION'S DIRECTORS ARE ELECTED BY ITS PARENT HOLDING COMPANY BOARD OF DIRECTORS, TWO OF WHOM ARE NOT ALSO DIRECTORS OF THE ORGANIZATION AND THUS MAY BE CONSIDERED "MEMBERS" PURSUANT TO THE INSTRUCTION THE DENTIST MEMBERS HAVE A RIGHT TO VOTE UPON PROPOSED CHANGES TO THE PROPORTION OF THE DENTISTS SERVING AS DIRECTORS AND CORPORATE MEMBERS, AND SO MAY BE CONSIDERED "MEMBERS" UNDER THE INSTRUCTION

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7A	THE ORGANIZATION'S DIRECTORS ARE ELECTED BY THE PARENT HOLDING COMPANY BOARD OF DIRECTORS, WHICH INCLUDES TWO PERSONS WHO ARE NOT ALSO DIRECTORS OF THE ORGANIZATION

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 7B	THE DENTIST MEMBERS HAVE A RIGHT TO VOTE ONLY UPON PROPOSED CHANGES TO THE BY LAWS PROVISIONS THAT SPECIFY THE PROPORTION OF DENTISTS AND LAY PERSONS SERVING AS DIRECTORS AND CORPORATE MEMBERS

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

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

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION PAID TO THE CEO, EXECUTIVE VICE PRESIDENTS, AND SENIOR VICE PRESIDENTS IS APPROVED BY THE EXECUTIVE COMMITTEE OF THE ORGANIZATION'S BOARD OF DIRECTORS. THE COMMITTEE APPROVES COMPENSATION FOR THE ENSUING YEAR AFTER REVIEWING COMPARABILITY DATA PRESENTED BY AN INDEPENDENT OUTSIDE COMPENSATION CONSULTANT, AN ASSESSMENT OF EACH OFFICER'S PERFORMANCE OVER THE PRECEDING YEAR, AND THE ORGANIZATION'S PROGRAM ACCOMPLISHMENTS FOR THE YEAR. COMPENSATION PAID TO DIRECTORS IS APPROVED BY THE EXECUTIVE COMMITTEE OF THE ORGANIZATION'S BOARD OF DIRECTORS AFTER REVIEWING COMPARABILITY DATA IN A BENCHMARKING STUDY PREPARED AND PRESENTED BY AN INDEPENDENT OUTSIDE COMPENSATION CONSULTANT RETAINED BY THE BOARD OF DIRECTORS. THESE PROCESSES WERE FOLLOWED FOR 2013 COMPENSATION.

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

Return Reference	Explanation
FORM 990, PART VII, SCHEDULE J, SCHEDULE R	THE ORGANIZATION, REGULATED BY THE CALIFORNIA DEPARTMENT OF MANAGED HEALTH CARE, IS A MEMBER OF THE DELTA DENTAL OF CALIFORNIA ENTERPRISE COMPANIES, WHICH INCLUDE DELTA DENTAL OF CALIFORNIA, DELTA DENTAL OF PENNSYLVANIA AND AFFILIATED COMPANIES OPERATING IN 15 STATES, THE DISTRICT OF COLUMBIA, PUERTO RICO AND THE U S VIRGIN ISLANDS THE ENTERPRISE COMPANIES COMPRISE ONE OF THE NATION'S LARGEST DENTAL BENEFITS DELIVERY SYSTEMS COVERING 26 MILLION ENROLLEES AND HANDLING 39 MILLION CLAIMS TOTAL REVENUE FOR THE ENTERPRISE EXCEEDED \$7.1 BILLION IN 2013. THE ORGANIZATION AND ITS SUBSIDIARIES REPRESENT APPROXIMATELY 67% OF TOTAL ENTERPRISE REVENUES.

Return Reference	Explanation
FORM 990, PT VII, SEC A, COL (D), SCH J, PT II, LINE (I), COL B (III)	AS A RESULT OF REACHING AGE 65 IN 2011, MR RADINE WAS NO LONGER ELIGIBLE TO PARTICIPATE IN THE COMPANY'S EXECUTIVE SUPPLEMENTAL PENSION PLAN (ESPP) MR RADINE'S EMPLOYMENT AGREEMENT PROVIDED MR RADINE BE PAID A CASH INCENTIVE IN LIEU OF CONTINUED ESPP PARTICIPATION UNTIL A LONG-TERM INCENTIVE PLAN WENT INTO EFFECT IN 2013 THE CASH INCENTIVE WAS AN ACTUARIAL CALCULATION AS IF MR RADINE HAD REMAINED IN THE ESPP DURING CALENDAR YEAR 2012

Return Reference	Explanation
FORM 990, PART VII AND SCHEDULE J	EFFECTIVE JANUARY 1,2012 DELTA DENTAL OF CALIFORNIA ESTABLISHED THE LONG-TERM INCENTIVE PLAN(LTIP) FOR ELIGIBLE EMPLOYEES OF THE COMPANY THE PURPOSE OF THE LTIP IS TO PROVIDE INCENTIVE FOR ELIGIBLE EMPLOYEES' CONTRIBUTION TO THE COMPANY'S LONG-TERM SUCCESS THE LTIP IS UNFUNDED AND ALL PAYMENTS FROM THE LTIP ARE DERIVED FROM THE EQUITY GAINS OF THE COMPANY AS SUCH THERE IS NO GUARANTEE OF INCENTIVE PAYMENTS UNDER THE LTIP UPON DELEGATION BY CERTAIN OFFICERS OF THE BOARD, THE CEO AND MANAGEMENT COMMITTEE HAS THE SOLE AND ABSOLUTE DISCRETION TO DETERMINE THE PERFORMANCE OBJECTIVES, BOTH FINANCIAL AND NONFINANCIAL, UPON WHICH PAYMENT OF AWARDS ARE BASED AND THE TIME PERIOD DURING WHICH PERFORMANCE SHALL BE MEASURED (LTIP CYCLE) THE CURRENT LTIP CYCLE IS JANUARY 1, 2013 THROUGH DECEMBER 31, 2015

Return Reference	Explanation
FORM 990, PART XI, LINE 9	PENSION LIABILITY AND POST-RETIREMENT ADJUSTMENTS 16,802,245

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
DELTA DENTAL OF CALIFORNIA

Employer identification number
94-1461312

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) CELEBRATION DENTAL SERVICES LLC 100 FIRST STREET SAN FRANCISCO, CA 94105 59-3410497	DENTAL SERVICES	FL			DELTA DENTAL OF CALIFORNIA
(2) DENTEGRA INSURANCE HOLDINGS LLC 100 FIRST STREET SAN FRANCISCO, CA 94105 94-3386049	HOLDING COMPANY	DE			DENTEGRA INSURANCE COMPANY

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
(1) DELTA DENTAL COMMUNITY CARE FOUNDATION 100 FIRST STREET SAN FRANCISCO, CA 94105 37-1570764	CHARITABLE ORGANIZATION	CA	501(C)(3)	PF	DENTEGRA GROUP INC		No
(2) DELTA DENTAL OF PENNSYLVANIA ONE DELTA DRIVE MECHANICSBURG, PA 17055 23-1667011	DENTAL INSURANCE	PA	501(C)(4)		DENTEGRA GROUP INC		No
(3) DELTA DENTAL OF DELAWARE ONE DELTA DRIVE MECHANICSBURG, PA 17055 51-0228088	DENTAL INSURANCE	DE	501(C)(4)		DENTEGRA GROUP INC		No
(4) DELTA DENTAL OF WEST VIRGINIA ONE DELTA DRIVE MECHANICSBURG, PA 17055 55-0523124	DENTAL INSURANCE	WV	501(C)(4)		DENTEGRA GROUP INC		No
(5) DELTA DENTAL OF THE DISTRICT OF COLUMBIA ONE DELTA DRIVE MECHANICSBURG, PA 17055 52-1479587	DENTAL INSURANCE	DC	501(C)(4)		DENTEGRA GROUP INC		No
(6) DELTA DENTAL OF NEW YORK ONE DELTA DRIVE MECHANICSBURG, PA 17055 11-1980218	DENTAL INSURANCE	NY	501(C)(4)		DENTEGRA GROUP INC		No

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	
(1) PACA MANAGEMENT LLC ONE DELTA DRIVE MECHANICSBURG, PA 17055 94-3277375	INSURANCE MANAGEMENT	DE	DELTA DENTAL OF CALIFORNIA	RELATED				No		Yes		50 000 %

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
See Additional Data Table									

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

Yes

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

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
See Additional Data Table			

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

[illegible]

Part VII

Supplemental Information

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

Return Reference	Explanation
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Additional Data

Software ID:
Software Version:
EIN: 94-1461312
Name: DELTA DENTAL OF CALIFORNIA

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) DELTA DENTAL COMMUNITY CARE FOUNDATION 100 FIRST STREET SAN FRANCISCO, CA 94105 37-1570764	CHARITABLE ORGANIZATION	CA	501(C)(3)	PF	DENTEGRA GROUP INC		No
(1) DELTA DENTAL OF PENNSYLVANIA ONE DELTA DRIVE MECHANICSBURG, PA 17055 23-1667011	DENTAL INSURANCE	PA	501(C)(4)		DENTEGRA GROUP INC		No
(2) DELTA DENTAL OF DELAWARE ONE DELTA DRIVE MECHANICSBURG, PA 17055 51-0228088	DENTAL INSURANCE	DE	501(C)(4)		DENTEGRA GROUP INC		No
(3) DELTA DENTAL OF WEST VIRGINIA ONE DELTA DRIVE MECHANICSBURG, PA 17055 55-0523124	DENTAL INSURANCE	WV	501(C)(4)		DENTEGRA GROUP INC		No
(4) DELTA DENTAL OF THE DISTRICT OF COLUMBIA ONE DELTA DRIVE MECHANICSBURG, PA 17055 52-1479587	DENTAL INSURANCE	DC	501(C)(4)		DENTEGRA GROUP INC		No
(5) DELTA DENTAL OF NEWYORK ONE DELTA DRIVE MECHANICSBURG, PA 17055 11-1980218	DENTAL INSURANCE	NY	501(C)(4)		DENTEGRA GROUP INC		No

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal Domicile (State or Foreign Country)	(d) Direct Controlling Entity	(e) Type of entity (C corp, S corp, 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
DENTEGRA GROUP INC 100 FIRST STREET SAN FRANCISCO, CA 94105 94-3386049	HOLDING COMPANY	DE	N/A	C					No
DENTEGRA INSURANCE COMPANY 100 FIRST STREET SAN FRANCISCO, CA 94105 75-1233841	INSURANCE COMPANY	DE	DDC INSURANCE HOLDINGS INC	C					No
DENTEGRA INSURANCE COMPANY OF NEW ENGLAND 100 FIRST STREET SAN FRANCISCO, CA 94105 04-2890218	INSURANCE COMPANY	MA	DDC INSURANCE HOLDINGS INC	C					No
DELTA DENTAL INSURANCE COMPANY 100 FIRST STREET SAN FRANCISCO, CA 94105 94-2761537	INSURANCE COMPANY	DE	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF NEVADA INC 100 FIRST STREET SAN FRANCISCO, CA 94105 88-0244893	INSURANCE COMPANY	NV	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF UTAH INC 100 FIRST STREET SAN FRANCISCO, CA 94105 86-0672505	INSURANCE COMPANY	UT	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL PROGRAMS INC 100 FIRST STREET SAN FRANCISCO, CA 94105 74-2447512	INSURANCE COMPANY	TX	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF ALABAMA INC 100 FIRST STREET SAN FRANCISCO, CA 94105 63-0796079	INSURANCE COMPANY	AL	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF NEW MEXICO INC 100 FIRST STREET SAN FRANCISCO, CA 94105 33-0279230	INSURANCE COMPANY	NM	DDC INSURANCE HOLDINGS INC	C					No
ALPHA DENTAL OF ARIZONA INC 100 FIRST STREET SAN FRANCISCO, CA 94105 93-0939835	INSURANCE COMPANY	AZ	DDC INSURANCE HOLDINGS INC	C					No
DENTEGRA SEGUROS DENTALES SA INSURGENTES SUR 826 PISO 15 COL DEL VALLE,FC DF 01300 MX	INSURANCE COMPANY	MX	DENTEGRA INSURANCE COMPANY	C					No
DELTA DENTAL OF PUERTO RICO INC 14 CALLE 2 SUITE 200 GUAYNABO 00968 RQ 66-0436769	INSURANCE COMPANY	RQ	DELTA DENTAL OF CALIFORNIA	C			46 900 %		No
DELTA REINSURANCE CORPORATION CGI TOWER 2ND FLOOR WARRENS,ST MICHAEL BB 98-0096711	INSURANCE COMPANY	BB	DELTA DENTAL OF PENNSYLVANIA	C			0 420 %		No
SERVICIOS DENTALES DENTEGRA SA DE CV INSURGENTES SUR 826 PISO 15 COL DEL VALLE,FC DF 01300 MX	INSURANCE ADMINISTRATION	MX	DENTEGRA INSURANCE COMPANY	C					No
DDC INSURANCE HOLDINGS INC 100 FIRST STREET SAN FRANCISCO, CA 94105 27-4251930	HOLDING COMPANY	DE	DELTA DENTAL OF CALIFORNIA	C			100 000 %		No

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
DENTEGRA INSURANCE COMPANY	A	300,000	
DENTEGRA INSURANCE COMPANY	B	10,000,000	
DENTEGRA INSURANCE COMPANY	Q	35,792,997	
DENTEGRA INSURANCE COMPANY-NE	Q	656,131	
DELTA DENTAL INSURANCE COMPANY	A	2,400,000	
DELTA DENTAL INSURANCE COMPANY	L	22,591,423	
DELTA DENTAL INSURANCE COMPANY	M	10,155,462	
DELTA DENTAL INSURANCE COMPANY	P	13,825,802	
DELTA DENTAL INSURANCE COMPANY	Q	45,597,187	
ALPHA DENTAL OF NEVADA INC	Q	3,980	
ALPHA DENTAL OF UTAH INC	Q	2,044	
ALPHA DENTAL PROGRAMS INC	Q	94,040	
ALPHA DENTAL OF ALABAMA INC	Q	39	
ALPHA DENTAL OF NEW MEXICO INC	Q	196	
ALPHA DENTAL OF ARIZONA INC	Q	1,848	
DELTA DENTAL OF PENNSYLVANIA	L	12,518,592	
DELTA DENTAL OF PENNSYLVANIA	M	12,962,278	
DELTA DENTAL OF PENNSYLVANIA	P	237,465	
DELTA DENTAL OF NEW YORK	L	514,463	
DELTA DENTAL OF DELAWARE INC	Q	45,442	
DELTA DENTAL OF WEST VIRGINIA INC	Q	39,116	
DELTA DENTAL OF THE DISTRICT OF COLUMBIA	Q	54,402	
DELTA DENTAL OF DELAWARE INC	L	25,010	
DELTA DENTAL OF WEST VIRGINIA INC	L	13,665	
DELTA DENTAL OF THE DISTRICT OF COLUMBIA	L	3,642	

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

(a) Name of other organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
DELTA DENTAL OF NEW YORK	Q	327,239	
DELTA DENTAL COMMUNITY CARE FOUNDATION	B	302,000	
ALPHA DENTAL OF NEVADA INC	L	52,028	
ALPHA DENTAL OF UTAH INC	L	22,946	
ALPHA DENTAL PROGRAMS INC	L	1,867,305	
ALPHA DENTAL OF ALABAMA INC	L	2,426	
ALPHA DENTAL OF NEW MEXICO INC	L	6,158	
ALPHA DENTAL OF ARIZONA INC	L	69,412	
DENTAL DENTAL OF PENNSYLVANIA	Q	7,414,977	

TY 2013 Itemized Other Current Liabilities Schedule**Name:** DELTA DENTAL OF CALIFORNIA**EIN:** 94-1461312

Corporation Name	Corporation EIN	Description	Beginning Amount	Ending Amount
DELTA DENTAL OF PUERTO RICO INC	66-0436769	UNPAID CLAIMS	725,000	560,000
DELTA DENTAL OF PUERTO RICO INC	66-0436769	DEPOSITS FROM ASC CONTRACTS	569,198	519,850
DELTA DENTAL OF PUERTO RICO INC	66-0436769	DEFERRED REVENUE	117,688	75,978
DELTA DENTAL OF PUERTO RICO INC	66-0436769	PAYABLES TO REINSURERS	277,230	292,487

TY 2013 Itemized Other Assets Schedule**Name:** DELTA DENTAL OF CALIFORNIA**EIN:** 94-1461312

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
DELTA DENTAL OF PUERTO RICO INC	66-0436769	DEFERRED TAX ASSET	122,994	110,106
DELTA DENTAL OF PUERTO RICO INC	66-0436769	OTHER ASSETS	63,103	75,384

TY 2013 Itemized Other Current Assets Schedule**Name:** DELTA DENTAL OF CALIFORNIA**EIN:** 94-1461312

Corporation Name	Corporation EIN	Other Current Assets Description	Beginning Amount	Ending Amount
DELTA DENTAL OF PUERTO RICO INC	66-0436769	INVESTMENT SECURITIES AVAILABLE	8,552,399	7,764,882
DELTA DENTAL OF PUERTO RICO INC	66-0436769	CLAIMS REIMBURSEMENT FROM ASC	524,120	639,985
DELTA DENTAL OF PUERTO RICO INC	66-0436769	OTHER RECEIVABLES	182,957	113,711

TY 2013 Other Deductions Schedule**Name:** DELTA DENTAL OF CALIFORNIA**EIN:** 94-1461312

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
CLAIMS INCURRED ON ASC	4,303,200	4,303,200
OTHER OPERATING EXPENSES	4,845,219	4,845,219
IMPAIRMENT LOSS ON INVESTMENTS	682,038	682,038

TY 2013 Itemized Other Liabilities Schedule

Name: DELTA DENTAL OF CALIFORNIA

EIN: 94-1461312

Corporation Name	Corporation EIN	Other Liabilities Description	Beginning Amount	Ending Amount
DELTA DENTAL OF PUERTO RICO INC	66-0436769	PAYABLE TO AFFILIATES		36,560

TY 2013 Other Income Statement

Name: DELTA DENTAL OF CALIFORNIA

EIN: 94-1461312

Description	Foreign Amount	Amount
INVESTMENT INCOME AND REALIZED GAIN	1,062,438	1,062,438
OTHER INCOME	654,229	654,229

TY 2013 Paid-In or Capital Surplus Reconciliation Statement**Name:** DELTA DENTAL OF CALIFORNIA**EIN:** 94-1461312

Description	Beginning Amount	Ending Amount
ADDITIONAL PAID IN CAPITAL	5,453,600	5,453,600
ACCUMULATED OTHER COMPREHENSIVE INCOME	599,819	